

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0104
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1. Name and Address of Reporting Person* <u>Nelli James Patrick Jr.</u>  (Last) (First) (Middle) C/O HEALTH CATALYST, INC. 3165 MILLROCK DRIVE, #400  (Street) SALT LAKE CITY UT 84121  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/24/2019	3. Issuer Name and Ticker or Trading Symbol <u>Health Catalyst, Inc. [ HCAT ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Chief Financial Officer</p>	5. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	6,500	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (Right to Buy)	(1)	02/10/2025	Common Stock 15,464	9.24	D	
Stock Option (Right to Buy)	(2)	10/14/2026	Common Stock 6,500	10.6	D	
Stock Option (Right to Buy)	(3)	04/27/2027	Common Stock 15,504	10.66	D	
Stock Option (Right to Buy)	(4)	10/26/2027	Common Stock 91,746	10.72	D	
Stock Option (Right to Buy)	(5)	09/27/2028	Common Stock 225,000	10.8	D	

Explanation of Responses:

- 25% of the shares vested on February 10, 2016; and the remaining 75% vest in 36 equal monthly installments thereafter.
- 25% of the shares vested on October 14, 2017; and the remaining 75% vest in 36 equal monthly installments thereafter.
- 25% of the shares vested on April 27, 2018; and the remaining 75% vest in 36 equal monthly installments thereafter.
- 25% of the shares vested on October 26, 2018; and the remaining 75% vest in 36 equal monthly installments thereafter.
- The stock option vests based on the satisfaction of both a time-based vesting condition and a liquidity-based vesting condition. The time-based vesting condition is satisfied as follows: 25% of the shares subject to the stock option will satisfy the time-based vesting condition on September 25, 2019 and the remaining 75% will satisfy the time-based vesting condition in 36 equal monthly installments thereafter, generally subject to the named executive officer's continuous service relationship with the Company through each applicable vesting date. The liquidity-based vesting condition is satisfied upon the earlier of the Company's initial public offering or a sale of the Company.

Remarks:

Exhibit 24 - Power of Attorney

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

07/24/2019

\*\* 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 5 (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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Daniel Orenstein and Jason Alger, signing singly, the undersigned's true and

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Health Catalyst, Inc. (the "Company"), (i) Form 1
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, Sche
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the be

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, c  
This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's f

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 24th day of July, 2019.

/s/ J. Patrick Nelli

Name: J. Patrick Nelli