

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>HAQUE PROMOD</u>  (Last) (First) (Middle) 525 UNIVERSITY AVENUE SUITE 800  (Street) PALO ALTO CA 94301  (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/29/2019	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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	07/29/2019		C		2,952,091	A	(1)(2)(3)(4)(5)	2,952,091	I	By Limited Partnership <sup>(6)</sup>
Common Stock	07/29/2019		C		2,952,090	A	(1)(2)(3)(4)(5)	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	(1)	07/29/2019		C		1,442,727		(1)	(1)	Common Stock	1,442,727	\$0.00	0	I	By Limited Partnership <sup>(6)</sup>
Series C Convertible Preferred Stock	(2)	07/29/2019		C		577,045		(2)	(2)	Common Stock	577,045	\$0.00	0	I	By Limited Partnership <sup>(6)</sup>
Series D Convertible Preferred Stock	(3)	07/29/2019		C		471,832		(3)	(3)	Common Stock	471,832	\$0.00	0	I	By Limited Partnership <sup>(6)</sup>
Series E Convertible Preferred Stock	(4)	07/29/2019		C		424,568		(4)	(4)	Common Stock	424,568	\$0.00	0	I	By Limited Partnership <sup>(6)</sup>
Series F Convertible Preferred Stock	(5)	07/29/2019		C		35,919		(5)	(5)	Common Stock	35,919	\$0.00	0	I	By Limited Partnership <sup>(6)</sup>
Series B Convertible Preferred Stock	(1)	07/29/2019		C		1,442,727		(1)	(1)	Common Stock	1,442,727	\$0.00	0	I	By Limited Partnership <sup>(7)</sup>
Series C Convertible Preferred Stock	(2)	07/29/2019		C		577,045		(2)	(2)	Common Stock	577,045	\$0.00	0	I	By Limited Partnership <sup>(7)</sup>
Series D Convertible Preferred Stock	(3)	07/29/2019		C		471,831		(3)	(3)	Common Stock	471,831	\$0.00	0	I	By Limited Partnership <sup>(7)</sup>
Series E Convertible Preferred Stock	(4)	07/29/2019		C		424,568		(4)	(4)	Common Stock	424,568	\$0.00	0	I	By Limited Partnership <sup>(7)</sup>
Series F Convertible Preferred Stock	(5)	07/29/2019		C		35,919		(5)	(5)	Common Stock	35,919	\$0.00	0	I	By Limited Partnership <sup>(7)</sup>

**Explanation of Responses:**

1. 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.

2. 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.
3. 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.
4. 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.
5. 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.
6. 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"). By virtue of his position as a Co-Chief Executive Officer of NVP Associates, LLC ("NVP Associates"), the managing member of the general partner of NVP XI, Promod Haque may be deemed to share voting and dispositive power with respect to such securities. Mr. Haque disclaims beneficial ownership of all such securities, except to the extent of any pecuniary interests therein.
7. 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"). By virtue of his position as a Co-Chief Executive Officer of NVP Associates, LLC ("NVP Associates"), the managing member of the general partner of NVP XII, Promod Haque may be deemed to share voting and dispositive power with respect to such securities. Mr. Haque disclaims beneficial ownership of all such securities, except to the extent of any pecuniary interests therein.

**Remarks:**

[/s/ Matthew De Dominicis, as  
Attorney-in-fact](#)      [07/29/2019](#)

\*\* 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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