ROBINSON GARY D

Form 4 June 11, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ROBINSON GARY D	Symbol	5. Relationship of Reporting Person(s) to Issuer			
	HEALTHEQUITY INC [HQY]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction				
	(Month/Day/Year)	Director 10% Owner			
C/O HEALTHEQUITY, INC., 15	W. 06/07/2018	_X_ Officer (give title Other (specify			
SCENIC POINTE DR., STE. 100		below) below) EVP, Chief Marketing Officer			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line)			
	· · · · · · · · · · · · · · · · · · ·	_X_ Form filed by One Reporting Person			
DRAPER, UT 84020		Form filed by More than One Reporting Person			
(01)					

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	Fransaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	06/07/2018		M	2,000	A	\$ 41.28	4,990	D	
Common Stock	06/07/2018		S	2,100	D	\$ 80.49	2,890	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ative Expiration Date s (Month/Day/Year) d		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 41.28	06/07/2018		M	2,000	<u>(1)</u>	03/27/2027	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ROBINSON GARY D C/O HEALTHEQUITY, INC. 15 W. SCENIC POINTE DR., STE. 100 DRAPER, UT 84020

EVP, Chief Marketing Officer

8. I De Sec (In

Signatures

/s/ Gary D.
Robinson

**Signature of Date

Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The shares become exercisable in three equal annual installments of 5,000 shares on March 27, 2019, 2020 and 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2