

HEALTHEQUITY INC
Form SC 13G/A
March 07, 2016

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 1)

HealthEquity, Inc.

(Name of Issuer)
Common Stock, \$0.0001 par value per share

(Title of Class of Securities)
42226A 10 7

(CUSIP Number)
December 31, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 42226A 10 7

Names of Reporting

1. Persons
Manu Rana

Check the Appropriate

2. Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

Citizenship or Place of

4. Organization
United States of America

Sole Voting Power
Number of
Shares

Beneficially Owned
by

Each Reporting Person

With Shared Dispositive Power

9. Aggregate Amount
Beneficially Owned by
Each Reporting Person
1,743,968

10. Check if the Aggregate
Amount in Row (9)
Excludes Certain Shares
(See Instructions)

11. Percent of Class
Represented by Amount
in Row (9)
3.0%

12. Type of Reporting Person
(See Instructions)
IN

CUSIP No. 42226A 10 7

Names of Reporting

1. Persons
Steve Piaker

Check the Appropriate

2. Box if a Member of a
Group (See Instructions)
(a)
(b)

3. SEC Use Only

Citizenship or Place of

4. Organization
United States of America

Sole Voting Power
Number
of
Shares

Beneficially Voting Power
Owned
by

Each
Reporting
Person

With
Shared Dispositive Power

9. Aggregate Amount
Beneficially Owned by
Each Reporting Person
1,676,468

10. Check if the Aggregate
Amount in Row (9)
Excludes Certain Shares
(See Instructions)

11. Percent of Class
Represented by Amount
in Row (9)
2.9%

12. Type of Reporting Person
(See Instructions)
IN

CUSIP No. 42226A 10 7

Names of Reporting

1. Persons

Daniel Kittredge

Check the Appropriate

2. Box if a Member of a
Group (See Instructions)

(a)

(b)

3. SEC Use Only

Citizenship or Place of

4. Organization

United States of America

Sole Voting Power
Number
of
Shares

Beneficially Voting Power
Owned
by

Each
Reporting
Person

With
Shared Dispositive Power

Aggregate Amount

9. Beneficially Owned by
Each Reporting Person

1,676,468

10. Check if the Aggregate
Amount in Row (9)
Excludes Certain Shares
(See Instructions)

11. Percent of Class
Represented by Amount
in Row (9)

2.9%

12. Type of Reporting Person
(See Instructions)

IN

CUSIP No. 42226A 10 7

Names of Reporting

Persons

1. Napier Park Global
Capital GP LLC

Check the Appropriate

2. Box if a Member of a
Group (See Instructions)
(a)
(b)

3. SEC Use Only

Citizenship or Place of

4. Organization
Delaware

Sole Voting Power

Number
of

Shares

Beneficially Voting Power

Owned 1,676,468

by

Each Sole Dispositive Power

Reporting

Person

With Shared Dispositive Power

1,676,468

Aggregate Amount

9. Beneficially Owned by

Each Reporting Person

1,676,468

Check if the Aggregate
Amount in Row (9)

10. Excludes Certain Shares
(See Instructions)

Percent of Class

11. Represented by Amount
in Row (9)

2.9%

12. Type of Reporting Person
(See Instructions)

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CUSIP No. 42226A 10 7

Names of Reporting

Persons

1. Financial Partners Fund I,
L.P.

Check the Appropriate

2. Box if a Member of a
Group (See Instructions)
(a)
(b)

3. SEC Use Only

Citizenship or Place of

4. Organization
Delaware

Sole Voting Power

Number
of
Shares

Beneficially Voting Power

Owned 0
1,676,468

by

Sole Dispositive Power

Each
Reporting

Person

With Shared Dispositive Power

0
1,676,468

Aggregate Amount

9. Beneficially Owned by
Each Reporting Person
1,676,468

Check if the Aggregate
Amount in Row (9)

10. Excludes Certain Shares
(See Instructions)

Percent of Class

Represented by Amount
in Row (9)

11. 2.9%

12. Type of Reporting Person
(See Instructions)

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This Amendment No. 1 to Schedule 13G (this “Amendment”) is being filed with respect to the Common Stock, par value \$0.0001 per share (the “Common Stock”), of HealthEquity, Inc. (the “Issuer”) to amend the Schedule 13G filed on January 26, 2015 (as amended by this Amendment, the “Schedule 13G”). Capitalized terms used herein and not otherwise defined have the meanings ascribed to them in the Schedule 13G filed on January 26, 2015.

Item 4. Ownership

Item 4 is hereby amended and restated as follows:

The information required by this item with respect to each Reporting Person is set forth in Rows 5 through 9 and 11 of the cover page to this Schedule 13G.

The percent of class represented

by the amount beneficially owned by each Reporting Person is based on 57,626,846 shares of Common Stock outstanding on November 30, 2015, as indicated by the Issuer's Form 10-Q filed with the Securities and Exchange Commission on December 9, 2015.

Financial Partners Fund I, L.P. ("FPF") directly holds 1,676,468 shares of Common Stock. Napier Park Global Capital GP LLC ("GPLLC") is the general partner of FPF. GPLLC has delegated to Mr. Rana, Mr. Piaker and Mr. Kittredge the voting and dispositive power over the Common Stock held by FPF.

Accordingly, the Reporting Persons share voting and dispositive power over 1,676,468 shares of Common Stock. Mr. Rana has sole voting and dispositive power over 67,500 shares of Common Stock underlying stock

options, including
options
exercisable within
60 days from the
filing date of this
Schedule 13G,
that he holds.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated March 7, 2016

/s/ Manu Rana
MANU RANA

/s/ Steve Piaker
STEVE PIAKER

/s/ Daniel Kittredge
DANIEL KITTREDGE

NAPIER PARK GLOBAL CAPITAL GP LLC

By: Napier Park Global Capital Delaware LLC, as its managing member

By: /s/ Michael Williams
Name: Michael Williams
Title: Managing Director

FINANCIAL PARTNERS FUND I, L.P.

By: /s/ Manu Rana
Name: Manu Rana
Title: Managing Director