

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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>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 _____ Officer (give title below) _____ Other (specify below) _____ <input checked="" type="checkbox"/> General Counsel and Secretary | | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) 06/22/2021 | | | | | |
| | | | 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 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 | 06/22/2021 | | A | | 189,887 | A | (1) | 189,887 | 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 | \$1.22 | 06/22/2021 | | A | | 56,706 | | (2) | 08/17/2030 | Common Stock | 56,706 | (1) | 56,706 | D | |
| Stock Options | \$1.21 | 06/22/2021 | | A | | 64,679 | | (3) | 08/04/2029 | Common Stock | 64,679 | (1) | 64,679 | D | |
| Stock Options | \$0.39 | 06/22/2021 | | A | | 67,792 | | (4) | 02/28/2027 | Common Stock | 67,792 | (1) | 67,792 | 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 vests and becomes exercisable in 48 equal monthly installments beginning on August 18, 2020.
- 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 is currently vested and fully exercisable.

Remarks:

/s/ John Reilly

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.