

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>Burton Daniel D.</u>  (Last) (First) (Middle) C/O HEALTH CATALYST, INC. 10897 SOUTH RIVER FRONT PARKWAY, #300  (Street) SOUTH JORDAN UT 84095  (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Executive Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 12/02/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	12/02/2021		F <sup>(1)</sup>		4,410	D	\$41.9475 <sup>(2)</sup>	241,871	D	
Common Stock	12/03/2021		M		21,781	A	\$10.8	263,652	D	
Common Stock	12/03/2021		M		14,431	A	\$15.84	278,083	D	
Common Stock	12/03/2021		s <sup>(3)</sup>		25,885	D	\$40.2787 <sup>(4)</sup>	252,198	D	
Common Stock	12/03/2021		s <sup>(3)</sup>		10,127	D	\$41.4684 <sup>(5)</sup>	242,071	D	
Common Stock	12/03/2021		s <sup>(3)</sup>		200	D	\$42.1299 <sup>(6)</sup>	241,871	D	
Common Stock	12/06/2021		M		11,126	A	\$10.8	252,997	D	
Common Stock	12/06/2021		M		5,881	A	\$15.84	258,878	D	
Common Stock	12/06/2021		s <sup>(3)</sup>		21,972	D	\$40.0617 <sup>(7)</sup>	236,906	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)	\$15.84	12/03/2021		M			14,431	(8)	02/05/2029	Common Stock	14,431	\$0.00	94,815	D	
Stock Option (Right to Buy)	\$10.8	12/03/2021		M			21,781	(9)	09/27/2028	Common Stock	21,781	\$0.00	184,399	D	
Stock Option (Right to Buy)	\$15.84	12/06/2021		M			5,881	(8)	02/05/2029	Common Stock	5,881	\$0.00	88,934	D	
Stock Option (Right to Buy)	\$10.8	12/06/2021		M			11,126	(9)	09/27/2028	Common Stock	11,126	\$0.00	173,273	D	

Explanation of Responses:

- Represents the number of shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of Issuer's Restricted Stock Units. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the Reporting Person.
- Represents a weighted average price reported by the broker. These shares were sold as part of a block trade in multiple transactions at prices ranging from \$40.33 to \$42.76, 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 range set forth in this footnote with regard to the block trade.
- The sale reported on this Form 4 was made pursuant to a written trading plan adopted by the Reporting Person on March 4, 2021, in accordance with Rule 10b5-1.
- Represents the weighted average sale price of the shares sold ranging from \$40.00 to \$40.92 per share, inclusive.
- Represents the weighted average sale price of the shares sold ranging from \$41.09 to \$41.79 per share, inclusive.
- Represents the weighted average sale price of the shares sold ranging from \$42.10 to \$42.36 per share, inclusive.

7. Represents the weighted average sale price of the shares sold ranging from \$40.00 to \$40.35 per share, 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 (4) through (7).

8. 25% of the 299,748 shares underlying the option vested in an annual installment on February 5, 2020 and the remaining balance vested or will vest in equal monthly installments until the option vests in full on February 5, 2023.

9. 25% of the 747,223 shares underlying the option vested in an annual installment on September 25, 2019 and the remaining balance vested or will vest in equal monthly installments until the option vests in full on September 25, 2022.

**Remarks:**

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

12/07/2021

\*\* 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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