

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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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* <u>Eskew Richard</u> (Last) (First) (Middle) <u>C/O ACCOLADE, INC.</u> <u>1201 THIRD AVENUE, SUITE 1700</u> (Street) <u>SEATTLE WA 98101</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/03/2023</u>	3. Issuer Name and Ticker or Trading Symbol <u>Accolade, Inc. [ACCD]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP General Counsel</u>	5. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>19,281</u>	<u>D</u>	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Restricted Stock Units</u>	<u>(1)</u>	<u>(1)</u>	<u>Common Stock</u>	<u>10,495</u>	<u>(2)</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(3)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>18,750</u>	<u>(2)</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(4)</u>	<u>12/20/2028</u>	<u>Common Stock</u>	<u>20,000</u>	<u>6.55</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(5)</u>	<u>04/26/2027</u>	<u>Common Stock</u>	<u>10,250</u>	<u>4.2</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(6)</u>	<u>05/02/2028</u>	<u>Common Stock</u>	<u>20,000</u>	<u>4.7</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(7)</u>	<u>06/09/2032</u>	<u>Common Stock</u>	<u>20,000</u>	<u>6.27</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(8)</u>	<u>06/15/2031</u>	<u>Common Stock</u>	<u>12,438</u>	<u>53.38</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(9)</u>	<u>06/16/2030</u>	<u>Common Stock</u>	<u>36,827</u>	<u>17.5</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(10)</u>	<u>06/24/2029</u>	<u>Common Stock</u>	<u>12,000</u>	<u>9.6</u>	<u>D</u>	

Explanation of Responses:

1. The shares subject to this RSU shall vest at a rate of twenty-five percent of the total number of shares on the first anniversary of June 1, 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 remains in service with 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.

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

3. The shares subject to this RSU shall vest over a two-year period commencing June 1, 2022 (the "June 2022 Vesting Commencement Date"), as follows: (1) in the first year following the June 2022 Vesting Commencement Date, 1/8th of the total number of shares each quarter following the June 2022 Vesting Commencement Date, and (2) in the second year following the June 2022 Vesting Commencement Date, 1/24th of the total number of shares each month of such second year of vesting, in each case for so long as the Reporting Person remains in service with the Issuer, such that the total number of shares shall be fully vested on the two-year anniversary of the June 2022 Vesting Commencement Date.

4. The shares subject to this option shall vest at a rate of twenty-five percent of the total number of shares on the one-year anniversary of December 21, 2018 (the "December 2018 Vesting Commencement Date") and 1/48th of the total number of shares each monthly anniversary of the December 2018 Vesting Commencement Date thereafter for so long as the Reporting Person remains in service with the Issuer, such that the total number of shares shall be fully vested on the four-year anniversary of the December 2018 Vesting Commencement Date.

5. The shares subject to this option (including 7,250 shares previously exercised) shall vest at a rate of twenty-five percent of the total number of shares on the one-year anniversary of April 26, 2017 (the "April 2017 Vesting Commencement Date") and 1/48th of the total number of shares each monthly anniversary of the April 2017 Vesting Commencement Date thereafter for so long as the Reporting Person remains in service with the Issuer, such that the total number of shares shall be fully vested on the four-year anniversary of the April 2017 Vesting Commencement Date.

6. The shares subject to this option shall vest at a rate of twenty-five percent of the total number of shares on the one-year anniversary of May 3, 2018 (the "May 2018 Vesting Commencement Date") and 1/48th of the total number of shares each monthly anniversary of the May 2018 Vesting Commencement Date thereafter for so long as the Reporting Person remains in service with the Issuer, such that the total number of shares shall be fully vested on the four-year anniversary of the May 2018 Vesting Commencement Date.
7. The shares subject to this option shall vest over a two-year period commencing June 1, 2022 (the "June 2022 Vesting Commencement Date"), as follows: (1) in the first year following the June 2022 Vesting Commencement Date, 1/8th of the total number of shares each quarter following the June 2022 Vesting Commencement Date, and (2) in the second year following the June 2022 Vesting Commencement Date, 1/24th of the total number of shares each month of such second year of vesting, in each case for so long as the Reporting Person remains in service with the Issuer, such that the total number of shares shall be fully vested on the two-year anniversary of the June 2022 Vesting Commencement Date.
8. The shares subject to this option shall vest at a rate of twenty-five percent of the total number of shares on the one-year anniversary of June 1, 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 remains in service with 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.
9. The shares subject to this option shall vest at a rate of twenty-five percent of the total number of shares on the one-year anniversary of June 17, 2020 (the "June 2020 Vesting Commencement Date") and 1/48th of the total number of shares each monthly anniversary of the June 2020 Vesting Commencement Date thereafter for so long as the Reporting Person remains in service with the Issuer, such that the total number of shares shall be fully vested on the four-year anniversary of the June 2020 Vesting Commencement Date.
10. The shares subject to this option shall vest at a rate of twenty-five percent of the total number of shares on the one-year anniversary of June 1, 2019 (the "June 2019 Vesting Commencement Date") and 1/48th of the total number of shares each monthly anniversary of the June 2019 Vesting Commencement Date thereafter for so long as the Reporting Person remains in service with the Issuer, such that the total number of shares shall be fully vested on the four-year anniversary of the June 2019 Vesting Commencement Date.

/s/ Richard Eskew

04/05/2023

** 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 5 (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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