

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<p>1. Name and Address of Reporting Person*</p> <p><u>Norwest Venture Partners XI, LP</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p>525 UNIVERSITY AVENUE</p> <p>SUITE 800</p> <hr/> <p>(Street)</p> <p>PALO ALTO CA 94301</p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>Health Catalyst, Inc. [ HCAT ]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p>07/29/2019</p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p>Form filed by One Reporting Person <input type="checkbox"/></p> <p>Form filed by More than One Reporting Person <input checked="" type="checkbox"/></p>
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**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 <sup>(1)</sup>	07/29/2019		C		2,952,091	A	(2)(3)(4)(5)(6)	2,952,091	D	
Common Stock	07/29/2019		C		2,952,090	A	(2)(3)(4)(5)(6)	2,952,090	I	By Limited Partnership <sup>(7)</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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Convertible Preferred Stock <sup>(1)</sup>	(2)	07/29/2019		C			1,442,727	(2)	(2)	Common Stock	1,442,727	\$0.00	0	D	
Series C Convertible Preferred Stock <sup>(1)</sup>	(3)	07/29/2019		C			577,045	(3)	(3)	Common Stock	577,045	\$0.00	0	D	
Series D Convertible Preferred Stock <sup>(1)</sup>	(4)	07/29/2019		C			471,832	(4)	(4)	Common Stock	471,832	\$0.00	0	D	
Series E Convertible Preferred Stock <sup>(1)</sup>	(5)	07/29/2019		C			424,568	(5)	(5)	Common Stock	424,568	\$0.00	0	D	
Series F Convertible Preferred Stock <sup>(1)</sup>	(6)	07/29/2019		C			35,919	(6)	(6)	Common Stock	35,919	\$0.00	0	D	
Series B Convertible Preferred Stock	(2)	07/29/2019		C			1,442,727	(2)	(2)	Common Stock	1,442,727	\$0.00	0	I	By Limited Partnership <sup>(7)</sup>
Series C Convertible Preferred Stock	(3)	07/29/2019		C			577,045	(3)	(3)	Common Stock	577,045	\$0.00	0	I	By Limited Partnership <sup>(7)</sup>
Series D Convertible Preferred Stock	(4)	07/29/2019		C			471,831	(4)	(4)	Common Stock	471,831	\$0.00	0	I	By Limited Partnership <sup>(7)</sup>
Series E Convertible Preferred Stock	(5)	07/29/2019		C			424,568	(5)	(5)	Common Stock	424,568	\$0.00	0	I	By Limited Partnership <sup>(7)</sup>
Series F Convertible Preferred Stock	(6)	07/29/2019		C			35,919	(6)	(6)	Common Stock	35,919	\$0.00	0	I	By Limited Partnership <sup>(7)</sup>

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

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(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

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(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

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

**Explanation of Responses:**

- The securities shown on Line 1 of Table I and Lines 1 through 5 of Table II represent securities held of record by Norwest Venture Partners XI, LP ("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.
- The Series B Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and has no expiration date.
- The Series C Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and has no expiration date.
- The Series D Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and has no expiration date.
- The Series E Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and has no expiration date.
- The Series F Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and has no expiration date.
- The securities shown on Line 2 of Table I and Lines 6 through 10 of Table II represent securities held of record by Norwest Venture Partners XII, LP ("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, LLC ("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, Chief 07/29/2019  
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.

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