

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> <hr/> (Last) (First) (Middle) <u>C/O CADWALADER, WICKERSHAM & TAFT LLP,</u> <u>200 LIBERTY STREET</u> <hr/> (Street) <u>NEW YORK NY 10281</u> <hr/> (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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/30/2021</u>	
	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	08/30/2021		A		15,384 ⁽¹⁾	A	\$0	15,384	D	
Common Stock								1,273,690	D ⁽²⁾	
Common Stock								1,000,756	I	By Braunstein 2015 Trust ⁽²⁾
Common Stock								10,340,600	I	See footnotes ⁽³⁾⁽⁴⁾⁽⁵⁾

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)		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)					

1. Name and Address of Reporting Person*
Braunstein Douglas L

 (Last) (First) (Middle)
C/O CADWALADER, WICKERSHAM & TAFT LLP,
200 LIBERTY STREET

 (Street)
NEW YORK NY 10281

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Hudson Executive Capital LP

 (Last) (First) (Middle)
C/O CADWALADER, WICKERSHAM & TAFT LLP,
200 LIBERTY STREET

 (Street)
NEW YORK NY 10281

 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
HEC Management GP LLC		
(Last)	(First)	(Middle)
C/O CADWALADER, WICKERSHAM & TAFT LLP,		
200 LIBERTY STREET		
(Street)		
NEW YORK	NY	10281
(City)	(State)	(Zip)

Explanation of Responses:

1. Consists of restricted stock units ("RSUs") awarded to Douglas L. Braunstein in connection with his service as Chairman and Director of Talkspace, Inc. (the "Company"). Each RSU represents a contingent right to receive one share of the Company's common stock. The RSUs vest in four equal annual installments beginning on June 22, 2022. These securities are directly owned by Douglas L. Braunstein. The other Reporting Persons included in this Form 4 do not have beneficial ownership of such securities.
2. These securities are jointly held by Douglas L. Braunstein and Samara Braunstein. The other Reporting Persons included in this Form 4 do not have beneficial ownership of such securities.
3. 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.
4. Each of the Reporting Persons disclaims any beneficial ownership of any of the Subject Securities, except to the extent of any pecuniary interest therein.
5. The Reporting Persons' prior filing on July 2, 2021 incorrectly included 7,640,000 shares of the Company's common stock. As previously reported, the Reporting Persons own warrants to purchase up to 7,640,000 shares of the Company's common stock.

Remarks:

Excludes securities beneficially owned by Samara Braunstein, which are being reported on a separate Form 4 filing by Samara Braunstein.

[HEC Management GP LLC,](#)
[By: /s/ Douglas L. Braunstein,](#) [10/26/2021](#)
[Name: Douglas L. Braunstein,](#)
[Title: Managing Member](#)

[Hudson Executive Capital LP,](#)
[By: HEC Management GP](#)
[LLC, its general partner, By:](#) [10/26/2021](#)
[/s/ Douglas L. Braunstein,](#)
[Name: Douglas L. Braunstein,](#)
[Title: Managing Member](#)

[Douglas L. Braunstein, /s/](#) [10/26/2021](#)
[Douglas L. Braunstein](#)

** 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.