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 | Washington, D.C. 20549 | | | | | |
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 | | OMB APPROVAL | | |
 | | |
| 16. Form 4 or | Form 5 | led pur

 | pursuant to Section 16(a) of the Securities Exchange Act of 1934 |
 | | | | | | |
 | | Estima
 | OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5 | | | |
 | | |
| 1. Name and Address of Reporting Person [*]
MOTT DARCY G | |

 | |
 | | | | | | |
 | |
 | | 5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
Director 10% Owner | | |
 | | |
| (Last) (First) (Middle)
C/O HEALTHEQUITY, INC.
15 W SCENIC POINTE DR STE 100 | |

 | |
 | 3. Date of Earliest Transaction (Month/Day/Year)
04/20/2021 | | | | | |
 | |
 | Officer (give title X Other (specify below)
Special Advisor | | | |
 | | |
| (Street)
DRAPER UT 84020
(City) (State) (Zip) | |

 | |
 | Line)
X Form fil
Form fil
Person | | | | | |
 | |
 | iled by One Reporting Person
iled by More than One Reporting | | | |
 | | |
| 1. Title of Security (Instr. 3) 2. Transaction
Date | |

 | | tion
 | n 2A. Deemed
Execution Dat
(ear) if any | | | 3.
Transaction
Code (Instr. | | 4. Securities Acquired (A) or |
 | | 5) 5. Amou
Securiti
Benefic
Owned
 | | es
ally
Following | 6. Ownership
Form: Direct
(D) or Indirect
(I) (Instr. 4) | | 7. Nature
of Indirect
Beneficial
Ownership
 | | |
| | |

 | |
 | | | | Code | v | Amount | (A) or
(D)
 | Price | — т
 | ransact | ion(s) | | | (Instr. 4)
 | | |
| Common Stock 04/20/20 | |

 | |
 | 21 | | | M ⁽¹⁾ | | 10,000 | A
 | \$ <mark>1</mark> 4 |
 | 77,052 | | | D |
 | | |
| Common Stock 04/20/20 | |

 | |
 | 21 | | S ⁽¹⁾ | | 6,000 | D | \$70.30
 | 73 ⁽²⁾ | 71,052
 | | | D | |
 | | |
| | - | Table

 | ll - Deriv
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tions | posed of,
. converti | or Bei
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| 2.
Conversion
or Exercise
Price of
Derivative
Security | 3. Transaction
Date
(Month/Day/Year) | 3A. Deemed
Execution Date,
if any

 | | 4.
Transa
 | ction | 5. Number
of
Derivative
Securities
Acquired
(A) or
Disposed
of (D) (Ins | | 6. Date Exer
Expiration D
(Month/Day/ | | cisable and
ate | 7. Title and Amou
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Securities
Underlying | | nt 8. Pr
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 | vative
Irity | derivative
Securities
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Following
Reported | ly | 10.
Ownership
Form:
Direct (D)
or Indirect
(I) (Instr. 4) | 11. Nature
of Indirect
Beneficial
Ownership
(Instr. 4)
 | | |
| | |

 | | Code
 | v | (A) | (D) | Date
Exerc | isable | Expiration
Date | Title
 | or
Numbe
of | er
 | | | | |
 | | |
| \$14 | 04/20/2021 |

 | | M ⁽¹⁾
 | | | 10,000 | (| 3) | 07/30/2024 | Common
Stock
 | ¹ 10,00 | 0 4
 | 60 | 70,000 | , | D |
 | | |
| \$25.39 | |

 | |
 | | | | (| 3) | 03/26/2025 | Common
Stock
 | ¹ 25,00 | 0
 | | 25,000 | | D |
 | | |
| \$41.28 | |

 | |
 | | | | (| 3) | 03/27/2027 | Common
Stock
 | ¹ 19,89 | 7
 | | 19,897 | , | D |
 | | |
| \$61.72 | |

 | |
 | | | | (| 4) | 03/27/2028 | Common
Stock
 | ¹ 14,22 | 8
 | | 14,228 | | D |
 | | |
| \$73.61 | |

