

Rana Manu S
Form 4
August 02, 2017

FORM 4

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

OMB APPROVAL

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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 *
Rana Manu S

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)
280 PARK AVENUE, 3RD FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2017

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

NEW YORK, NY 10017

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

(City) (State) (Zip)

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)
Common Stock	07/31/2017		M	V Amount (A) or (D) Price 15,000 A \$ 21.27	16,225	D	
Common Stock	07/31/2017		M	7,500 A \$ 1.25	23,725	D	
Common Stock	07/31/2017		M	15,000 A \$ 1.25	38,725	D	
Common Stock	07/31/2017		M	15,000 A \$ 1.5	53,725	D	
Common Stock	07/31/2017		M	15,000 A \$ 14	67,725	D	
	07/31/2017		M	15,000 A	87,725	D	

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Common Stock \$ 25.39

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)	8. Price of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 46.4					(1) 02/01/2027	Common Stock	4,837	
Stock Option (right to buy)	\$ 21.27	07/31/2017		M	1	(1) 02/01/2026	Common Stock	15,000	\$ 0
Stock Option (right to buy)	\$ 1.25	07/31/2017		M	1	(1) 10/25/2021	Common Stock	7,500	\$ 0
Stock Option (right to buy)	\$ 1.25	07/31/2017		M	1	(1) 04/26/2022	Common Stock	15,000	\$ 0
Stock Option (right to buy)	\$ 1.5	07/31/2017		M	1	(1) 05/09/2023	Common Stock	15,000	\$ 0
Stock Option	\$ 14	07/31/2017		M	1	(1) 07/30/2024	Common Stock	15,000	\$ 0

(right to buy)

Stock

Option (right to buy)

\$ 25.39

07/31/2017

M

1

(1)

03/26/2025

Common Stock

15,000

\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rana Manu S 280 PARK AVENUE, 3RD FLOOR NEW YORK, NY 10017	X			

Signatures

/s/ Delano W. Ladd,
attorney-in-fact

08/02/2017

**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 option is immediately exercisable.

Remarks:

The Power of Attorney given by Mr. Rana was previously filed with the U.S. Securities & Exchange Commission on February

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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