

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <u>Reilly John Charles</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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>General Counsel and Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/01/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3A. 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	12/01/2021		J <sup>(1)</sup>		1,475	D	\$2.13	318,079	D	
Common Stock	02/04/2022		M		39,075	A	\$1.21	357,154	D	
Common Stock	02/05/2022		M		20,083	A	\$1.22	377,237	D	
Common Stock	03/01/2022		A		164,239 <sup>(2)</sup>	A	\$0.00	541,476	D	
Common Stock	03/01/2022		J <sup>(1)</sup>		1,360	D	\$1.61	540,116	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 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
Employee Stock Option	\$1.21	02/04/2022		M		39,075		(3)	08/04/2029	Common Stock	39,075	\$0.00	25,604	D	
Employee Stock Option	\$1.22	02/05/2022		M		20,083		(4)	08/17/2030	Common Stock	20,083	\$0.00	36,623	D	
Employee Stock Option	\$1.61	03/01/2022		A		58,851		(5)	02/28/2032	Common Stock	58,851	\$0.00	58,851	D	

**Explanation of Responses:**

- Represents the number of shares withheld by the issuer to satisfy applicable tax withholding obligations in connection with the vesting of restricted stock units ("RSUs") previously reported.
- Consists of RSUs. Each RSU represents a contingent right to receive one share of Talkspace, Inc. common stock. The RSUs vest in 16 substantially equally installments on a quarterly basis, subject to the Reporting Person's continued service with the Company through each vesting date.
- The stock option vested and became exercisable with respect to 25% of the underlying shares on September 1, 2020. The stock option vests and becomes exercisable in 36 equal monthly installments beginning on October 1, 2020.
- The stock option vests and becomes exercisable in 48 equal monthly installments beginning on August 18, 2020.
- The stock option vests in 16 substantially equally installments on a quarterly basis, subject to the Reporting Person's continued service with the Company through each vesting date.

**Remarks:**

By: /s/ John Reilly 03/03/2022  
 \*\* 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.