

Roberts Scott Alexander
Form 4
March 19, 2019

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 *
Roberts Scott Alexander

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
209 10TH AVENUE
SOUTH, SUITE 450

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2019

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Interim CFO

NASHVILLE, TN 37203

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)	
				(A) or (D)	Amount or Price			
Common Stock	03/18/2019		M	(1)	1,495	A	\$ 0 4,654	D
Common Stock	03/18/2019		F	(2)	444	D	\$ 27.61 4,210	D

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

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SEC 1474 (9-02)

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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. Amount or Number of Shares
Restricted Share Units	\$ 0 ⁽³⁾	03/18/2019		M	474	⁽⁴⁾ ⁽⁵⁾	Common Stock	474
Restricted Share Units	\$ 0 ⁽³⁾	03/18/2019		M	515	⁽⁶⁾ ⁽⁵⁾	Common Stock	515
Restricted Share Units	\$ 0 ⁽³⁾	03/18/2019		M	295	⁽⁷⁾ ⁽⁵⁾	Common Stock	295
Restricted Share Units	\$ 0 ⁽³⁾	03/18/2019		M	211	⁽⁸⁾ ⁽⁵⁾	Common Stock	211
Restricted Share Units	\$ 0 ⁽³⁾	03/15/2019		A	1,256	⁽⁹⁾ ⁽⁵⁾	Common Stock	1,256

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roberts Scott Alexander 209 10TH AVENUE SOUTH SUITE 450 NASHVILLE, TN 37203			Interim CFO	

Signatures

Scott A. Roberts 03/19/2019
 **Signature of Date
 Reporting Person

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) Shares acquired on vesting of restricted share units.
- (2) Shares withheld for payment of tax liability.
- (3) Each restricted share unit (RSU) represents the contingent right to receive one share of common stock upon vesting of the unit.
- (4) The RSU's are subject to a four year vesting schedule, contingent upon continued service at the time of vesting. 474 RSU's vest on March 10, 2019.
- (5) Not applicable.
- (6) The RSU's are subject to a four year vesting schedule, contingent upon continued service at the time of vesting. 515 RSU's vest on March 17, 2019, and 601 RSU's vest on March 17, 2020.
- (7) The RSU's are subject to a four year vesting schedule, contingent upon continued service at the time of vesting. 295 RSU's vest on March 16, 2019, 442 RSU's vest on March 16, 2020, and 515 RSU's vest on March 16, 2021.
- (8) The RSU's are subject to a four year vesting schedule, contingent upon continued service at the time of vesting. 15% vest on March 15, 2019, 20% vest on March 15, 2020, 30% vest on March 15, 2021, and the remaining 35% vest on March 15, 2022.
- (9) The RSU's are subject to a four year vesting schedule, contingent upon continued service at the time of vesting. 15% vest on March 15, 2020, 20% vest on March 15, 2021, 30% vest on March 15, 2022, and the remaining 35% vest on March 15, 2023.

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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