

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**

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* <b>MOTT DARCY G</b>  (Last) (First) (Middle) <b>C/O HEALTHEQUITY, INC.</b> <b>15 W. SCENIC POINTE DR., STE. 100</b>  (Street) <b>DRAPER UT 84020</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>HEALTHEQUITY INC [ HQY ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Executive VP and CFO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>10/22/2018</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	10/22/2018		s <sup>(1)</sup>		1,500	D	\$86.5597 <sup>(2)</sup>	92,500	D	
Common Stock	10/22/2018		s <sup>(1)</sup>		2,500	D	\$87.2814 <sup>(3)</sup>	90,000	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)				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)	\$14							(4)	07/30/2024	Common Stock	60,000	60,000	D	
Stock Option (right to buy)	\$41.28							(5)	03/27/2027	Common Stock	19,897	19,897	D	
Stock Option (right to buy)	\$25.39							(6)	03/26/2025	Common Stock	25,000	25,000	D	
Stock Option (right to buy)	\$61.72							(7)	03/27/2028	Common Stock	14,228	14,228	D	

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 8, 2018.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.96 to \$86.87, 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 range set forth in footnotes (2) and (3) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.09 to \$87.46, inclusive.
- The option is immediately exercisable.
- The option is exercisable as to 4,974 shares. The remaining shares become exercisable in two annual installments of 4,974 shares on March 27, 2019, and 2020 and in one installment of 4,975 shares on March 27, 2021.

6. The option is exercisable as to 18,750 shares. The remaining shares become exercisable on March 26, 2019.

7. The option becomes exercisable in four equal installments of 3,557 shares on March 27, 2019, 2020, 2021, and 2022.

/s/ Darcy G. Mott

10/23/2018

\*\* 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.

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