Medici Frank Form 4 November 06, 2017

FORM 4

Check this box

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB

Washington, D.C. 20549

3235-0287 Number: January 31, Expires:

2005

if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16.

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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

1(b).

(Print or Type Responses)

1. Name and Add Medici Frank	ress of Reporti	ng Person *	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) 600 BRICKELL AVENUE, 39TH FLOOR		(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
		Е, 39ТН	(Month/Day/Year) 11/02/2017	XDirector10% OwnerOfficer (give title below) Other (specify below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
MIAMI, FL 33131				Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(A) or		Securities O'Beneficially Formula D'Beneficially Formula D'Following or Reported (I'Dentity of the security of	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	11/02/2017		S	13,600	D	\$ 51.0218 (1)	6,996,638	I	See footnote (2)
Common Stock	11/03/2017		S	32,404	D	\$ 51.0905 (3)	6,964,234	I	See footnote (2)
Common Stock	11/06/2017		S	48,942	D	\$ 51.3196 (4)	6,915,292	I	See footnote (2)
Common Stock	11/06/2017		S	69,115	D	\$ 52.3637	6,846,177	I	See footnote

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					<u>(5)</u>			(2)
Common Stock	11/06/2017	S	136,200	D	\$ 53.5025 (6)	6,709,977	I	See footnote
Common Stock	11/06/2017	S	119,243	D	\$ 54.1402 (7)	6,590,734	I	See footnote (2)
Common Stock						6,381	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)

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. Transactic Code (Instr. 8)	5. DriNumber 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 21.27					<u>(8)</u>	02/01/2026	Common Stock	15,000
Stock Option (right to buy)	\$ 14					<u>(8)</u>	07/30/2024	Common Stock	22,500
Stock Option (right to buy)	\$ 25.39					<u>(8)</u>	03/26/2025	Common Stock	15,000

8. Price Deriva Securit (Instr.

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Medici Frank 600 BRICKELL AVENUE, 39TH FLOOR X MIAMI, FL 33131

Signatures

/s/ Willkie Farr & Gallagher LLP, attorney-in-fact

11/06/2017

**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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.00 to \$51.09, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (1) to this Form 4.
 - These securities are held of record by Berkley Capital Investors, L.P., a Delaware limited partnership ("Berkley Investors"). Berkley Capital, LLC, a Delaware limited liability company ("Berkley Capital") is the general partner of Berkley Investors. Berkley Capital is an indirect, wholly owned subsidiary of W. R. Berkley Corporation, a Delaware corporation ("W. R. Berkley"), and as such beneficial
- (2) ownership of all securities held of record by Berkley Investors may be deemed attributable to W. R. Berkley. The reporting person is President of Berkley Capital. The reporting person disclaims beneficial ownership of the securities held of record by Berkley Investors and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for Section 16 or any other purposes.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.00 to \$51.17, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.00 to \$51.99, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.00 to \$52.99, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.00 to \$53.99, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.00 to \$54.55, inclusive.
- (8) The option is immediately exercisable.

Remarks:

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

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