

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

**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>Boyd Erin</u> <hr/> (Last) (First) (Middle) <u>C/O TALKSPACE, INC.</u> <u>2578 BROADWAY #607</u> <hr/> (Street) <u>NEW YORK NY 10025</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) Director <input type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Chief Growth Officer</u>	
			3. Date of Earliest Transaction (Month/Day/Year) <u>10/18/2021</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	10/18/2021		A		10,000 <sup>(1)(2)</sup>	A	\$0.00	10,000	D	
Common Stock	03/01/2022		A		127,153 <sup>(1)(3)</sup>	A	\$0.00	137,153	D	
Common Stock	06/02/2022		F <sup>(4)</sup>		2,150	D	\$0.00	135,003	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
Employee Stock Option	\$3.65	10/18/2021		A		40,000		<sup>(5)</sup>	10/17/2031	Common Stock	40,000	\$0.00	40,000	D	
Employee Stock Option	\$1.61	03/01/2022		A		45,563		<sup>(6)</sup>	02/28/2032	Common Stock	45,563	\$0.00	45,563	D	

**Explanation of Responses:**

- Consists of restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of Talkspace, Inc. (the "Company") common stock.
- The RSUs vest (i) as to 25% of the underlying shares on the one year anniversary of the vesting start date and (ii) as to the remaining 75% in 12 substantially equal installments on a quarterly basis thereafter, subject to the Reporting Person's continued service with the Company through each such vesting date.
- The RSUs vest in 16 substantially equal installments on a quarterly basis, subject to the Reporting Person's continued service with the Company through each vesting date.
- Represents the number of shares withheld by the Company to satisfy applicable tax withholding obligations in connection with the vesting of RSUs reported in this Form 4.
- The stock option vests and becomes exercisable (i) as to 25% of the underlying shares on the one year anniversary of the vesting start date and (ii) as to the remaining 75% in 12 substantially equal installments on a quarterly basis thereafter, subject to the Reporting Person's continued service with the Company through each vesting date.
- The stock option vests and becomes exercisable in 16 substantially equal installments on a quarterly basis, subject to the Reporting Person's continued service with the Company through each vesting date.

**Remarks:**

By: /s/ John Reilly, Attorney-in-fact for Erin Boyd 06/10/2022

\*\* 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.