

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

OMB APPROVAL	
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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>Cohen Jon R</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/01/2022</u>	
	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)	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	12/01/2022 ⁽¹⁾		A ⁽²⁾		1,250,000	A	\$0	1,328,765	D	
Common Stock	12/01/2022 ⁽¹⁾		A ⁽²⁾		1,000,000	A	\$0	2,328,765	D	
Common Stock	03/01/2024		A ⁽²⁾		128,866	A	\$0	2,457,631	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	Amount or Number of Shares				
Stock Options	\$0.86	12/01/2022 ⁽¹⁾		A		500,000		(3)	12/01/2032	Common Stock	500,000	\$0	700,211	D	
Stock Options	\$0.86	12/01/2022 ⁽¹⁾		A		400,000		(3)	12/01/2032	Common Stock	400,000	\$0	1,100,211	D	
Stock Options	\$1.75	03/01/2024		A		214,051		(3)	03/01/2034	Common Stock	214,051	\$0	1,414,262	D	

Explanation of Responses:

- These awards were issued in December 2022, but the reporting person inadvertently failed to file a Form 4 related to the transaction. The reporting person is using this Form 4 to report the grant from 2022 as well as the grant received on March 1, 2024.
- 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 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 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.

By: /s/ John Reilly, Attorney-in-fact for Jon R Cohen 03/05/2024

** 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.