 | |
 | | | | (| 5) | 03/26/2029 | Common
Stock
 | ¹ 15,33 | 7
 | | 15,337 | , | D | | | | | | | | | | | | | | | | | |
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16. Form 4 or
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ENI | Address of Reporting Person* DARCY G (First) LTHEQUITY, INC. ENIC POINTE DR., STE. UT (State) Tab Stock Stock <td>Stock Stock Stock</td> <td>STATEMI
16. Form 4 or Form 5
nos may contrue. See
on 1(b). Fi
d Address of Reporting Person*
DARCY G
(First) (Middle)
ALTHEQUITY, INC.
ENIC POINTE DR., STE. 100
R UT 84020
(State) (Zip)
Table I - Non-Deri
Security (Instr. 3)
Stock 04/20/2
Stock 04/2
Stock 04/2
Stock</td> <td>STATEMENT
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16. Form 4 or Form 5
ons may continue. See
on 1(b). Filed pur,
d Address of Reporting Person*
DARCY G
(First) (Middle)
LITHEQUITY, INC.
ENIC POINTE DR., STE. 100
(State) (Zip)
Table I - Non-Derivative
Stock 04/20/2021
Stock 04/20/2021
Stock 04/20/2021
Stock 04/20/2021
Table II - Derivative
Conversion
or Exercise
Price of
Date (Month/Day/Year)
3A. Deemed
Stock 04/20/2021
Table II - Derivative
Stock 04/20/2021
Conversion
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or Section 300 d Address of Reporting Person*
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04/20/2021 (State) (Zip) 2. Transaction
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5. M</td> <td>Washi STATEMENT OF CHANGI 10. Form & or Form 5 Filed pursuant to Section 160 Security Continue. See address of Reporting Person* 2. Issuer Name and Ti DARCY G 1 (First) (Middle) (LTT 84020 3. Date of Earliest Tran
04/20/2021 (State) (Zip) Table 1- Non-Derivative Securities Action
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Code (with (A) or
Privative
Securities 2. Stock 04/20/2021 </td> <td>Washington, STATEMENT OF CHANGES II In the pursuant to Section 16(a) of the Investor
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DARCY G (First) (Middle) (First) (Middle) LITHEQUITY, INC. 3. Date of Earliest Transaction
04/20/2021 (State) (Zip) Table I - Non-Derivative Securities Acquired
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or Socion 30(h) of the Investment Company Act
and Address of Reporting Person" DARCY G
(First) (Middle) (First) (Middle) LITHEQUITY, INC.
ENIC POINTE DR., STE. 100 2. Issuer Name and Ticker or Trading Symbol
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ENIC POINTE DR., STE. 100 t Table 1 - Non-Derivative Securities Acquired, Disposed of
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or Section 30(0) of the Investment Company Act of 1940 d Address of Reporting Person" 2. Issuer Name and Ticker or Trading Symbol
Or Section 30(0) of the Investment Company Act of 1940 6 UTREQUITY, INC.
ENIC POINTE DR., STE. 100 3. Date of Earliest Transaction (Month/Day/Year) 6 t UT 84020 3. Date of Carliest Acquired, Disposed of, or Beneficial
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Date (Month/Day/Year) 5. Securities Acquired (A or
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(First) (Middle)
ALTHEQUITY, INC.
ENIC POINTE DR., STE. 100
R UT 84020
(State) (Zip)
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DARCY G
(First) (Middle)
LITHEQUITY, INC.
ENIC POINTE DR., STE. 100
(State) (Zip)
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Conversion
or Exercise
Price of
Date (Month/Day/Year)
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Securities 2. Stock 04/20/2021 | Washington, STATEMENT OF CHANGES II In the pursuant to Section 16(a) of the Investor
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and Address of Reporting Person" DARCY G
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ENIC POINTE DR., STE. 100 2. Issuer Name and Ticker or Trading Symbol
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ENIC POINTE DR., STE. 100 t Table 1 - Non-Derivative Securities Acquired, Disposed of
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HEALTHEQUITY, INC. Latter Conversion
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or Section 30(0) of the Investment Company Act of 1940 d Address of Reporting Person" 2. Issuer Name and Ticker or Trading Symbol
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ENIC POINTE DR., STE. 100 3. Date of Earliest Transaction (Month/Day/Year) 6 t UT 84020 3. Date of Carliest Acquired, Disposed of, or Beneficial
Security (Instr. 3) 1. Anoaction
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Section 30(0) Teled pursuant to Section 16(a) of the Securities Exchange Act of 1934
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Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 11, 2020.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.90 to \$70.62, 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 range set forth in footnote (2) of this Form 4.

3. The option is immediately exercisable.

4. The option is exercisable as to 10,671 shares. The remaining 3,557 options vest on March 27, 2022.

5. The option is exercisable as to 7,669 shares. The remaining options vest as to 3,834 shares on each of March 27, 2022 and 2023.

/s/ Darcy G. Mott

** Signature of Reporting Person

04/21/2021

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.