

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>LEAVITT MICHAEL O</u> (Last) (First) (Middle) <u>C/O HEALTHEQUITY, INC.</u> <u>15 W. SCENIC POINTE DR., STE. 100</u> (Street) <u>DRAPER UT 84020</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HEALTHEQUITY INC [HQY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/14/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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	(A) or (D)	Price			
Common Stock	04/08/2015		j ⁽¹⁾	v	154,000 ⁽¹⁾	D	\$0	201,000 ⁽¹⁾	I	See footnote ⁽¹⁾
Common Stock	09/14/2015		s ⁽¹⁾		41,297 ⁽¹⁾	D	\$30.5711 ⁽²⁾	159,703	I	See footnote ⁽¹⁾
Common Stock								30,000	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (right to buy)	\$25.39							(3)	03/26/2025	Common Stock	15,000	15,000	D	
Stock Option (right to buy)	\$14							01/31/2015	07/30/2024	Common Stock	15,000	15,000	D	

Explanation of Responses:

- The reporting person did not sell any shares of common stock of the issuer on April 8, 2015. In a prior report, the reporting person reported indirect beneficial ownership of 355,000 shares of common stock of the issuer held by Leavitt Partners, LLC, a Utah limited liability company ("Leavitt Partners"). Subsequent to the prior report, Leavitt Partners effected a pro rata distribution of the 355,000 shares of the issuer held by Leavitt Partners to its members (the "Distribution"). In connection with the Distribution, on April 8, 2015, 201,000 shares of the issuer were distributed to Third Chapter, Inc. ("Third Chapter"), an entity controlled by the reporting person. The reporting person disclaims beneficial ownership of the shares held by Third Chapter except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of the shares held by Third Chapter for any other purposes.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.43 to \$30.77, 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 ranges set forth in this footnote (2) to this Form 4.
- The option became exercisable as to 7,500 shares upon the reporting person's reelection to the issuer's board of directors at the issuer's 2015 Annual Meeting of Stockholders held on June 24, 2015. The remaining 7,500 shares will become exercisable on January 31, 2016; provided, that the reporting person continues to serve as a director of the issuer through such date.

Remarks:

The Power of Attorney given by Mr. Leavitt was previously filed with the U.S. Securities & Exchange Commission on June 26, 2015 as an exhibit to a statement on Form 4 filed by Mr. Leavitt with respect to HealthEquity, Inc. and is hereby incorporated by reference.

/s/ Frode Jensen, attorney-in-fact 09/16/2015

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.