FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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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* STEAD WILLIAM						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 					
(Last)	,	irst)		3. Date of Earliest Transaction (Month/Day/Year) 06/06/2024								Officer below)	(give title		Other (s below)	pecify				
500 11TH AVENUE NORTH SUITE 1000					4. If Amendment, Date of Original Filed (Month/Day/Year)									Line	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person					
(Street) NASHVILLE TN 37203					Form filed by More than One Reporting Person													ting		
(City) (State) (Zip)					. Rı	Rule 10b5-1(c) Transaction Indication														
(Oity)		iale)				Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.														
		Tab	le I - Nor	n-Deriv	ative	Sec	uriti	ies Ac	quired	, Dis	posed (of, or B	ene	eficiall	y Owned	t				
Date					h/Day/Year) if a			A. Deemed Execution Date, Fany Month/Day/Year)		Code (Instr.		4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)				es ally Following	Form (D) or	: Direct c r Indirect E str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(A) (D)	or	Price	Reported Transact (Instr. 3	tion(s)		(instr. 4)	
Common Stock Holding 06/06/						2024		M		1,125	125 ⁽¹⁾ A		\$0	41	41,879		D			
		T	able II -						,		osed of converti	,		•	Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Day	Date, Tran		nsaction de (Instr.		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)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	OI No	umber						
Restricted Share	\$0 ⁽²⁾	06/06/2024			M			1,125	(3)		(4)	Common	1	1,125	\$0	2,252		D		

Explanation of Responses:

- 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 June 6, 2024 in three equal installments.
- 4. Not applicable.

/s/ William Stead

06/06/2024

** Signature of Reporting Person

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.