

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>Fenstermacher Scott</u> _____ (Last) (First) (Middle) 500 11TH AVENUE NORTH SUITE 1000 _____ (Street) NASHVILLE TN 37203 _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/25/2021	3. Issuer Name and Ticker or Trading Symbol <u>HEALTHSTREAM INC [ HSTM ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Senior Vice President	5. If Amendment, Date of Original Filed (Month/Day/Year) _____ 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,500	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Share Units	(1)	(2)	Common Stock	388	0.00 <sup>(3)</sup>	D	
Restricted Share Units	(4)	(2)	Common Stock	1,085	0.00 <sup>(3)</sup>	D	
Restricted Share Units	(5)	(2)	Common Stock	1,938	0.00 <sup>(3)</sup>	D	
Restricted Share Units	(6)	(2)	Common Stock	2,093	0.00 <sup>(3)</sup>	D	
Restricted Share Units	(7)	(2)	Common Stock	3,397	0.00 <sup>(3)</sup>	D	

**Explanation of Responses:**

- The RSU's are subject to a vesting schedule, contingent upon continued service at the time of vesting. 388 RSU's vest on March 16, 2021.
- Not applicable.
- Each restricted share unit (RSU) represents the contingent right to receive one share of common stock upon vesting of the unit.
- The RSU's are subject to a vesting schedule, contingent upon continued service at the time of vesting. 1,085 RSU's vest on July 27, 2021.
- The RSU's are subject to a vesting schedule, contingent upon continued service at the time of vesting. 894 RUS's vest on March 15, 2021, and 1,044 RUS's vest on March 15, 2022.
- The RSU's are subject to a vesting schedule, contingent upon continued service at the time of vesting. 493 RUS's vest on March 15, 2021, 738 RSU's on March 15, 2022, and 862 RSU's vest on March 15, 2023.
- 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, 2021, 20% vest on March 11, 2022, 30% vest on March 11, 2023, and the remaining 35% vest on March 11, 2024.

**Remarks:**

Scott Fenstermacher

01/28/2021

\*\* 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 5 (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.

LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that Scott Fenstermacher has made, constituted and appointed, and by these presents does make, constitute and appoint Scott Roberts or Amelia Emmert as its true and lawful attorney-in-fact, for its and in its name, place and stead, and for its use and benefit, to do all things and to execute all documents necessary to ensure compliance with Section 16 reporting requirements associated with my relationship with HealthStream, Inc.

It is my intention by this instrument to grant unto said attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever to accomplish the foregoing grant of power as shall be necessary to be done on my behalf as fully to all intents and purposes as I might or could do if I was present in person.

This power of attorney may be revoked by the undersigned only by specific revocation endorsed or written hereon, and until such revocation be endorsed or written hereon, all persons may rely upon this power of attorney as being in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand, the 6th day of January, 2021.

\_\_\_\_/s/ Scott Fenstermacher\_\_\_\_  
Scott Fenstermacher