

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Orenstein Daniel H.</u>  (Last) (First) (Middle) <u>C/O HEALTH CATALYST, INC.</u> <u>3165 MILLROCK DRIVE, #400</u>  (Street) <u>SALT LAKE CITY UT 84121</u>  (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)  Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> <u>General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/15/2020</u>	
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	09/15/2020		M		5,000	A	\$10.34	45,000	D	
Common Stock	09/15/2020		S <sup>(1)</sup>		4,400 <sup>(2)</sup>	D	\$35.6054	40,600	D	
Common Stock	09/15/2020		S <sup>(1)</sup>		600 <sup>(3)</sup>	D	\$36.3017	40,000	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)	\$10.34	09/15/2020		M		5,000		12/31/2019 <sup>(4)</sup>	02/10/2026	Common Stock	5,000	\$0.00	111,316	D	

**Explanation of Responses:**

- The sale reported on this Form 4 was made pursuant to a written trading plan adopted by the Reporting Person on March 4, 2020, in accordance with Rule 10b5-1.
- Represents the weighted average sale price of the shares sold ranging from \$35.24 to \$36.23 per share, inclusive.
- Represents the weighted average sale price of the shares sold ranging from \$36.25 to \$36.40 per share, inclusive. The Reporting Person will provide, upon request by the Issuer, a security holder of the Issuer, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the range set forth in this footnote and footnote 2.
- 25% of the shares vested on December 31, 2016 and the remaining 75% vested in 36 equal monthly installments thereafter until the option was vested in full on Dec. 31, 2019.

**Remarks:**

/s/ Daniel Orenstein 09/16/2020  
 \*\* 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.

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.