

HEALTHEQUITY INC  
Form 3  
July 30, 2014

**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 <b>and</b> Ticker or Trading Symbol	
Â Berkley Capital Investors, L.P.		(Month/Day/Year)	HEALTHEQUITY INC [HQY]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
475 STEAMBOAT ROAD			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
GREENWICH,Â CTÂ 06830			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" 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)
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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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

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Series C Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	7,157,346	\$ <u>(1)</u>	D	Â
Series D-1 Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	5,152,986	\$ <u>(1)</u>	D	Â
Series D-2 Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	909,090	\$ <u>(1)</u>	D	Â
Series D-3 Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	825,868	\$ <u>(1)</u>	D	Â
Stock Option (right to buy)	Â <u>(2)</u>	03/26/2019	Common Stock	30,000	\$ 1.1	D	Â
Stock Option (right to buy)	Â <u>(2)</u>	01/17/2017	Common Stock	30,000	\$ 1.1	D	Â
Stock Option (right to buy)	Â <u>(2)</u>	01/17/2018	Common Stock	30,000	\$ 1.1	D	Â
Stock Option (right to buy)	Â <u>(2)</u>	04/15/2020	Common Stock	30,000	\$ 1.1	D	Â
Stock Option (right to buy)	Â <u>(2)</u>	04/29/2021	Common Stock	30,000	\$ 1.8	D	Â
Stock Option (right to buy)	Â <u>(2)</u>	04/26/2022	Common Stock	30,000	\$ 2.25	D	Â
Stock Option (right to buy)	Â <u>(2)</u>	05/09/2023	Common Stock	30,000	\$ 2.5	D	Â
Warrant (right to buy)	Â <u>(3)</u>	05/21/2017	Common Stock	813,713	\$ 0.01	D	Â
Warrant (right to buy)	Â <u>(3)</u>	02/07/2018	Common Stock	143,147	\$ 1.68	D	Â
Warrant (right to buy)	Â <u>(4)</u>	08/11/2016	Common Stock	182,000	\$ 0.01	D	Â
Series C Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	7,157,346	\$ <u>(1)</u>	I	See footnote <u>(5)</u>
Series D-1 Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	5,152,986	\$ <u>(1)</u>	I	See footnote <u>(5)</u>
Series D-2 Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	909,090	\$ <u>(1)</u>	I	See footnote <u>(5)</u>
Series D-3 Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	825,868	\$ <u>(1)</u>	I	See footnote <u>(5)</u>
Stock Option (right to buy)	Â <u>(2)</u>	03/26/2019	Common Stock	30,000	\$ 1.1	I	See footnote <u>(5)</u>
Stock Option (right to buy)	Â <u>(2)</u>	01/07/2017	Common Stock	30,000	\$ 1.1	I	See footnote <u>(5)</u>
	Â <u>(2)</u>	01/07/2018		30,000	\$ 1.1	I	See footnote <u>(5)</u>

Stock Option (right to buy)			Common Stock				
Stock Option (right to buy)	Â (2)	04/15/2020	Common Stock	30,000	\$ 1.1	I	See footnote (5)
Stock Option (right to buy)	Â (2)	04/29/2021	Common Stock	30,000	\$ 1.8	I	See footnote (5)
Stock Option (right to buy)	Â (2)	04/26/2022	Common Stock	30,000	\$ 2.25	I	See footnote (5)
Stock Option (right to buy)	Â (2)	05/09/2023	Common Stock	30,000	\$ 2.5	I	See footnote (5)
Warrant (right to buy)	Â (3)	05/21/2017	Common Stock	813,713	\$ 0.01	I	See footnote (5)
Warrant (right to buy)	Â (3)	02/07/2018	Common Stock	143,147	\$ 1.68	I	See footnote (5)
Warrant (right to buy)	Â (4)	08/11/2016	Common Stock	182,000	\$ 0.01	I	See footnote (5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Berkley Capital Investors, L.P. 475 STEAMBOAT ROAD GREENWICH, CT 06830	Â	Â X	Â	Â
Berkley Capital, LLC 475 STEAMBOAT ROAD GREENWICH, CT 06830	Â	Â X	Â	Â

## Signatures

BERKLEY CAPITAL INVESTORS, L.P., By: BERKLEY CAPITAL, LLC, its general partner, By: /s/ Frank Medici, its President

07/28/2014

\_\_Signature of Reporting Person

Date

## 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 reported securities automatically will convert into shares of common stock on the business day immediately prior to the closing date of the initial public offering of HealthEquity, Inc.
  - (2) The option is immediately exercisable.
  - (3) The warrant is immediately exercisable.
  - (4) The warrant is immediately exercisable and will terminate upon the earlier of (i) August 11, 2016 and (ii) the closing of the initial public offering of HealthEquity, Inc.
  - (5) See Exhibit 99.1 for the text of footnote (5).

^

**Remarks:**

Exhibit^ List:

Exhibit^ 99.1^ -^ Explanation^ of^ Responses

Exhibit^ 99.2^ -^ Joint^ Filers'^ Names^ and^ Addresses

Exhibit^ 99.3^ -^ Joint^ Filers'^ Signatures

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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