

| OMB APPROVAL                                 |           |
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**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

|  |           |              |  |  |  |   |  |  |  |
|--|-----------|--------------|--|--|--|---|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Dilsaver Evelyn S</u> |           |              | 2. Issuer Name and Ticker or Trading Symbol<br><u>HEALTHYQUITY INC [ HQY ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |  |  |  |
| (Last)   | (First)   | (Middle)     | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>06/26/2017</u>          |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |  |  |  |
| C/O HEALTHYQUITY, INC.<br>15 W. SCENIC POINTE DR., STE. 100          |           |              | 4. If Amendment, Date of Original Filed (Month/Day/Year)                       |  |  |   |  |  |  |
| (Street)   | (City)    | (State)      | (Zip)  |  |  |   |  |  |  |
| <u>DRAPER</u>  | <u>UT</u> | <u>84020</u> |  |  |  |   |  |  |  |
| (City)   | (State)   | (Zip)        |  |  |  |   |  |  |  |

**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                    | 06/26/2017                           |  | A                              |   | 3,556   | A          | \$0   | 3,556 <sup>(1)</sup>  | D  |   |

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |
| Stock Option (right to buy)                | \$21.27  |                                      |  |                                |   |  |     | (2)  | 02/01/2026      | Common Stock  | 15,000                                     | 15,000   | D   |  |
| Stock Option (right to buy)                | \$25.39  |                                      |  |                                |   |  |     | (2)  | 03/26/2025      | Common Stock  | 15,000                                     | 15,000   | D   |  |
| Stock Option (right to buy)                | \$14   |                                      |  |                                |   |  |     | (2)  | 07/30/2024      | Common Stock  | 7,500                                      | 7,500  | D   |  |
| Stock Option (right to buy)                | \$14   |                                      |  |                                |   |  |     | (3)  | 07/30/2024      | Common Stock  | 25,000                                     | 25,000   | D   |  |

**Explanation of Responses:**

- Includes 1,778 shares underlying restricted stock units previously reported on Table II.
- The option is immediately exercisable.
- The option became exercisable as to 6,250 shares on June 30, 2015 and as to 6,250 shares on June 30, 2016. The option becomes exercisable as to the remaining 12,500 shares in two equal installments of 6,250 shares on June 30, 2017 and 2018.

/s/ DELANO W. LADD,  
attorney-in-fact 06/28/2017

\*\* 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.