FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPRO	VAL
	OMB Number:	3235-0287
l	Estimated average burde	en
l	hours per response:	0.5

	Check this box if no longer subject to
$\neg$	Section 16. Form 4 or Form 5
J	obligations may continue. See
	Instruction 1(h)

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 7	-									
	d Address of		2. Issuer Name and Ticker or Trading Symbol HEALTHEQUITY INC [ HQY ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)									
MOTT DARCY G						TIERTETTE QUITT TITO [ 11Q1 ]										Direct	or	109	6 Owner		
																Office below	r (give title	Oth belo	er (specify ow)		
(Last) (First) (Middle)							3. Date of Earliest Transaction (Month/Day/Year) 08/05/2014									F	Executive VP and CFO		ว		
C/O HEALTHEQUITY, INC.																_	Accunve	vi ana ci v	,		
15 W. SCENIC POINTE DR., STE. 100																					
15 W. SCENIC POINTE DR., STE. 100						4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable						
					.   7. "	4. II Amendment, Date of Original Filed (Month/Ddy/18dl)									Line)						
(Street)															X Form filed by One Reporting Person						
DRAPEI	R UT	ľ {	84020													Form filed by More than One Reporting					
					-											Person					
(City)	(St	ate) (	Zip)																		
		Tabl	lo I Nor	Doriv	rotivo	50	ouritio	ο Λος	nuirod	Dia	nocod o	for	Pone	ficia	JIV O	14/100	d				
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1. Title of S	Security (Inst	r. 3)		2. Trans	action				3.									6. Ownership Form: Direct			
				Date   (Month/	Day/Ye		Execution if any	Execution Date, f any		Transaction Dispose Code (Instr. 5)		a Of (D) (Instr. 3,			Benef		ially	(D) or Indirect			
							(Month/Day/Year)		) 8)	8)							Following	(I) (Instr. 4)	Ownership (Instr. 4)		
									Code	Code V		(A) or		Price	.  т	Reported Transaction(s)			(111501.4)		
									Code		Amount		(D) Price		(Instr. 3 and 4)						
Common Stock 08/05/						05/2014					2,000	2,000 A		\$ <mark>1</mark>	2,000		D				
		Ta	ıble II - C	) Derivet	ive S	AC11	ritiae	Λcαιι	ired Di	eno	sed of	or B	onofi	riall	ν Ονντ	han					
		16									onvertib				y Ovvi	icu					
1. Title of	2.	3. Transaction	3A. Deeme	ed	4.		5. Nu	mber	6. Date Ex	ercis	sable and	7. Tit	tle and		8. Price	e of	9. Number o	of 10.	11. Nature		
Derivative	Conversion	Date	Execution		Transa	Transaction Code (Instr. 8)		n of E		Expiration Date (Month/Day/Year)			unt of		Derivative Security (Instr. 5)		derivative	Ownersh	ip of Indirect		
Security (Instr. 3)	or Exercise Price of	(Month/Day/Year)	if any (Month/Day										urities erlying				Securities Beneficially	Form: Direct (D	Beneficial Ownership		
(111311. 3)	Derivative		(Worldwa	iy, i cai,	0,							Derivative					Owned	or Indire	ct (Instr. 4)		
	Security						(A) or Disposed					Security (Instr. and 4)			1		Following Reported	(I) (Instr.	4)		
						of (D) (Instr. 3, 4 and 5)			an							Transaction(s)	(s)				
																(Instr. 4)					
							anu 3)							-							
													Amour								
													Nun	nber							
					Code	v	(A)	(D)	Date Exercisal		Expiration Date	Title	of Sha	res							
	1	1					1														

**Explanation of Responses:** 

Remarks:

/s/ Darcy G. Mott

08/07/2014

\*\* 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.