

**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)**

**November 1, 2016**

**Commission File Number: 001-36568**

---

**HEALTH EQUITY, INC.**

---

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**7389**

(Primary Standard Industrial  
Classification Code 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))

## **Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 1, 2016, Matthew Sydney notified HealthEquity, Inc. (the "Company") of his decision to resign as the Executive Vice President of Sales and Marketing of the Company, in order to pursue an outside opportunity. His resignation will be effective on November 18, 2016. Mr. Sydney's resignation did not result from any disagreement with the Company regarding any matter related to the Company's operations, policies or practices. Steve Neeleman, the Company's Vice Chairman and founder, will provide executive oversight of the sales and marketing department during the transition period until Mr. Sydney's permanent replacement is hired.

## **Item 7.01 Regulation FD Disclosure**

The Company's news release announcing these events is furnished as Exhibit 99.1 to this current report on Form 8-K and incorporated under this Item 7.01 by reference.

The information contained in this Item 7.01, including Exhibit 99.1, shall not be deemed "filed" for any purpose, and shall not be deemed incorporated by reference to any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, regardless of any general incorporation language in any such filing.

## **Item 9.01 Financial Statements and Exhibits**

### **Exhibit No.    Description**

99.1	News release dated November 4, 2016
------	-------------------------------------

## 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: November 4, 2016

**HEALTH EQUITY, INC.**

By: /s/ Darcy Mott

Name: Darcy Mott

Title: Executive Vice President and Chief Financial Officer

## EXHIBIT INDEX

---

---

**Exhibit  
no.**

**Description**

---

99.1 News release dated November 4, 2016

## **HealthEquity EVP of Sales and Marketing Leaving Company to Pursue New Leadership Opportunity**

**Draper, Utah – (GLOBE NEWSWIRE) – November 4, 2016** – HealthEquity, Inc. (NASDAQ: HQY) (“HealthEquity” or the “Company”), today announced that Matthew Sydney has resigned as Executive Vice President of Sales and Marketing of the Company to pursue a new leadership opportunity outside of HealthEquity. His resignation will be effective November 18, 2016. Steve Neeleman, Vice Chairman and founder of the Company will provide executive oversight of the sales and marketing team while HealthEquity searches for a permanent replacement.

“Matt has built a wonderful sales and marketing team and contributed to our growth in many ways during his tenure with us,” said Jon Kessler, Chief Executive Officer of HealthEquity. “We are grateful for Matt’s leadership and his dedication and passion for HealthEquity and wish him well in his new leadership role. We appreciate Steve Neeleman, our Vice Chairman and founder, for expanding his active role in the Company by providing executive oversight to the sales and marketing team during this transition.”

### **About HealthEquity**

Founded in 2002, HealthEquity is one of the nation’s largest dedicated health savings custodians. The Company’s innovative technology platform and tax-advantaged accounts help members build health savings, while controlling health care costs. HealthEquity services more than 2.3 million health savings accounts for 80 health plan partners and employees at more than 33,000 companies across the United States.

### **Forward-looking statements**

This press release contains “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, including but not limited to, statements regarding the Company’s industry, business strategy, plans, goals and expectations concerning our market position, product expansion, future operations, revenue, margins, profitability, future efficiencies, capital expenditures, liquidity and capital resources and other financial and operating information. When used in this discussion, the words “may,” “believes,” “intends,” “seeks,” “anticipates,” “plans,” “estimates,” “expects,” “should,” “assumes,” “continues,” “could,” “will,” “future” and the negative of these or similar terms and phrases are intended to identify forward-looking statements. Forward-looking statements are subject to a number of risks and uncertainties, many of which involve factors or circumstances that are beyond the control of the Company. The Company’s actual results could differ materially from those stated or implied in forward-looking statements due to a number of factors, including but not limited to, the continued availability of tax-advantaged consumer-directed benefits to employers and employees, the Company’s ability to acquire and retain new network partners and to cross-sell its products to existing network partners and members, the Company’s ability to successfully identify, acquire and integrate additional portfolio purchases or acquisition targets, the Company’s ability to raise awareness among employers and employees about the advantages of adopting and participating in consumer-directed benefits programs, and the Company’s ability to identify and execute on network partner opportunities. For a detailed discussion of these and other risk factors, please refer to the risks detailed in the Company’s filings with the Securities and Exchange Commission, including, without limitation, the most recent Annual Report on Form 10-K and subsequent periodic and current reports. Past performance is not necessarily indicative of future results. The Company undertakes no intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. These forward-looking statements should not be relied upon as representing the Company’s views as of any date subsequent to the date of this press release.

### **Investor Relations Contact:**

Richard Putnam  
801-727-1209

[rputnam@healthequity.com](mailto:rputnam@healthequity.com)