

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>Nelli James Patrick Jr.</u> (Last) (First) (Middle) C/O HEALTH CATALYST, INC. 3165 MILLROCK DRIVE, #400 (Street) SALT LAKE CITY UT 84121 (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 _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Chief Financial Officer Other (specify below) _____
	3. Date of Earliest Transaction (Month/Day/Year) 06/19/2020	
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	06/19/2020		M		15,497	A	\$10.72	122,845	D	
Common Stock	06/19/2020		M		14,360	A	\$10.8	137,205	D	
Common Stock	06/19/2020		M		417	A	\$10.66	137,622	D	
Common Stock	06/19/2020		S ⁽¹⁾		15,497	D	\$32.09 ⁽²⁾	107,348	D	
Common Stock	06/19/2020		S ⁽¹⁾		14,360	D	\$32.08 ⁽³⁾	123,262	D	
Common Stock	06/19/2020		S ⁽¹⁾		417	D	\$32	122,845	D	
Common Stock	06/19/2020		S ⁽¹⁾		6,500	D	\$32	100,848	D	
Common Stock	06/22/2020		M		11,139	A	\$10.8	144,074	D	
Common Stock	06/22/2020		M		32,087	A	\$10.72	132,935	D	
Common Stock	06/22/2020		S ⁽¹⁾		11,139	D	\$32.3 ⁽⁴⁾	132,935	D	
Common Stock	06/22/2020		S ⁽¹⁾		31,308	D	\$32.68 ⁽⁵⁾	101,627	D	
Common Stock	06/22/2020		S ⁽¹⁾		779	D	\$33 ⁽⁶⁾	100,848	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)		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)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$10.72	06/19/2020		M		15,497	(7)	10/26/2027	Common Stock	15,497	\$0.00	76,249	D	
Stock Option (Right to Buy)	\$10.8	06/19/2020		M		14,360	(8)	09/27/2028	Common Stock	14,360	\$0.00	210,640	D	
Stock Option (Right to Buy)	\$10.66	06/19/2020		M		417	(9)	04/27/2027	Common Stock	417	\$0.00	15,087	D	
Stock Option (Right to Buy)	\$10.8	06/22/2020		M		11,139	(8)	09/27/2028	Common Stock	11,139	\$0.00	199,501	D	
Stock Option (Right to Buy)	\$10.72	06/22/2020		M		32,087	(7)	10/26/2027	Common Stock	32,087	\$0.00	44,162	D	

Explanation of Responses:

1. The sale reported on this Form 4 was made pursuant to a written trading plan adopted by the Reporting Person on November 22, 2019, in accordance with Rule 10b5-1.
2. Represents the weighted average sale price of the shares sold ranging from \$32.00 to \$32.32 per share, inclusive. The Reporting Person will provide, upon request by the Issuer, a security holder of the Issuer, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
3. Represents the weighted average sale price of the shares sold ranging from \$32.00 to \$32.31 per share, inclusive. The Reporting Person will provide, upon request by the Issuer, a security holder of the Issuer, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
4. Represents the weighted average sale price of the shares sold ranging from \$32.00 to \$32.85 per share, inclusive. The Reporting Person will provide, upon request by the Issuer, a security holder of the Issuer, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
5. Represents the weighted average sale price of the shares sold ranging from \$32.00 to \$32.99 per share, inclusive. The Reporting Person will provide, upon request by the Issuer, a security holder of the Issuer, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
6. Represents the weighted average sale price of the shares sold ranging from \$33.00 to \$33.01 per share, inclusive. The Reporting Person will provide, upon request by the Issuer, a security holder of the Issuer, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
7. 25% of the shares vested on October 26, 2018 and the remaining 75% vest in 36 equal monthly installments thereafter.
8. 25% of the shares vested on September 25, 2019 and the remaining 75% vest in 36 equal monthly installments thereafter.
9. 25% of the shares vested on April 27, 2018 and the remaining 75% vest in 36 equal monthly installments thereafter.

Remarks:

/s/ Daniel Orenstein, as
Attorney-in-Fact

06/23/2020

** 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.