

HEALTHSTREAM INC  
Form 4  
March 21, 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 \*  
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)  
03/20/2017

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)  
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	03/20/2017		M	(A) or (D) Amount 4,670 (1)	\$ 0	5,105,774	D
Common Stock	03/20/2017		F	(A) or (D) Amount 1,402 (2)	\$ 23.9	5,104,372	D
Common Stock					10,000	I	The Carolyn Marie Frist 2005 Vested Trust
Common Stock					10,000	I	The Cate Merriman Frist 2005

Common Stock	10,000	I	Vested Trust The Eleanor Knox Frist 2005 Vested Trust
Common Stock	18,335	I	Louise Trust u/a/d 08-16-2007
Common Stock	18,334	I	Merriman Trust u/a/d 08-16-2007
Common Stock	18,334	I	Marie Trust u/a/d 08-16-2007
Common Stock	18,334	I	Knox Trust u/a/d 08-16-2007
Common Stock	435,000	I	Bobby and Melissa Frist Children's 2012 GST-Exempt Trust

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

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SEC 1474  
(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. Price or Value of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Share	\$ 0 <sup>(3)</sup>	03/20/2017		M	1,750	<u>(4)</u>	<u>(5)</u>	Common Stock	1,750	\$

## Units

## Restricted

Share	\$ 0 <sup>(3)</sup>	03/20/2017	M	1,177	<u>(6)</u>	<u>(5)</u>	Common Stock	1,177	\$
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## Restricted

Share	\$ 0 <sup>(3)</sup>	03/20/2017	M	894	<u>(7)</u>	<u>(5)</u>	Common Stock	894	\$
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## Restricted

Share	\$ 0 <sup>(3)</sup>	03/20/2017	M	849	<u>(8)</u>	<u>(5)</u>	Common Stock	849	\$
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## Reporting Owners

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

## Signatures

Robert Frist	03/21/2017
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\*\*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) 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. 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.

(5) Not applicable.

(6) The RSU's are subject to a four year vesting schedule, contingent upon continued service at the time of vesting. 15% vest on March 11, 2015, 20% vest on March 11, 2016, 30% vest on March 11, 2017, and the remaining 35% vest on March 11, 2018.

(7) The RSU's are subject to a four year vesting schedule, contingent upon continued service at the time of vesting. 15% vest on March 10, 2016, 20% vest on March 10, 2017, 30% vest on March 10, 2018, and the remaining 35% vest on March 10, 2019.

(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 17, 2017, 20% vest on March 17, 2018, 30% vest on March 17, 2019, and the remaining 35% vest on March 17, 2020.

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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