FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* O'Hara Kevin P				2. Issuer Name and Ticker or Trading Symbol HEALTHSTREAM INC [HSTM]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Senior Vice President						
(Last) (First) (Middle) 500 11TH AVENUE NORTH				3. Date of Earliest Transaction (Month/Day/Year) 01/08/2021															
SUITE 1000					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable					
(Street)					succession, page of original rinco (montarpagy real)								Line) X Form filed by One Reporting Person Form filed by More than One Reporting						
(City)	(S	tate) ((Zip)									Person							
		Tab	le I - Non-	-Deriv	ative	Sec	curities	s Acc	quired,	Disp	osed o	of, or Be	neficia	lly Owne	d				
Date					2A. Deemed Execution Day Day/Year) if any (Month/Day/Y		on Date, Transaction Code (Inst						Benefic	es Formially (D) Following (I) (I		n: Direct r Indirect istr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Code	v	Amount	(A) o (D)	Price	Tropos	ction(s)			(IIIsti. 4)	
Common Stock													0		D				
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 of Exercity Price of Derivative Security		se (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	ate,	4. Transaction Code (Instr. 8)		n of E		5. Date Exercisable and Expiration Date Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
					Code	v	(A)		Date Exercisabl		xpiration ate	Title	Amount or Number of Shares						
Restricted Share Units	\$0.00 ⁽¹⁾	01/08/2021			A		8,125		(2)		(3)	Common Stock	8,125	\$0.00	8,125		D		

Explanation of Responses:

- $1. \ Each \ restricted \ share \ unit \ (RSU) \ represents \ the \ contingent \ right \ to \ receive \ one \ share \ of \ common \ stock \ upon \ vesting \ of \ the \ unit.$
- 2. The RSU's are subject to a four year vesting schedule, contingent upon continued service at the time of vesting. 15% vest on January 8, 2022, 20% vest on January 8, 2023, 30% vest on January 8, 2024, and the remaining 35% vest on January 8, 2025.
- 3. Not applicable.

Remarks:

<u>Kevin O'Hara</u> <u>01/11/2021</u>

** 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 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).

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.