

**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)

June 23, 2022

HEALTH EQUITY, INC.

Delaware
(State or other jurisdiction of
incorporation or organization)

001-36568
(Commission File 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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common stock, par value \$0.0001 per share | HQY | The NASDAQ Global Select Market |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 23, 2022, the Company held its 2022 Annual Meeting of Stockholders (the "Annual Meeting"). As of the close of business on April 29, 2022, the record date for the Annual Meeting, 84,365,331 shares of common stock of the Company were issued and outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, the stockholders voted on three proposals, each of which is described in more detail in the Company's definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on May 13, 2022. Stockholders approved each of the proposals presented for a vote. The tables below set forth the number of votes cast for and against, and the number of abstentions or broker non-votes, for each matter voted upon by the Company's stockholders.

Proposal 1. The election of eleven directors to hold office until the 2023 Annual Meeting of Stockholders and until their successors are duly elected and qualified.

| | For | Against | Abstain | Broker Non-Votes |
|------------------------|------------|----------------|----------------|-------------------------|
| Robert Selander | 72,637,299 | 2,968,584 | 135,639 | 3,861,697 |
| Jon Kessler | 75,357,995 | 288,791 | 94,737 | 3,861,696 |
| Stephen Neeleman, M.D. | 74,830,929 | 815,557 | 95,037 | 3,861,696 |
| Frank Corvino | 74,238,412 | 1,367,656 | 135,454 | 3,861,697 |
| Adrian Dillon | 75,365,222 | 280,568 | 95,733 | 3,861,696 |
| Evelyn Dilsaver | 72,143,075 | 3,463,145 | 135,303 | 3,861,696 |
| Debra McCowan | 72,752,690 | 2,853,639 | 135,194 | 3,861,696 |
| Rajesh Natarajan | 75,446,510 | 199,129 | 95,884 | 3,861,696 |
| Stuart Parker | 75,312,862 | 293,055 | 135,605 | 3,861,697 |
| Ian Sacks | 72,478,237 | 3,165,372 | 97,914 | 3,861,696 |
| Gayle Wellborn | 75,324,213 | 281,156 | 136,154 | 3,861,696 |

Proposal 2. The ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending January 31, 2023. There were no broker non-votes for this proposal.

| For | Against | Abstain |
|------------|----------------|----------------|
| 79,252,119 | 266,325 | 84,775 |

Proposal 3. The approval, on a non-binding, advisory basis, of the fiscal 2022 compensation paid to the Company's named executive officers.

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 74,957,636 | 637,291 | 146,596 | 3,861,696 |

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 104 | Cover Page Interactive Data File (formatted in Inline XBRL) |

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: June 23, 2022

HEALTH EQUITY, INC.

By: /s/ Tyson Murdock

Name: Tyson Murdock

Title: Executive Vice President and Chief Financial Officer