

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Norwest Venture Partners XI, LP</u>  (Last) (First) (Middle) 525 UNIVERSITY AVENUE SUITE 800  (Street) PALO ALTO CA 94301  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Health Catalyst, Inc. [ HCAT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/21/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	01/21/2020		J <sup>(1)</sup>		599,938	D	\$0.00 <sup>(1)</sup>	2,352,153 <sup>(2)</sup>	D	
Common Stock	01/21/2020		J <sup>(3)</sup>		600,000	D	\$0.00 <sup>(3)</sup>	2,352,090	I	By Limited Partnership <sup>(4)</sup>

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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Norwest Venture Partners XI, LP  
 (Last) (First) (Middle)  
 525 UNIVERSITY AVENUE  
 SUITE 800  
 (Street)  
 PALO ALTO CA 94301  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Norwest Venture Partners XII, LP  
 (Last) (First) (Middle)  
 525 UNIVERSITY AVENUE, SUITE 800  
 (Street)  
 PALO ALTO CA 94301  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Crowe Jeffrey  
 (Last) (First) (Middle)

525 UNIVERSITY AVENUE  
SUITE 800

(Street)  
PALO ALTO CA 94301  
(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Kossow Jon Erik

(Last) (First) (Middle)  
525 UNIVERSITY AVENUE  
SUITE 800  
(Street)  
PALO ALTO CA 94301  
(City) (State) (Zip)

**Explanation of Responses:**

- Shares were disposed of via a pro rata in-kind distribution of Issuer's stock from Norwest Venture Partners XI, LP ("NVP XI") to its limited partners.
- The NVP XI distribution resulted in a change in the form of beneficial ownership so that following the distribution 62 shares were beneficially owned by Kossow Family Trust, of which Mr. Kossow is a Trustee. The remaining 2,352,091 shares are held of record by NVP XI. Genesis VC Partners XI, LLC ("Genesis XI") is the general partner of NVP XI and may be deemed to have sole voting and dispositive power over the shares held by NVP XI. NVP Associates, LLC ("NVP Associates"), the managing member of Genesis XI, and Jeffrey Crowe and Jon E. Kossow, as Co-Chief Executive Officers of NVP Associates, may be deemed to share voting and dispositive power with respect to such securities. Such entities, Crowe and Kossow disclaim beneficial ownership of all such securities, except to the extent of any pecuniary interest therein.
- Shares were disposed of via a pro rata in-kind distribution of Issuer's stock from Norwest Venture Partners XII, LP ("NVP XII") to its limited partners.
- The securities shown on Line 2 of Table I represent securities held of record by NVP XII. Genesis VC Partners XII, LLC ("Genesis XII") is the general partner of NVP XII and may be deemed to have sole voting and dispositive power over the shares held by NVP XII. NVP Associates, the managing member of Genesis XII, and Jeffrey Crowe and Jon E. Kossow, as Co-Chief Executive Officers of NVP Associates, may be deemed to share voting and dispositive power with respect to such securities. Such entities, Crowe and Kossow disclaim beneficial ownership of all such securities, except to the extent of any pecuniary interest therein.

**Remarks:**

/s/ Matthew De Dominicis, 01/23/2020  
Chief Financial Officer

\*\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**