

| 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>Barnes Stephen H.</u> |           |              | 2. Issuer Name and Ticker or Trading Symbol<br><u>Accolade, Inc. [ ACCD ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director _____ 10% Owner _____<br>Officer (give title below) <input checked="" type="checkbox"/> Chief Financial Officer Other (specify below) _____ |  |  |  |
| (Last)   | (First)   | (Middle)     | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>06/29/2022</u>         |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person   |  |  |  |
| C/O ACCOLADE, INC.<br>1201 THIRD AVENUE, SUITE 1700                  |           |              | 4. If Amendment, Date of Original Filed (Month/Day/Year)                      |  |  |   |  |  |  |
| (Street)   | (City)    | (State)      | (Zip)   |  |  |   |  |  |  |
| <u>SEATTLE</u>   | <u>WA</u> | <u>98101</u> |   |  |  |   |  |  |  |

**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 |   |  |   |
| <u>Common Stock</u>             |                                      |  |                                |   |   |            |       | <u>71,189</u>   | <u>D</u>   |   |

**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 |
| <u>Stock Option (Right to Buy)</u>         | <u>\$8.03</u>  | <u>06/29/2022</u>                    |  | <u>A</u>                       |   | <u>56,280</u>  |     | <u>(1)</u>   | <u>06/28/2032</u> | <u>Common Stock</u>   | <u>56,280</u>                              | <u>\$8.03</u>  | <u>56,280</u>   | <u>D</u>   |       |
| <u>Restricted Stock Units</u>              | <u>(2)</u>   | <u>06/29/2022</u>                    |  | <u>A</u>                       |   | <u>27,720</u>  |     | <u>(3)</u>   | <u>(3)</u>        | <u>Common Stock</u>   | <u>27,720</u>                              | <u>(2)</u>   | <u>27,720</u>   | <u>D</u>   |       |

**Explanation of Responses:**

1. The shares subject to this option shall vest at a rate of one-third of the total number of shares on the one-year anniversary of June 10, 2022 (the "June 2022 Vesting Commencement Date") and 1/36th of the total number of shares each monthly anniversary of the June 2022 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 three-year anniversary of the June 2022 Vesting Commencement Date.

2. Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's Common Stock.

3. The shares subject to this RSU shall vest at a rate of one-third of the total number of shares on the one-year anniversary of June 10, 2022 (the "June 2022 RSU Vesting Commencement Date") and 1/36th of the total number of shares each monthly anniversary of the June 2022 RSU 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 three-year anniversary of the June 2022 RSU Vesting Commencement Date.

/s/ Richard Eskew, Attorney-in-Fact 07/01/2022

\*\* 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.