

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Braunstein Douglas L</u>  (Last) (First) (Middle) C/O TALKSPACE, INC. 2578 BROADWAY #607  (Street) NEW YORK NY 10025  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Talkspace, Inc. [ TALK ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 05/09/2022	
	4. 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 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/09/2022		A		1,650,000 <sup>(1)</sup>	A	\$0.00	1,665,384	D	
Common Stock								1,273,690	D <sup>(2)</sup>	
Common Stock								1,000,756	I	By Braunstein 2015 Trust <sup>(2)</sup>
Common Stock								11,340,600	I	See Footnotes <sup>(3)(4)</sup>

**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 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)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option	\$1.22	05/09/2022		A		640,000		(5)	05/09/2032	Common Stock	640,000	\$0.00	640,000	D	

**Explanation of Responses:**

- Consists of restricted stock units ("RSUs") awarded to Douglas L. Braunstein in connection with his service as interim Chief Executive Officer ("interim CEO") of Talkspace, Inc. (the "Company"). Each RSU represents a contingent right to receive one share of the Company's common stock. The RSUs vest with respect to 50% of the underlying shares on May 15, 2022, and, with respect to the remaining 50% of the underlying shares, in six equal monthly installments on each of the first six monthly anniversaries of May 15, 2022, subject to Mr. Braunstein's continued service as interim CEO through the applicable vesting date.
- These securities are jointly held by Mr. Braunstein and Samara Braunstein.
- Hudson Executive Capital LP ("Hudson Executive"), as the investment adviser to certain affiliated investment funds, may be deemed to be the beneficial owner of the securities reported on this Form 4 (the "Subject Securities") for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934 (the "Exchange Act"). HEC Management GP LLC ("Management GP"), as the general partner of Hudson Executive, may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a) under the Exchange Act. By virtue of Mr. Braunstein's position as Managing Partner of Hudson Executive and Managing Member of Management GP, Mr. Braunstein may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a) under the Exchange Act.
- Mr. Braunstein disclaims any beneficial ownership of any of the Subject Securities, except to the extent of any pecuniary interest therein.
- The stock option vests and becomes exercisable with respect to 50% of the underlying shares on May 15, 2022 and, with respect to the remaining 50% of the underlying shares, in six equal monthly installments on each of the first six monthly anniversaries of May 15, 2022, subject to Mr. Braunstein's continued service as interim CEO through the applicable vesting date.

**Remarks:**

Excludes securities beneficially owned by Samara Braunstein. Interim Chief Executive Officer

By: /s/ John Reilly, Attorney-in-fact for Douglas L. Braunstein 05/11/2022

\*\* 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.