

HEALTHSTREAM INC  
Form 4  
March 19, 2013

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FRIST ROBERT A JR

(Last) (First) (Middle)  
209 10TH AVE. SOUTH, SUITE 450  
(Street)

NASHVILLE, TN 37203

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
HEALTHSTREAM INC [HSTM]

3. Date of Earliest Transaction (Month/Day/Year)  
03/18/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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)    |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    |                                      |  |                                | (A) or (D)  | V Amount Price  |  | Bobby and Melissa Frist Children's 2012 GST-Exempt Trust |
|                                 |                                      |  |                                |   | 435,000   | I  |  |
| Common Stock                    |                                      |  |                                |   | 18,334  | I  | Knox Trust u/a/d 08-16-2007                              |
| Common Stock                    |                                      |  |                                |   | 18,334  | I  | Marie Trust u/a/d 08-16-2007                             |

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|              |           |   |   |
|--------------|-----------|---|---|
| Common Stock | 18,334    | I | Merriman Trust u/a/d 08-16-2007           |
| Common Stock | 18,335    | I | Louise Trust u/a/d 08-16-2007             |
| Common Stock | 10,000    | I | The Cate Merriman Frist 2005 Vested Trust |
| Common Stock | 10,000    | I | The Eleanor Knox Frist 2005 Vested Trust  |
| Common Stock | 10,000    | I | The Carolyn Marie Frist 2005 Vested Trust |
| Common Stock | 5,257,003 | D |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Pr Deriv Secur (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                              | Amount or Number of Shares |
| Restricted Stock Units                     | \$ 0 <sup>(1)</sup>                                    | 03/18/2013                           |  | A                              | 5,000   | <u>(2)</u>   | <u>(3)</u>  | Common Stock                       | 5,000                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| FRIST ROBERT A JR<br>209 10TH AVE. SOUTH<br>SUITE 450<br>NASHVILLE, TN 37203 | X             | X         | CEO     |       |

## Signatures

Robert Frist 03/19/2013

Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Each restricted stock unit (RSU) represents the contingent right to receive one share of common stock upon vesting of the unit.
- (2) The RSU's are subject to a four year vesting schedule, contingent upon continued service at the time of vesting. 15% vest on March 18, 2014, 20% vest on March 18, 2015, 30% vest on March 18, 2016, and the remaining 35% vest on March 18, 2017.
- (3) Not applicable.

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