

**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>  3. Date of Earliest Transaction (Month/Day/Year) 12/01/2023  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)  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
Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> 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.		

**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	12/01/2023		A <sup>(1)</sup>		78,335	A	\$2.04	1,911,751	D	
Common Stock	12/01/2023		A <sup>(2)</sup>		22,038	A	\$2.04	1,933,789	D	
Common Stock								1,273,690	D <sup>(3)</sup>	
Common Stock								1,000,756	I	By Braunstein 2015 Trust <sup>(3)</sup>
Common Stock								11,340,600	I	See Footnotes <sup>(4)(5)</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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Consists of restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of Talkspace, Inc. common stock. The RSUs vest in full on the earlier to occur of (i) the one-year anniversary of December 1, 2023 and (ii) the date of the next Annual Meeting following the grant date, subject to continued service through the applicable vesting date.
- Consists of restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of Talkspace, Inc. common stock. The RSUs vested in full on the grant date, December 1, 2023.
- 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.

By: /s/ John Reilly, Attorney-in-fact for Douglas L Braunstein 12/07/2023

\*\* 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.