

Berkley Capital, LLC  
 Form 4  
 November 24, 2017

**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 \*  
 Berkley Capital, LLC

2. Issuer Name and Ticker or Trading Symbol  
 HEALTHEQUITY INC [HQY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 600 BRICKELL AVENUE, 39TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
 11/21/2017

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)

(Street)  
 MIAMI, FL 33131

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Common Stock                    | 11/21/2017                           |  | S                              | 58,481  | D   | \$ 51.2468<br>(1)  | 6,493,072 I<br>See footnote (2)                       |
| Common Stock                    | 11/22/2017                           |  | S                              | 11,200  | D   | \$ 51.5361<br>(3)  | 6,481,872 I<br>See footnote (2)                       |
| Common Stock                    | 11/24/2017                           |  | S                              | 7,540   | D   | \$ 51.417<br>(4)   | 6,474,332 I<br>See footnote (2)                       |

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

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(9-02)

**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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Berkley Capital, LLC<br>600 BRICKELL AVENUE, 39TH FLOOR<br>MIAMI, FL 33131            |               | X         |         |       |
| BERKLEY W R CORP<br>475 STEAMBOAT ROAD<br>GREENWICH, CT 06830                         |               | X         |         |       |
| Berkley Capital Investors, L.P.<br>600 BRICKELL AVENUE, 39TH FLOOR<br>MIAMI, FL 33131 |               | X         |         |       |

## Signatures

|   |            |
|---|------------|
| BERKLEY CAPITAL, LLC, By: John F. Kohler, General Counsel, By: Willkie Farr & Gallagher LLP, attorney-in-fact   | 11/24/2017 |
| <b>__</b> Signature of Reporting Person   | Date       |
| BERKLEY CAPITAL INVESTORS, L.P., By: BERKLEY CAPITAL, LLC, its general partner, By: John F. Kohler, General Counsel, By: Willkie Farr & Gallagher LLP, attorney-in-fact | 11/24/2017 |
| <b>__</b> Signature of Reporting Person   | Date       |
| W. R. BERKLEY CORPORATION, By: Name: Matthew M. Ricciardi, Title: Senior Vice President - General Counsel   | 11/24/2017 |

\_\_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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.05 to \$51.36, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnotes (1), (3) and (4) to this Form 4.

All securities are held of record by Berkley Capital Investors, L.P., a Delaware limited partnership ("Berkley Investors"). Berkley Capital, LLC, a Delaware limited liability company ("Berkley Capital") is the general partner of Berkley Investors. Berkley Capital is an indirect, wholly owned subsidiary of W. R. Berkley Corporation, a Delaware corporation ("W. R. Berkley"), and as such beneficial ownership of all securities held of record by Berkley Investors may be deemed attributable to W. R. Berkley.
  - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.35 to \$51.83, inclusive.
  - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.20 to \$51.50, inclusive.

### Remarks:

The Power of Attorney given by Mr. John F. Kohler, General Counsel of Berkley Capital, LLC, was previously filed with the

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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