

HEALTHSTREAM INC  
Form 4  
March 20, 2017

**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 \*  
**GORDON FRANK**

(Last) (First) (Middle)

3102 WEST END AVE., SUITE 650

(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)  
03/20/2017

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)

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 Ownership (Instr. 4)              |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----------------|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Amount or Price |   |  |  |
| Common Stock                    | 03/20/2017                           |  | M                              | V   | 2,668<br>(1)    | A \$ 0  | 129,529  | D  |
| Common Stock                    |                                      |  |                                |   |                 |   | 100,000  | I Held by Crofton Capital                      |
| Common Stock                    |                                      |  |                                |   |                 |   | 11,386   | I Held by The Joel Company                     |
| Common Stock                    |                                      |  |                                |   |                 |   | 2,500  | I Custodial account for minor child - Gavin B. |

|                 |       |   |   |
|-----------------|-------|---|---|
| Common<br>Stock | 2,500 | I | Gordon<br><br>Custodial<br>account for<br>minor child<br>- Cameron<br>L. Gordon |
|-----------------|-------|---|---|

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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                              | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)                                | (D)                        |
| Restricted Share Units                     | \$ 0 <sup>(2)</sup>                                    | 03/20/2017                           |  | M                              | 745   | <u>(3)</u>   | <u>(4)</u>  | Common Stock                       | 745                        |
| Restricted Share Units                     | \$ 0 <sup>(2)</sup>                                    | 03/20/2017                           |  | M                              | 848   | <u>(5)</u>   | <u>(4)</u>  | Common Stock                       | 848                        |
| Restricted Share Units                     | \$ 0 <sup>(2)</sup>                                    | 03/20/2017                           |  | M                              | 1,075   | <u>(6)</u>   | <u>(4)</u>  | Common Stock                       | 1,075                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| GORDON FRANK<br>3102 WEST END AVE.<br>SUITE 650<br>NASHVILLE, TN 37203 | X             |           |         |       |

## Signatures

Frank Gordon

03/20/2017

\*\*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) Shares acquired on vesting of restricted share units.
  - (2) Each restricted share unit (RSU) represents the contingent right to receive one share of common stock upon vesting of the unit.
  - (3) The RSU's are subject to a three year vesting schedule, contingent upon continued service at the time of vesting. The RSU's vest annually beginning March 11, 2015 in three equal installments.
  - (4) Not applicable.
  - (5) The RSU's are subject to a three year vesting schedule, contingent upon continued service at the time of vesting. The RSU's vest annually beginning March 10, 2016 in three equal installments.
  - (6) The RSU's are subject to a three year vesting schedule, contingent upon continued service at the time of vesting. The RSU's vest annually beginning March 17, 2017 in three equal installments.

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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