McCowan Debra Charlotte Form 4 February 05, 2019

### FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

See Instruction

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

burden hours per response... 0.5

1(b).

Stock

(Print or Type Responses)

1. Name and Ad McCowan D	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol HEALTHEQUITY INC [HQY]				5. Relationship of Reporting Person(s) to Issuer			
	HEAL					(Check all applicable)			
(Last)	(First) (M	iddle) 3. Date of	3. Date of Earliest Transaction				**		
C/O HEALT	, 15 W. 02/01/2	(Month/Day/Year) 02/01/2019				X Director Officer (gives) below)		6 Owner er (specify	
SCENIC PO	OINTE DR., STE.	100					561611)	3616)	
	4. If Am	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
	Filed(Mo	Filed(Month/Day/Year)				Applicable Line)			
DRAPER, U						_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Z	Zip) Tab	le I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transacti	onAcquired	` ′		Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed			Beneficially	(D) or	Beneficial
		(Month/Day/Year	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported Transaction(s)		
			G 1 17		or	ъ.	(Instr. 3 and 4)		
C			Code V	Amount	(D)	Price	,		
Common	02/01/2019		A	2,593	A	\$0	7,602	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 number.

SEC 1474

(9-02)

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

(1)

#### Edgar Filing: McCowan Debra Charlotte - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable D	Date		of		
				Code V	(A) (D)				Shares		

### **Reporting Owners**

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

## **Signatures**

/s/ Delano W. Ladd, attorney-in-fact 02/05/2019 \*\*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).
- Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock. The restricted stock units vest **(1)** as to 1,296 shares on the date of the issuer's annual stockholder meeting held in the current fiscal year; the remainder will vest on January 31, 2020. Vested shares will be delivered to the reporting person upon vesting.

#### **Remarks:**

The power of Attorney given by Ms. McCowan was previously filed with the U.S. Securities & Exchange Commission on Ap Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2