

HEALTHEQUITY INC  
Form 8-K  
August 29, 2016

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)

August 25, 2016

Commission File Number: 001-36568

HEALTHEQUITY,  
INC.

|   |   |  |
|---|---|--|
| Delaware  | 7389  | 52-2383166                                 |
| (State or other jurisdiction of<br>incorporation or organization) | (Primary Standard Industrial<br>Classification Code Number) | (I.R.S. Employer<br>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))



Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 25, 2016, the board of directors (the “Board”) of HealthEquity, Inc. (the “Company”) increased its size from nine to ten members and announced the appointment of Adrian T. Dillon as a member of the Board, effective as of September 1, 2016, to fill the resulting vacancy. In addition, Mr. Dillon has been elected to serve as a member of the Audit and Risk Committee of the Board, with such appointment also effective as of September 1, 2016.

There is no arrangement or understanding between Mr. Dillon or any other person and the Company or any of its subsidiaries pursuant to which he was appointed as a member of the Board. In addition, there are no transactions between Mr. Dillon or any of his immediate family members and the Company or any of its subsidiaries that would be required to be reported under Item 404(a) of Regulation S-K.

Mr. Dillon will receive the standard director compensation that the Company provides to its non-employee directors pursuant the Company’s Non-Employee Director Compensation Policy. Consistent with the terms of the Non-Employee Director Compensation Policy, the Company granted Mr. Dillon an initial equity award, effective as of the date of his appointment, which will vest ratably over three years on each of the first three anniversaries of such date. In addition, Mr. Dillon will receive cash compensation and additional annual equity awards in accordance with the terms and conditions of the Non-Employee Director Compensation Policy. Mr. Dillon will also enter into the Company’s standard form of indemnification agreement, the form of which was filed as Exhibit 10.1 to the Company’s Registration Statement on Form S-1/A, filed with the Securities and Exchange Commission on July 16, 2014, and is incorporated in its entirety by reference.

The foregoing summary of the Non-Employee Director Compensation Policy does not purport to be complete and is qualified in its entirety by the full text of the Non-Employee Director Compensation Policy, as amended, a copy of which was filed as Exhibit 10.1 to the Company’s Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on June 9, 2016, and is incorporated herein in its entirety by reference.

Item 7.01 Regulation FD Disclosure.

A copy of the Company’s press release announcing the appointment of Mr. Dillon 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

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | Press Release issued by HealthEquity, Inc. on August 29, 2016 |

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.

HEALTHEQUITY, INC.

Date: August 29, 2016 By: /s/ Darcy Mott

Name: Darcy Mott

Title: Executive Vice President and Chief Financial Officer

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EXHIBIT INDEX

| Exhibit<br>no. | Description   |
|----------------|---|
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