

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Berkley Capital Investors, L.P.</u> (Last) (First) (Middle) <u>475 STEAMBOAT ROAD</u> (Street) <u>GREENWICH CT 06830</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HEALTHQUITY INC [HQY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/11/2015</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	05/11/2015		S		1,125,000	D	\$24.864 ⁽¹⁾	14,269,150	D	
Common Stock	05/11/2015		S		1,125,000	D	\$24.864 ⁽¹⁾	14,269,150	I	See footnote ⁽¹⁾

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)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Berkley Capital Investors, L.P.</u> (Last) (First) (Middle) <u>475 STEAMBOAT ROAD</u> (Street) <u>GREENWICH CT 06830</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Berkley Capital, LLC</u> (Last) (First) (Middle) <u>475 STEAMBOAT ROAD</u> (Street) <u>GREENWICH CT 06830</u> (City) (State) (Zip)

Explanation of Responses:

1. 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 by Berkley Investors may be deemed attributable to Berkley Capital. Frank T. Medici is President of Berkley Capital and as such holds the sole voting and dispositive power over the shares held by Berkley Investors. The foregoing is not an admission by Berkley Capital that it is the beneficial owner of the securities held of record by Berkley Investors. Mr. Medici disclaims beneficial ownership of the securities held by Berkley Investors.

Remarks:

Exhibit List: Exhibit 99.1 - Joint Filers' Names and Addresses Exhibit 99.2 - Joint Filers' Signatures

BERKLEY CAPITAL 05/11/2015
INVESTORS, L.P., By:
BERKLEY CAPITAL, LLC,
its general partner, By: Frank
Medici, its President, /s/ Frank
Medici

** 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.

JOINT FILERS' NAMES AND ADDRESSES

1. Berkley Capital, LLC

The business address for the above reporting persons is:

475 Steamboat Road
Greenwich, CT 06830

JOINT FILERS' SIGNATURES

BERKLEY CAPITAL, LLC

By: Frank Medici, its President

/s/ Frank Medici
Signature of Reporting Person

05/11/2015
Date
