

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>			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) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/14/2020</u>			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		
C/O HEALTH CATALYST, INC. 3165 MILLROCK DRIVE, #400			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>SALT LAKE CITY UT 84121</u>								
(City)	(State)	(Zip)						

**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	08/14/2020		M		9,719	A	\$10.72	110,567	D	
Common Stock	08/14/2020		M		27,181	A	\$10.8	137,748	D	
Common Stock	08/14/2020		S <sup>(1)</sup>		300	D	\$32.18 <sup>(2)</sup>	137,448	D	
Common Stock	08/14/2020		S <sup>(1)</sup>		36,600	D	\$31.45 <sup>(3)</sup>	100,848	D	
Common Stock	08/17/2020		M		46	A	\$10.72	100,894	D	
Common Stock	08/17/2020		M		27,601	A	\$10.8	128,495	D	
Common Stock	08/17/2020		S <sup>(1)</sup>		27,647	D	\$32.01 <sup>(4)</sup>	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$10.8	08/14/2020		M			27,181	(5)	09/27/2028	Common Stock	27,181	\$0.00	163,061	D	
Stock Option (Right to Buy)	\$10.72	08/14/2020		M			9,719	(6)	10/26/2027	Common Stock	9,719	\$0.00	21,670	D	
Stock Option (Right to Buy)	\$10.8	08/17/2020		M			27,601	(5)	09/27/2028	Common Stock	27,601	\$0.00	135,460	D	
Stock Option (Right to Buy)	\$10.72	08/17/2020		M			46	(6)	10/26/2027	Common Stock	46	\$0.00	21,624	D	

**Explanation of Responses:**

- 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.
- Represents a weighted average price. These shares were sold by the Reporting Person in multiple transactions at prices ranging from \$32.05 to \$32.30, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in Footnotes (2) through (4).
- Represents a weighted average price. These shares were sold by the Reporting Person in multiple transactions at prices ranging from \$31.02 to \$32.00, inclusive.
- Represents a weighted average price. These shares were sold by the Reporting Person in multiple transactions at prices ranging from \$31.95 to \$32.18, inclusive.
- 25% of the 215,741 shares underlying the option vested in an annual installment and the remaining balance vested or will vest in equal monthly installments until the option vests in full on September 25, 2022.
- 25% of the 80,977 shares underlying the option vested in an annual installment and the remaining balance vested or will vest in equal monthly installments until the option vests in full on October 26, 2021.

**Remarks:**

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

08/18/2020

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.**