

| 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*<br><u>Frank Roni</u><br><br>(Last) (First) (Middle)<br>C/O TALKSPACE, INC.<br>2578 BROADWAY #607<br><br>(Street)<br>NEW YORK NY 10025<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Talkspace, Inc. [ TALK ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Head of Clinical Services</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>06/22/2021                 |   |
| 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) | 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |  |
| Common Stock                    | 06/22/2021                           |  | A                              |   | 474,719   | A          | (1)   | 474,719   | I  | By Roni Frank 2018 Trust                     |
| Common Stock                    | 06/22/2021                           |  | A                              |   | 1,267,726   | A          | (1)   | 1,267,726   | 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                              | \$1.22   | 06/22/2021                           |  | A                              |   | 226,827  |     | (2)  | 08/17/2030      | Common Stock  | 226,827                    | (1)  | 226,827  | D   |  |
| Stock Options                              | \$0.51   | 06/22/2021                           |  | A                              |   | 834,144  |     | (3)  | 10/16/2027      | Common Stock  | 834,144                    | (1)  | 834,144  | D   |  |
| Stock Options                              | \$0.23   | 06/22/2021                           |  | A                              |   | 628,399  |     | (4)  | 01/14/2026      | Common Stock  | 628,399                    | (1)  | 628,399  | D   |  |
| Stock Options                              | \$1.21   | 06/22/2021                           |  | A                              |   | 646,802  |     | (5)  | 08/04/2029      | Common Stock  | 646,802                    | (1)  | 646,802  | D   |  |
| Stock Options                              | \$0.39   | 06/22/2021                           |  | A                              |   | 571,810  |     | (4)  | 08/31/2026      | Common Stock  | 571,810                    | (1)  | 571,810  | 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 vests and becomes exercisable in 48 equal monthly installments beginning on August 31, 2017.
- The stock option is fully vested and currently exercisable.
- The stock option vests and becomes exercisable in 48 equal monthly installments beginning on September 1, 2019.

**Remarks:**

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

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.

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