

Collier Michael Manning
 Form 3
 August 23, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Collier Michael Manning | | (Month/Day/Year) | HEALTHSTREAM INC [HSTM] | |
| (Last) | (First) | (Middle) | 08/16/2017 | |
| 209 10TH AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| SOUTH,Â SUITE 450 | | | | |
| (Street) | | | (Check all applicable) | |
| NASHVILLE,Â TNÂ 37203 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | SVP, BusDev and GenCounsel | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 2,590 | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (1) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|-----------------|----------------------------|---|
| Employee Stock Option (right to buy) | 08/24/2015 | 08/24/2019 | Common Stock | 2,800 | \$ 11.97 | D | Â |
| Restricted Share Units | Â <u>(1)</u> | Â <u>(2)</u> | Common Stock | 417 | \$ 0 <u>(3)</u> | D | Â |
| Restricted Share Units | Â <u>(4)</u> | Â <u>(2)</u> | Common Stock | 773 | \$ 0 <u>(3)</u> | D | Â |
| Restricted Share Units | Â <u>(5)</u> | Â <u>(2)</u> | Common Stock | 881 | \$ 0 <u>(3)</u> | D | Â |
| Restricted Share Units | Â <u>(6)</u> | Â <u>(2)</u> | Common Stock | 1,459 | \$ 0 <u>(3)</u> | D | Â |
| Restricted Share Units | Â <u>(7)</u> | Â <u>(2)</u> | Common Stock | 2,436 | \$ 0 <u>(3)</u> | D | Â |
| Restricted Share Units | Â <u>(8)</u> | Â <u>(2)</u> | Common Stock | 1,473 | \$ 0 <u>(3)</u> | D | Â |
| Restricted Share Units | Â <u>(9)</u> | Â <u>(2)</u> | Common Stock | 4,500 | \$ 0 <u>(3)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Collier Michael Manning 209 10TH AVENUE SOUTH SUITE 450 NASHVILLE, TN 37203 | Â | Â | Â SVP, BusDev and GenCounsel | Â |

Signatures

Michael Collier 08/23/2017

__Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 RSU's vest on March 11, 2018, contingent upon continued service at the time of vesting.
 - (2) Not applicable.
 - (3) Each restricted share unit (RSU) represents the contingent right to receive one share of common stock upon vesting of the unit.
 - (4) The RSU's are subject to a vesting schedule, contingent upon continued service at the time of vesting. 356 RSU's vest on October 6, 2017, and 417 RSU's vest on October 6, 2018.
 - (5) The RSU's are subject to a vesting schedule, contingent upon continued service at the time of vesting. 407 RSU's vest on March 10, 2018, and 474 RSU's vest on March 10, 2019.

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- (6) The RSU's are subject to a vesting schedule, contingent upon continued service at the time of vesting. 343 RSU's vest on March 17, 2018, 515 RSU's vest on March 17, 2019, and 601 RSU's vest on March 17, 2020.
- (7) The RSU's are subject to a vesting schedule, contingent upon continued service at the time of vesting. 573 RSU's vest on August 9, 2018, 860 RSU's vest on August 9, 2019, and 1,003 RSU's vest on August 9, 2020.
- (8) The RSU's are subject to a four year vesting schedule, contingent upon continued service at the time of vesting. 15% vest on March 16, 2018, 20% vest on March 16, 2019, 30% vest on March 16, 2020, and the remaining 35% vest on March 16, 2021.
- (9) The RSU's are subject to a four year vesting schedule, contingent upon continued service at the time of vesting. 15% vest on August 16, 2018, 20% vest on August 16, 2019, 30% vest on August 16, 2020, and the remaining 35% vest on August 16, 2021.

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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