

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No.     )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**HealthEquity, Inc.**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11

# Your **Vote** Counts!

**HEALTHEQUITY, INC.**

2024 Annual Meeting

Vote by June 26, 2024

11:59 PM ET

BROADRIDGE CORPORATE ISSUER SOLUTIONS  
C/O HEALTHEQUITY, INC.  
P.O. BOX 1342  
BRENTWOOD, NY 11717



V50976-P11564

## You invested in HEALTHEQUITY, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 27, 2024.**

## Get informed before you vote

View the Notice and Proxy Statement, Annual Report and Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 13, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

### Smartphone users

Point your camera here and  
vote without entering a  
control number



### Vote Virtually at the Meeting\*

June 27, 2024  
10:00 a.m., Mountain Daylight Time

Virtually at:  
[www.virtualshareholdermeeting.com/HQY2024](http://www.virtualshareholdermeeting.com/HQY2024)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of ten directors to hold office until the 2025 annual meeting of stockholders and until their successors are duly elected and qualified: <b>Nominees:</b>	
1a. Robert Selander	✔ For
1b. Jon Kessler	✔ For
1c. Stephen Neeleman, M.D.	✔ For
1d. Paul Black	✔ For
1e. Adrian Dillon	✔ For
1f. Evelyn Dilsaver	✔ For
1g. Debra McCowan	✔ For
1h. Rajesh Natarajan	✔ For
1i. Stuart Parker	✔ For
1j. Gayle Wellborn	✔ For
2. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending January 31, 2025.	✔ For
3. To approve, on a non-binding, advisory basis, the fiscal 2024 compensation paid to our named executive officers.	✔ For
4. To approve the HealthEquity, Inc. 2024 Equity Incentive Plan.	✔ For
<b>NOTE:</b> Such other business as may properly come before the meeting or any adjournment thereof.	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".