

HEALTHEQUITY INC
Form 4
August 06, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Berkley Capital Investors, L.P.

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)
475 STEAMBOAT ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/04/2014

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

GREENWICH, CT 06830

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	Price (1) (2) (3) (4)		
Common Stock	08/04/2014		C	14,045,290	A	D	
Common Stock	08/04/2014		X	120,000	A \$ 1.1	D	
Common Stock	08/04/2014		X	30,000	A \$ 1.8	D	
Common Stock	08/04/2014		X	30,000	A \$ 2.25	D	
Common Stock	08/04/2014		X	30,000	A \$ 2.5	D	
	08/04/2014		X	995,713	A	D	

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Common Stock					\$ 0.01			
Common Stock	08/04/2014	X	143,147	A	\$ 1.68	15,394,150	D	
Common Stock	08/04/2014	C	14,045,290	A	<u>(1) (2)</u> <u>(3) (4)</u>	14,045,290	I	See footnote (5)
Common Stock	08/04/2014	X	120,000	A	\$ 1.1	14,165,290	I	See footnote (5)
Common Stock	08/04/2014	X	30,000	A	\$ 1.8	14,195,290	I	See footnote (5)
Common Stock	08/04/2014	X	30,000	A	\$ 2.25	14,225,290	I	See footnote (5)
Common Stock	08/04/2014	X	30,000	A	\$ 2.5	14,255,290	I	See footnote (5)
Common Stock	08/04/2014	X	995,713	A	\$ 0.01	15,251,003	I	See footnote (5)
Common Stock	08/04/2014	X	143,147	A	\$ 1.68	15,394,150	I	See footnote (5)

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. 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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series C Preferred Stock	<u>(1)</u>	08/04/2014		C	5,174,644	<u>(1)</u> <u>(1)</u>	Common Stock 7,15

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Series D-1 Preferred Stock	<u>(2)</u>	08/04/2014	C	2,576,493	<u>(2)</u>	<u>(2)</u>	Common Stock	5,15
Series D-2 Preferred Stock	<u>(3)</u>	08/04/2014	C	400,000	<u>(3)</u>	<u>(3)</u>	Common Stock	909
Series D-3 Preferred Stock	<u>(4)</u>	08/04/2014	C	825,868	<u>(4)</u>	<u>(4)</u>	Common Stock	825
Stock Option (right to buy)	\$ 1.1	08/04/2014	X	30,000	03/26/2009	03/26/2019	Common Stock	30,
Stock Option (right to buy)	\$ 1.1	08/04/2014	X	30,000	01/07/2007	01/07/2017	Common Stock	30,
Stock Option (right to buy)	\$ 1.1	08/04/2014	X	30,000	01/07/2008	01/07/2018	Common Stock	30,
Stock Option (right to buy)	\$ 1.1	08/04/2014	X	30,000	04/15/2010	04/15/2020	Common Stock	30,
Stock Option (right to buy)	\$ 1.8	08/04/2014	X	30,000	04/29/2011	04/29/2021	Common Stock	30,
Stock Option (right to buy)	\$ 2.25	08/04/2014	X	30,000	04/26/2012	04/26/2022	Common Stock	30,
Stock Option (right to buy)	\$ 2.5	08/04/2014	X	30,000	05/09/2013	05/09/2023	Common Stock	30,
Warrant (right to buy)	\$ 0.01	08/04/2014	X	813,713	05/21/2007	05/21/2017	Common Stock	813
Warrant (right to	\$ 1.68	08/04/2014	X	143,147	02/07/2008	02/07/2018	Common Stock	143

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buy)									
Warrant (right to buy)	\$ 0.01	08/04/2014	X	182,000	08/11/2011	08/11/2016	Common Stock	182,000	
Series C Preferred Stock	<u>(1)</u>	08/04/2014	C	5,174,644	<u>(1)</u>	<u>(1)</u>	Common Stock	7,150,000	
Series D-1 Preferred Stock	<u>(2)</u>	08/04/2014	C	2,576,493	<u>(2)</u>	<u>(2)</u>	Common Stock	5,150,000	
Series D-2 Preferred Stock	<u>(3)</u>	08/04/2014	C	400,000	<u>(3)</u>	<u>(3)</u>	Common Stock	909,000	
Series D-3 Preferred Stock	<u>(4)</u>	08/04/2014	C	825,868	<u>(4)</u>	<u>(4)</u>	Common Stock	825,868	
Stock Option (right to buy)	\$ 1.1	08/04/2014	X	30,000	03/26/2009	03/26/2019	Common Stock	30,000	
Stock Option (right to buy)	\$ 1.1	08/04/2014	X	30,000	01/07/2007	01/07/2017	Common Stock	30,000	
Stock Option (right to buy)	\$ 1.1	08/04/2014	X	30,000	01/07/2008	01/07/2018	Common Stock	30,000	
Stock Option (right to buy)	\$ 1.1	08/04/2014	X	30,000	04/15/2010	04/15/2020	Common Stock	30,000	
Stock Option (right to buy)	\$ 1.8	08/04/2014	X	30,000	04/29/2011	04/29/2021	Common Stock	30,000	
Stock Option (right to buy)	\$ 2.25	08/04/2014	X	30,000	04/26/2012	04/26/2022	Common Stock	30,000	
Stock Option	\$ 2.5	08/04/2014	X	30,000	05/09/2013	05/09/2023	Common Stock	30,000	

(right to buy)										
Warrant (right to buy)	\$ 0.01	08/04/2014	X	813,713	05/21/2007	05/21/2017	Common Stock	813		
Warrant (right to buy)	\$ 1.68	08/04/2014	X	143,147	02/07/2008	02/07/2018	Common Stock	143		
Warrant (right to buy)	\$ 0.01	08/04/2014	X	182,000	08/11/2011	08/11/2016	Common Stock	182		

Reporting Owners

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

Signatures

BERKLEY CAPITAL INVESTORS, L.P., By: BERKLEY CAPITAL, LLC, its general partner, By: Frank Medici, its President, /s/ Frank Medici 08/06/2014

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) The Series C Preferred Stock automatically converted into shares of common stock on a 1-for-1.383157180 basis and had no expiration date.
 - (2) The Series D-1 Preferred Stock automatically converted into shares of common stock on a 1-for-2 basis and had no expiration date.
 - (3) The Series D-2 Preferred Stock automatically converted into shares of common stock on a 1-for-2.272727270 basis and had no expiration date.
 - (4) The Series D-3 Preferred Stock automatically converted into shares of common stock on a 1-for-1 basis and had no expiration date.
- All 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 and as such all securities held
- (5) by Berkley Investors may be deemed attributable to Berkley Capital. Frank T. Medici and Thomas H. Ghegan are officers of Berkley Capital. The foregoing is not an admission by Berkley Capital that it is the beneficial owner of the securities held of record by Berkley Investors. Each of Messrs. Medici and Ghegan disclaims beneficial ownership of the securities held by Berkley Investors.

Remarks:

Exhibit List:

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Exhibit 99.1 - Joint Filers' Names and Addresses

Exhibit 99.2 - 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. 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.