

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)

September 24, 2026

HEALTHEQUITY, 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 5.02(b) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On September 24, 2026, the Board of Directors (the “Board”) of HealthEquity, Inc. (the “Company”) appointed Noémie Heuland as a member of the Board, effective immediately. In connection with Ms. Heuland’s appointment to the Board, the Board expanded the size of the Board to eleven members from its current ten members. Ms. Heuland will serve on the Audit and Risk Committee and Cybersecurity and Technology Committee of the Board.

There is no arrangement or understanding between Ms. Heuland or any other person and the Company or any of its subsidiaries pursuant to which she was appointed as a member of the Board. Ms. Heuland is the Chief Financial Officer of Moody’s Corporation (“Moody’s”). During the fiscal year ended January 31, 2026, the Company paid approximately \$146,519 to Moody’s controlled subsidiaries for (1) ratings services for the Company’s outstanding bonds, and (2) data sets used for internal modeling. The Company expects to pay Moody’s controlled subsidiaries an amount that exceeds \$120,000 in the fiscal year ending January 31, 2027.

Ms. Heuland will receive the standard director compensation that the Company provides to its non-employee directors pursuant to the Company’s Non-Employee Director Compensation Policy (the “Policy”). Ms. Heuland will receive retainer fees and additional annual equity awards in accordance with the terms and conditions of the Policy, the form of which has been previously filed with the Securities and Exchange Commission (the “SEC”). Ms. Heuland will also enter into the Company’s standard form of indemnification agreement, the form of which has been previously filed with the SEC. The Policy and such form of indemnification agreement are incorporated by reference herein.

**Item 7.01 Regulation FD Disclosure**

A copy of the Company’s press release announcing the appointment of Ms. Heuland to the Board is attached hereto as Exhibit 99.1. The information in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, is being furnished herewith and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u>                                                               | <u>Form</u> | <u>Exhibit No.</u> | <u>Exhibit Filing Date</u> |
|--------------------|----------------------------------------------------------------------------------|-------------|--------------------|----------------------------|
| 10.1               | <a href="#">Form of Indemnification Agreement</a>                                | S-1/A       | 10.1               | July 16, 2014              |
| 10.2               | <a href="#">Non-Employee Director Compensation Policy</a>                        | 10-K        | 10.28              | March 17, 2026             |
| 99.1+              | <a href="#">Press release issued by HealthEquity, Inc. on September 30, 2026</a> |             |                    |                            |
| 104                | Cover Page Interactive Data File (formatted in Inline XBRL)                      |             |                    |                            |

+ Filed herewith

## 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: September 30, 2026

### HEALTHEQUITY, INC.

By: /s/ James Lucania  
Name: James Lucania  
Title: Executive Vice President and Chief Financial Officer



## **HealthEquity Appoints Moody's CFO Noémie Heuland to Board of Directors**

**DRAPER, Utah, September 30, 2026 (GLOBE NEWSWIRE)** -- HealthEquity, Inc. (NASDAQ: HQY) ("HealthEquity" or the "Company"), the largest independent health savings account (HSA) custodian by account volume and a leader in consumer-directed benefits (CDB), today announced that Noémie Heuland, Chief Financial Officer of Moody's Corporation (NYSE: MCO), has been elected to its board of directors (the "Board") effective Sept. 24, 2026. Heuland will also serve on the Audit and Risk Committee and Cybersecurity and Technology Committee of the Board. Her appointment expands the Board to 11 directors, nine of whom are independent.

"Noémie has built her career at the intersection of finance and technology, with deep experience leading through periods of growth and change," said Robert Selander, Chairman of the Board. "Her financial and strategic perspective will be valuable as we continue to scale HealthEquity, invest for the future and navigate the opportunities that come with our next phase of growth."

"HealthEquity has built a strong business grounded in an important mission: helping people better manage and pay for healthcare," said Heuland. "I look forward to contributing my experience as the Company continues to grow, innovate, and create value for its members, clients and shareholders."

Heuland has served as Chief Financial Officer of Moody's since April 2024. Before becoming CFO of Moody's, Heuland was the Chief Financial Officer at Dayforce, Inc. from October 2020 to February 2024. Before joining Dayforce, Heuland spent 12 years working for SAP in finance leadership roles. Heuland holds an M.S. in Finance and Accounting from Nantes Business School of Management, now known as Audencia. Ms. Heuland is a Certified Public Accountant.

### **About HealthEquity**

HealthEquity and its subsidiaries administer HSAs and other consumer-directed benefits for nearly 18 million accounts in partnership with employers, benefits advisors, and health and retirement plan providers who share our mission to save and improve lives by empowering healthcare consumers. For more information, visit [www.healthequity.com](http://www.healthequity.com).

**Investor Relations Contact:**

Richard Putnam

801-727-1000

[rputnam@healthequity.com](mailto:rputnam@healthequity.com)