

Hill Angelique Christine  
Form 4  
March 28, 2019

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hill Angelique Christine

(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)

03/26/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Exec VP, Operations

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 03/26/2019                              |                                                             | A                                    | (A)<br>or<br>(D)<br>3,623<br>(1)                                        | \$ 0                                                                                                               | 14,094                                                               | D                                       |
| Common<br>Stock                       | 03/27/2019                              |                                                             | F                                    | 299                                                                     | \$<br>73.61                                                                                                        | 13,795                                                               | D                                       |
| Common<br>Stock                       | 03/27/2019                              |                                                             | F                                    | 408                                                                     | \$<br>73.61                                                                                                        | 13,387                                                               | D                                       |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control**

SEC 1474  
(9-02)

number.

**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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)                                                           |                               |
| Stock Option (right to buy)                | \$ 14                                                  | 03/26/2019                           |                                                    | A                              |                                                                                         | <u>(3)</u>                                               | 07/30/2024                                                    | Common Stock 4,000            |
| Stock Option (right to buy)                | \$ 3.5                                                 |                                      |                                                    |                                |                                                                                         | <u>(3)</u>                                               | 01/30/2024                                                    | Common Stock 2,500            |
| Stock Option (right to buy)                | \$ 18.93                                               | 03/26/2019                           |                                                    | A                              |                                                                                         | <u>(3)</u>                                               | 09/04/2024                                                    | Common Stock 13,200           |

## Reporting Owners

| Reporting Owner Name / Address                                                                               | Relationships                    |
|--------------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                              | Director 10% Owner Officer Other |
| Hill Angelique Christine<br>C/O/ HEALTHEQUITY, INC.<br>15 W. SCENIC POINTE DR., STE. 100<br>DRAPER, UT 84020 | Exec VP, Operations              |

## Signatures

/s/ Angelique Hill 03/28/2019

\_\_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)

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Each restricted stock award represents a contingent right to receive one share of the issuer's common stock. The restricted stock awards vest as to 906 shares on each of March 27, 2020, 2021, 2022, and as to 905 shares on March 27, 2023.

- (2) On July 30, 2014, the reporting person was granted an option to purchase 10,000 shares of common stock. The option vests in annual installments based on the issuer's satisfaction of certain performance criteria for each of the fiscal years ending January 31, 2016 (10%), 2017 (20%), 2018 (30%) and 2019 (40%). The performance criteria for 2019 were met, resulting in the vesting of the option as to 0,000 shares.

- (3) The option is immediately exercisable.

- (4) On September 4, 2014, the reporting person was granted an option to purchase 33,000 shares of common stock. The option vests in annual installments based on the issuer's satisfaction of certain performance criteria for each of the fiscal years ending January 31, 2016 (10%), 2017 (20%), 2018 (30%) and 2019 (40%). The performance criteria for 2019 were met, resulting in the vesting of the option as to 13,200 shares.

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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