

HEALTHEQUITY INC  
Form 4  
February 03, 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 \*  
SELANDER ROBERT W

(Last) (First) (Middle)

C/O HEALTHEQUITY, INC., 15 W. SCENIC POINTE DR., STE. 100

(Street)

DRAPER, UT 84020

(City) (State) (Zip)

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

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

02/01/2017

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)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					1,000	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)

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

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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. Amount or Number of Shares
Restricted Stock Units	(1)	02/01/2017		A	3,017	(2) (2)	Common Stock	3,017
Restricted Stock Units	(1)	02/01/2017		A	3,556	(3) (3)	Common Stock	3,556
Stock Option (right to buy)	\$ 21.27					(4) 02/01/2016	Common Stock	15,000
Restricted Stock Units	(1)					(5) (5)	Common Stock	4,175
Stock Option (right to buy)	\$ 28.68					(6) 09/29/2025	Common Stock	50,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SELANDER ROBERT W C/O HEALTHEQUITY, INC. 15 W. SCENIC POINTE DR., STE. 100 DRAPER, UT 84020	X			

## Signatures

/s/ DELANO W. LADD,  
attorney-in-fact

02/03/2017

\*\*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) Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.

(2) The restricted stock units vested as to 754 shares on February 1, 2017. The remaining restricted stock units vest in two equal installments of 754 shares on May 1, 2017 and August 1, 2017, and as to 755 shares on November 1, 2017. Vested shares will be delivered to the reporting person on January 18, 2019, unless such date does not occur during an "open window period," in which case the shares will be delivered promptly following the first day of the next "open window period."

(3) The restricted stock units will vest as to 1,778 shares on the date of the issuer's annual stockholder meeting, if any, held in the current fiscal year; the remainder will vest on January 31, 2018. Vested shares will be delivered to the reporting person on January 18, 2019, unless such date does not occur during an "open window period", in which case the shares will be delivered promptly following the first day of the next "open window period."

(4) The option is immediately exercisable.

(5) The restricted stock units are fully vested. The vested shares will be delivered to the reporting person on January 8, 2018, unless such date does not occur during an "open window period", in which case the shares will be delivered promptly following the first day of the next "open window period."

(6) The option became exercisable as to 12,500 shares on September 29, 2016. The remaining shares become exercisable in three equal installments of 12,500 shares on September 29, 2017, 2018 and 2019; provided that the reporting person continues to serve as a director of the issuer through such dates.

### Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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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