UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	FORM 8-K	
	CURRENT REPORT Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934	
	Date of Report (Date of earliest event reported): July 29, 2	2021
	HEALTH CATALYST, INC. (Exact name of registrant as specified in its charter)	
Delaware (State or other jurisdiction of incorporation)	001-38993 (Commission File Number)	45-3337483 (IRS Employer Identification No.)
	10897 South River Front Parkway #300 South Jordan, UT 84095 (Address of principal executive offices, including zip code)	
	(801) 708-6800 (Registrant's telephone number, including area code)	
	Not Applicable (Former name or former address, if changed since last report)	
□ Written communications pursuant to Rt□ Soliciting material pursuant to Rule 14a	n 8-K filing is intended to simultaneously satisfy the filing obligation of the ule 425 under the Securities Act (17 CFR 230.425) a-12 under the Exchange Act (17 CFR 240.14a-12) ursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))	e registrant under any of the following provisions:
*	ursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))	
Title of each class	Securities registered pursuant to Section 12(b) of the Act: Trading Symbol(s)	Name of exchange on which registered
Common Stock, par value \$0.0	01 per share HCAT	The Nasdaq Global Select Market
Indicate by check mark whether the registrar of the Securities Exchange Act of 1934 ((§24 Emerging growth company \Box	nt is an emerging growth company as defined in Rule 405 of the Securities 40.12b-2 of this chapter).	Act of 1933 (§230.405 of this chapter) or Rule 12b-
	check mark if the registrant has elected not to use the extended transition that to Section 13(a) of the Exchange Act. \Box	period for complying with any new or revised

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Item 9.01. Financial Statements and Exhibits.

On July 29, 2021, based on the recommendation of the nominating and corporate governance committee of the board of directors (the "Board") of Health Catalyst, Inc. (the "Company"), the Board approved an amendment to the Company's amended and restated bylaws (the "Amendment"), effective immediately. The Amendment designates the federal district courts as the exclusive jurisdiction for any litigation arising under the Securities Act of 1933. In addition, the Amendment provides that any person or entity purchasing or otherwise acquiring any interest in shares of the Company's capital stock is deemed to have notice of and consented to the foregoing provisions. The Board approved the Amendment in order to reduce any potential expenses that the Company may incur in connection with any of the specified types of actions or proceedings if the Company was required to defend any such potential actions or proceedings in multiple jurisdictions and in parallel proceedings in federal and state courts simultaneously.

	(d) Exhibits.				
	Exhibit No.	Description			
	<u>3.1</u>	Amendment to the Amended and Restated Byla	aws of Health Catalyst, Ir	<u>nc.</u>	
	104	Cover Page Interactive Data File (embedded within the Inline XBRL document)			
	* Furnished herewith.				
SIGNATURE					
Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.					
			HEALTH CATALYST, INC.		
	Date: August 2, 2021		By:	/s/ Bryan Hunt	

Bryan Hunt Chief Financial Officer

AMENDMENT TO THE

AMENDED AND RESTATED

BYLAWS

OF

HEALTH CATALYST, INC.

(the "Corporation")

Section 8 of Article VI of the Amended and Restated Bylaws of the Corporation (the "Bylaws"), is hereby amended and restated in its entirety as follows:

"SECTION 8. Exclusive Jurisdiction of Delaware Courts or the United States District Court. Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for any state law claims for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any current or former director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim arising pursuant to any provision of the DGCL or the Certificate or Bylaws, or (iv) any action asserting a claim against the Corporation or any current or former director, officer or other employee or stockholder of the Corporation governed by the internal affairs doctrine; provided, however, that this provision does not apply to actions arising under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended. Unless the Corporation consents in writing to the selection of an alternative forum, the federal district courts of the United States of America shall be the sole and exclusive forum for resolving any complaint asserting a cause or causes of action under the Securities Act of 1933, as amended, including all causes of action asserted against any defendant to such complaint. For the avoidance of doubt, this provision is intended to benefit and may be enforced by the Corporation, its officers and directors, the underwriters to any offering giving rise to such complaint, and any other professional or entity whose profession gives authority to a statement made by that person or entity and who has prepared or certified any part of the documents underlying the offering. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Section 8 of Article VI."