

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>Sanders Dale</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Technology Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/22/2020</u>	

**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	06/22/2020		M		6,313	A	\$15.84	155,225	D	
Common Stock	06/22/2020		M		9,259	A	\$10.8	164,484	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$15.84	06/22/2020		M		6,313		(1)	02/05/2029	Common Stock	6,313	\$0.00	293,687	D	
Stock Option (Right to Buy)	\$10.8	06/22/2020		M		9,259		(2)	09/27/2028	Common Stock	9,259	\$0.00	490,741	D	

**Explanation of Responses:**

- The stock option vests based on the satisfaction of both a time-based vesting condition and a liquidity-based vesting condition. The time-based vesting condition is satisfied as follows: 25% of the shares subject to the stock option satisfied the time-based vesting condition on February 5, 2020 and the remaining 75% will satisfy the time-based vesting condition in 36 equal monthly installments thereafter, generally subject to the Reporting Person's continuous service relationship with the Company through each applicable vesting date. The liquidity-based vesting condition was satisfied upon the Company's initial public offering.
- The stock option vests based on the satisfaction of both a time-based vesting condition and a liquidity-based vesting condition. The time-based vesting condition is satisfied as follows: 25% of the shares subject to the stock option satisfied the time-based vesting condition on September 25, 2019 and the remaining 75% will satisfy the time-based vesting condition in 36 equal monthly installments thereafter, generally subject to the Reporting Person's continuous service relationship with the Company through each applicable vesting date. The liquidity-based vesting condition was satisfied upon the Company's initial public offering.

**Remarks:**

/s/ Daniel Orenstein, as Attorney-in-Fact 06/24/2020

\*\* 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.