

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)

June 24, 2021

HEALTH EQUITY, INC.

Delaware
(State or other jurisdiction of
incorporation or organization)

001-36568
(Commission File Number)

52-2383166
(I.R.S. Employer
Identification Number)

15 West Scenic Pointe Drive
Suite 100
Draper, Utah 84020
(801) 727-1000

(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.0001 per share	HQY	The NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 24, 2021, the Company held its 2021 Annual Meeting of Stockholders (the "Annual Meeting"). As of the close of business on April 30, 2021, the record date for the Annual Meeting, 83,376,969 shares of common stock of the Company were issued and outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, the stockholders voted on three proposals, each of which is described in more detail in the Company's definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on May 13, 2021. Stockholders approved each of the proposals presented for a vote. The tables below set forth the number of votes cast for and against, and the number of abstentions or broker non-votes, for each matter voted upon by the Company's stockholders.

Proposal 1. The election of ten directors to hold office until the 2022 Annual Meeting of Stockholders and until their successors are duly elected and qualified.

	For	Against	Abstain	Broker Non-Votes
Robert Selander	73,909,362	595,182	49,876	3,123,670
Jon Kessler	74,302,374	205,089	46,957	3,123,670
Stephen Neeleman, M.D.	73,950,003	556,715	47,702	3,123,670
Frank Corvino	74,214,176	286,797	53,447	3,123,670
Adrian Dillon	74,216,737	284,398	53,285	3,123,670
Evelyn Dilsaver	73,636,939	867,271	50,210	3,123,670
Debra McCowan	74,039,992	466,549	47,879	3,123,670
Stuart Parker	74,270,120	234,209	50,091	3,123,670
Ian Sacks	73,339,079	1,016,140	199,201	3,123,670
Gayle Wellborn	74,307,920	197,603	48,897	3,123,670

Proposal 2. The ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending January 31, 2022. There were no broker non-votes for this proposal.

For	Against	Abstain
77,430,060	209,662	38,368

Proposal 3. The approval, on a non-binding, advisory basis, of the fiscal 2021 compensation paid to the Company's named executive officers.

For	Against	Abstain	Broker Non-Votes
72,676,220	1,828,274	49,926	3,123,670

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
104	Cover Page Interactive Data File (formatted in Inline XBRL)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 24, 2021

HEALTH EQUITY, INC.

By: /s/ Tyson Murdock

Name: Tyson Murdock

Title: Executive Vice President and Chief Financial Officer