



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

Mail Stop 3561

August 2, 2016

Mr. Jon Kessler  
President and Chief Executive Officer  
HealthEquity, Inc.  
15 West Scenic Pointe Drive, Suite 100  
Draper, Utah 84020

**Re: HealthEquity, Inc.  
Form 10-K for the Fiscal Year Ended January 31, 2016  
Filed March 31, 2016  
File No. 1-36568**

Dear Mr. Kessler:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ William H. Thompson

William H. Thompson  
Accounting Branch Chief  
Office of Consumer Products

cc: Del Ladd  
Associate General Counsel