SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287

0.5

Estimated average burden

hours per response:

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

1	dress of Reporting	Person [*]	2. Issuer Name and Ticker or Trading Symbol Accolade, Inc. [ACCD]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
SINGH RAJEEV				X Director 10% Owner					
(Last) C/O ACCOL	(First) ADE, INC.	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/16/2022	X Officer (give title Other (specify below) below) Chief Executive Officer					
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
SEATTLE	WA	98101		X Form filed by One Reporting Person					
(City)	(State)	(Zip)	—	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)		3. Transaction Code (Instr. 8)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	11/16/2022		М		933	A	(1)	152,745	D	
Common Stock	11/17/2022		S ⁽²⁾		239	D	\$8.588	152,506	D	
Common Stock								651,619	Ι	By Avanti Holdings, LLC ⁽³⁾

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. Transa Code (8)		of Expi		Expiration Da	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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				
Restricted Stock Units	(4)	11/16/2022		М			933	(5)	(5)	Common Stock	933	(4)	28,918	D	

Explanation of Responses:

1. The Reporting Person was granted restricted stock units ("RSUs"), which represent a contingent right to receive one share of Common Stock for each RSU. 25% of the RSUs vested on June 16, 2022, and additional RSUs will vest monthly thereafter provided that the Reporting Person remains in continuous service on each vesting date. Unless otherwise provided, on each vesting date shares of Common Stock will automatically be sold to satisfy the Reporting Person's tax withholding obligations in a non-discretionary transaction.

2. The sale reported on this Form 4 represents shares sold by the Reporting Person to cover tax withholding obligations in connection with the vesting and settlement of RSUs. The sale was to satisfy tax withholding obligations to be funded by a "mandatory sell to cover" transaction and does not represent a discretionary transaction by the Reporting Person.

3. The Reporting Person is a partner of Avanti Holdings, LLC and has voting and investment power with respect to the securities held by Avanti Holdings, LLC.

4. Each RSU represents a contingent right to receive one share of the Issuer's Common Stock.

5. The shares subject to this RSU shall vest at a rate of twenty-five percent of the total number of shares on the one-year anniversary of June 16, 2021 (the "June 2021 Vesting Commencement Date") and 1/48th of the total number of shares each monthly anniversary of the June 2021 Vesting Commencement Date thereafter for so long as the Reporting Person provides continuous service to the Issuer, such that the total number of shares shall be fully vested on the four-year anniversary of the June 2021 Vesting Commencement Date.

/s/ Richard Eskew, Attorney-	11/18/2022				
in-Fact	11/10/2022				
** Signature of Reporting Person	Date				

** Signature of Reporting Person

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.