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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

HealthEquity, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11
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Your **Vote** Counts!

HEALTHEQUITY, INC.

2023 Annual Meeting

Vote by June 21, 2023

11:59 PM ET



FLASHID-JOB#

You invested in **HEALTHEQUITY, INC.** and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on June 22, 2023.**

Get informed before you vote

View the Annual Report, Notice and Proxy Statement online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 08, 2023. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #



Vote in Person at the Meeting*

June 22, 2023

10:00 AM MDT

Virtual Meeting: <https://web.lumiagm.com/261252145>

*If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at www.ProxyVote.com or request a paper copy of the materials, which will contain the appropriate instructions. Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

HEALTH EQUITY, INC.
 2023 Annual Meeting
 Vote by June 21, 2023
 11:59 PM ET

Voting Items	Board Recommends
1. Election of Directors Nominees:	
1A Robert Selander	✔ For
1B Jon Kessler	✔ For
1C Stephen Neeleman, M.D.	✔ For
1D Paul Black	✔ For
1E Frank Corvino	✔ For
1F Adrian Dillon	✔ For
1G Evelyn Dilsaver	✔ For
1H Debra McCowan	✔ For
1I Rajesh Natarajan	✔ For
1J Stuart Parker	✔ For
1K Gayle Wellborn	✔ For
2 To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending January 31, 2024	✔ For
3 To approve, on a non-binding, advisory basis, the fiscal 2023 compensation paid to our named executive officers.	✔ For
4 To approve, on a non-binding, advisory basis, the frequency of future advisory votes on the compensation paid to our named executive officers.	1 Year

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.