

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>HIRSCHHORN MARK</u>  (Last) (First) (Middle) <u>C/O TALKSPACE, INC.</u> <u>2578 BROADWAY #607</u>  (Street) <u>NEW YORK NY 10025</u>  (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>President, COO and CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/22/2021</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	06/22/2021		A		541,467	A	(1)	541,467	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
Stock Options	\$1.21	06/22/2021		A		646,800		(2)	02/10/2030	Common Stock	646,800	(1)	646,800	D	
Stock Options	\$1.21	06/22/2021		A		1,730,408		(3)	02/10/2030	Common Stock	1,730,408	(1)	1,730,408	D	

**Explanation of Responses:**

- Pursuant to the business combination of Hudson Executive Investment Corp. and Groop Internet Platform, Inc. (d/b/a Talkspace) ("Legacy Talkspace"), each share of Legacy Talkspace outstanding common and preferred stock was automatically converted into the right to receive a combination of cash and a number shares of the Issuer's Common Stock based on a 1-to-1.1341 exchange ratio (the "Exchange Ratio") in accordance with the merger agreement governing the business combination. In addition, each outstanding Legacy Talkspace stock option was automatically converted into a corresponding stock option of the Issuer based on the Exchange Ratio and with the same terms and vesting conditions as the Legacy Talkspace equity awards.
- The stock option is currently vested and fully exercisable.
- The stock option vested and became exercisable with respect to 25% of the underlying shares on February 10, 2021. The remainder of the stock options will vest in 36 equal monthly installments beginning on March 10, 2021.

**Remarks:**

By: /s/ John Reilly, Attorney-in-fact 06/24/2021

\*\* 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.