

Berkley Capital, LLC
 Form 4
 February 12, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Berkley Capital, LLC

2. Issuer Name and Ticker or Trading Symbol
 HEALTHEQUITY INC [HQY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 600 BRICKELL AVENUE, 39TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 02/08/2018

____ Director
 ____ Officer (give title below) 10% Owner
 ____ Other (specify below)
 See Remarks

(Street)
 MIAMI, FL 33131

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/08/2018 | | S | 100,000 D | \$ 51.2524 (1) 6,254,661 | I | See footnote (2) |
| Common Stock | 02/09/2018 | | S | 13,000 D | \$ 51.5215 6,241,661 | I | See footnote (2) |
| Common Stock | 02/12/2018 | | S | 69,100 D | \$ 51.8838 (3) 6,172,561 | I | See footnote (2) |
| Common Stock | 02/12/2018 | | S | 165,722 D | \$ 52.777 (4) 6,006,839 | I | See footnote |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------------------|-----------|---|-------------------------------|
| Common Stock | 02/12/2018 | S | 2,178 | D | \$ 53,5261 (5) | 6,004,661 | I | (2) See footnote (2) |
|--------------|------------|---|-------|---|----------------------|-----------|---|-------------------------------|

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

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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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| Berkley Capital, LLC 600 BRICKELL AVENUE, 39TH FLOOR MIAMI, FL 33131 | | | | See Remarks |
| Berkley Capital Investors, L.P. 600 BRICKELL AVENUE, 39TH FLOOR MIAMI, FL 06830 | | | | See Remarks |
| BERKLEY W R CORP 475 STEAMBOAT ROAD GREENWICH, CT 06830 | | | | See Remarks |

Signatures

BERKLEY CAPITAL, LLC; By: John F. Kohler, General Counsel; By: Willkie Farr & Gallagher LLP, attorney-in-fact

02/12/2018

____Signature of Reporting Person

Date

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BERKLEY CAPITAL INVESTORS, L.P.; By: Berkley Capital, LLC, its general partner; By: John F. Kohler, General Counsel; By: Willkie Farr & Gallagher LLP, attorney-in-fact

02/12/2018

__Signature of Reporting Person

Date

W. R. Berkley Corporation; By: Matthew M. Ricciardi, Senior Vice President - General Counsel

02/12/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
 - (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.08 to \$51.37, 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 footnotes (1), (3), (4) and (5) to this Form 4.

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. Berkley Capital is an indirect, wholly owned subsidiary of W. R. Berkley Corporation, a Delaware corporation ("W. R. Berkley" together with Berkley Investors and Berkley Capital, the "Reporting Persons"), and as such beneficial ownership of all securities held of record by Berkley Investors may be deemed attributable to W. R. Berkley.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.50 to \$52.49, inclusive.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.50 to \$53.49, inclusive.
 - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.50 to \$53.56, inclusive.
 - (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.50 to \$53.56, inclusive.

Remarks:

Following the transactions reported in this Form 4, the Reporting Persons are no longer 10% Owners of HealthEquity, Inc.'s C

The Power of Attorney given by Mr. John F. Kohler, General Counsel of Berkley Capital, LLC, was previously filed with the

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

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