

HEALTHEQUITY INC  
Form 8-A12B  
July 25, 2014

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**HEALTHEQUITY, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of incorporation or organization)**

**52-2383166**  
**(I.R.S. Employer Identification No.)**

**15 West Scenic Pointe Drive, Suite 100**

**Draper, Utah**  
**(Address of principal executive offices)**

**84020**  
**(Zip Code)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Common Stock, par value \$0.0001 per share</b>	<b>The NASDAQ Stock Market LLC</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box:

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box:

**Securities Act registration statement file number to which this form relates: 333-196645**

**Securities to be registered pursuant to Section 12(g) of the Act: None.**

**Item 1. Description of Registrant's Securities to be Registered**

A description of the common stock, par value \$0.0001 per share, of HealthEquity, Inc. (the Registrant), to be registered hereunder is contained in the section entitled "Description of capital stock" in the prospectus included in the Registrant's Registration Statement on Form S-1 (File No. 333-196645), as amended (the Registration Statement), initially filed with the Securities and Exchange Commission (the Commission) on June 10, 2014, and is incorporated herein by reference. Any form of prospectus subsequently filed by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, that constitutes part of the Registration Statement shall be deemed to be incorporated herein by reference.

**Item 2. Exhibits**

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed, because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: July 25, 2014

HEALTHEQUITY, INC.

By: /s/ Jon Kessler

Name: Jon Kessler

Title: President and Chief Executive Officer