

HEALTHSTREAM INC
Form 4
March 21, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sousa Michael

(Last) (First) (Middle)
209 10TH AVE. SOUTH, SUITE 450
(Street)

NASHVILLE, TN 37203

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HEALTHSTREAM INC [HSTM]

3. Date of Earliest Transaction (Month/Day/Year)
03/17/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 03/18/2016 | | M | | 7,457 (1) | A | \$ 0 24,987 D |
| Common Stock | 03/18/2016 | | F | | 2,368 (2) | D | \$ 20.2 22,619 D |

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

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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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 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 |
| Restricted Share Units | \$ 0 ⁽³⁾ | 03/18/2016 | | M | 1,313 | 03/18/2016 ⁽⁴⁾ ⁽⁵⁾ | Common Stock 1,313 |
| Restricted Share Units | \$ 0 ⁽³⁾ | 03/18/2016 | | M | 1,124 | 03/18/2016 ⁽⁶⁾ ⁽⁵⁾ | Common Stock 1,124 |
| Restricted Share Units | \$ 0 ⁽³⁾ | 03/18/2016 | | M | 600 | 03/11/2016 ⁽⁷⁾ ⁽⁵⁾ | Common Stock 600 |
| Restricted Share Units | \$ 0 ⁽³⁾ | 03/18/2016 | | M | 670 | 03/10/2016 ⁽⁸⁾ ⁽⁵⁾ | Common Stock 670 |
| Restricted Share Units | \$ 0 ⁽³⁾ | 03/18/2016 | | M | 3,750 | 03/15/2016 ⁽⁹⁾ ⁽⁵⁾ | Common Stock 3,750 |
| Restricted Share Units | \$ 0 ⁽³⁾ | 03/17/2016 | | A | 5,663 | ⁽¹⁰⁾ ⁽⁵⁾ | Common Stock 5,663 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Sousa Michael 209 10TH AVE. SOUTH SUITE 450 NASHVILLE, TN 37203 | Senior Vice President |

Signatures

Michael Sousa 03/21/2016

**Signature of Reporting Person

Date

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) Shares acquired on vesting of restricted share units.
 - (2) Shares withheld for payment of tax liability.
 - (3) Each restricted share unit (RSU) represents the contingent right to receive one share of common stock upon vesting of the unit.
 - (4) The RSU's are subject to a four year vesting schedule, contingent upon continued service at the time of vesting. 15% vest on March 18, 2013, 20% vest on March 18, 2014, 30% vest on March 18, 2015, and the remaining 35% vest on March 18, 2016.
 - (5) Not applicable.
 - (6) The RSU's are subject to a four year vesting schedule, contingent upon continued service at the time of vesting. 15% vest on March 18, 2014, 20% vest on March 18, 2015, 30% vest on March 18, 2016, and the remaining 35% vest on March 18, 2017.
 - (7) The RSU's are subject to a four year vesting schedule, contingent upon continued service at the time of vesting. 15% vest on March 11, 2015, 20% vest on March 11, 2016, 30% vest on March 11, 2017, and the remaining 35% vest on March 11, 2018.
 - (8) The RSU's are subject to a four year vesting schedule, contingent upon continued service at the time of vesting. 15% vest on March 10, 2016, 20% vest on March 10, 2017, 30% vest on March 10, 2018, and the remaining 35% vest on March 10, 2019.
- Vesting of these RSUs is contingent upon continued service at the time of vesting and the achievement of certain performance criteria. The performance criteria will be established on an annual basis by the Compensation Committee of the Board of Directors. Up to 15% vest on March 15, 2016 for the period January 1, 2015 through December 31, 2015; up to 20% vest on March 15, 2017 for the period January 1, 2016 through December 31, 2016; up to 20% vest on March 15, 2018 for the period January 1, 2017 through December 31, 2017; up to 20% vest on March 15, 2019 for the period January 1, 2018 through December 31, 2018; and up to 25% vest on March 15, 2020 for the period January 1, 2019 through December 31, 2019. Vesting will be determined based on actual performance. RSUs that do not vest during a performance period may become eligible for vesting during the next performance period. The performance criteria for 2015 was met, resulting in 3,750 RSUs earned.
- (9) Vesting of these RSUs is contingent upon continued service at the time of vesting and the achievement of certain performance criteria. The performance criteria will be established on an annual basis by the Compensation Committee of the Board of Directors. Up to 15% vest on March 15, 2016 for the period January 1, 2015 through December 31, 2015; up to 20% vest on March 15, 2017 for the period January 1, 2016 through December 31, 2016; up to 20% vest on March 15, 2018 for the period January 1, 2017 through December 31, 2017; up to 20% vest on March 15, 2019 for the period January 1, 2018 through December 31, 2018; and up to 25% vest on March 15, 2020 for the period January 1, 2019 through December 31, 2019. Vesting will be determined based on actual performance. RSUs that do not vest during a performance period may become eligible for vesting during the next performance period. The performance criteria for 2015 was met, resulting in 3,750 RSUs earned.
 - (10) The RSU's are subject to a four year vesting schedule, contingent upon continued service at the time of vesting. 15% vest on March 17, 2017, 20% vest on March 17, 2018, 30% vest on March 17, 2019, and the remaining 35% vest on March 17, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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