

# HEALTHCARE SERVICES GROUP INC

Reported by  
**WAHL THEODORE**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/04/18 for the Period Ending 11/15/17

Address	3220 TILLMAN DRIVE SUITE 300 BENSALEM, PA, 19020
Telephone	2159381661
CIK	0000731012
Symbol	HCSG
SIC Code	8050 - Services-Nursing and Personal Care Facilities
Industry	Business Support Services
Sector	Industrials
Fiscal Year	12/31

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
WAHL Theodore		HEALTHCARE SERVICES GROUP INC [ HCSG ]		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>President &amp; CEO</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
3220 TILLMAN DRIVE, SUITE 300		11/15/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
BENSALEM, PA 19020				<input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	11/15/2017		G		1450	A	\$49.77	115161	D	
Common Stock	11/15/2017		G		528	A	\$49.77	85064	I	Held by spouse
Common Stock	11/15/2017		G		1584	A	\$49.77	30002	I	Held by minor child
Common Stock	12/29/2017		G		200	D	\$52.72	84864 (1)	I	Held by spouse
Common Stock	1/2/2018		A		637 (2)	A	\$33.29	115798	D	
Common Stock	1/4/2018		M		6000	A	\$52.06	121798	D	
Common Stock	1/4/2018		F		1710	D	\$52.06	120088 (1)	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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 Option (right to buy)	\$52.06	1/4/2018		A		50000		(3)	1/4/2028	Common Stock	50000.0	\$0	50000	D	
Restricted Stock Units	(4)	1/4/2018		A		30000		(5)	(5)	Common Stock	30000.0	\$0	30000	D	
Restricted Stock Units	(4)	1/4/2018		M			6000	(6)	(6)	Common Stock	6000.0	\$0	24000	D	
Phantom Stock	(4)	1/3/2018		A		715 (7)		(8)	(8)	Common Stock	715.0	\$52.72	11126 (7)	D	

**Explanation of Responses:**

- (1) Total Direct and Indirect Beneficial Ownership by Reporting Person is 234,954.
- (2) Acquired by the Reporting Person through participation in the Healthcare Services Group, Inc. Employee Stock Purchase Plan.
- (3) These options shall vest and become exercisable at the rate of 20% annually, commencing on the first anniversary of the January 4, 2018 grant date.
- (4) Shares issued at the conversion rate of 1-for-1.
- (5) These Restricted Stock Units shall vest at the rate of 20% annually, commencing on the first anniversary of the January 4, 2018 grant date.
- (6) These Restricted Stock Units shall vest at the rate of 20% annually, commencing on the first anniversary of the January 4, 2017 grant date.
- (7) Acquired pursuant to an Issuer contribution under the Healthcare Services Group, Inc. Deferred Compensation Plan.
- (8) Shares of Phantom Stock are payable in-kind following termination of the Reporting Person's employment with Issuer.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>WAHL Theodore</b> <b>3220 TILLMAN DRIVE</b> <b>SUITE 300</b> <b>BENSALEM, PA 19020</b>	<b>X</b>		<b>President &amp; CEO</b>	

**Signatures**/s/ John C. Shea, by Power of Attorney1/4/2018

\*\*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 control number.

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each of John Shea and Michael Harrity signing singly, as the undersigned's true and lawful attorneys-in-fact to:

- 1) execute for and on behalf of the undersigned Forms 3, 4 and 5 in accordance with Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") relating to Healthcare Services Group, Inc. (the "Company");
- 2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- 3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or each such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned acknowledges that such attorney-in-fact is not assuming: (i) any liability for the undersigned's responsibility to comply with the requirements of the Act; (ii) any liability of the undersigned for any failure to comply with such requirements; or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10th day of July, 2012.

Signature /s/ Theodore Wahl

Print Name Theodore Wahl