

**INITIAL STATEMENT OF 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

OMB APPROVAL	
OMB Number:	3235-0104
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1. Name and Address of Reporting Person* <u>Bapty Brian</u> <hr/> (Last) (First) (Middle) HELIUS MEDICAL TECHNOLOGIES, INC. SUITE 400, UNIVERSITY DRIVE <hr/> (Street) NEWTOWN PA 18940 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/02/2015	3. Issuer Name and Ticker or Trading Symbol <u>HELIUS MEDICAL TECHNOLOGIES, INC. [ HSDT ]</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) <p style="text-align: center;">Vice President</p>	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)
Class A Common Stock, Without Par Value	282,700	D	

**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				
Stock Option (Right to Buy)	(1)	10/28/2020	Class A Common Stock 400,000	0.7 <sup>(2)</sup>	D	
Stock Option (Right to Buy)	(3)	07/14/2017	Class A Common Stock 100,000	1.92 <sup>(4)</sup>	D	

**Explanation of Responses:**

- Sixteen percent of the shares subject to this option vested on October 28, 2015 and the remaining shares will vest in equal amounts on each of April 28, 2016, October 28, 2016, April 28, 2017, October 28, 2017, April 28, 2018, and October 28, 2018.
- Translated into U.S. dollars from Canadian dollars based on the noon buying rate from the Federal Reserve Bank of USD\$1.00 = CAD\$1.3149 on October 28, 2015, based on an option exercise price of CAD\$0.84.
- The shares subject to this option vested in four equal installments on July 14, 2014, September 30, 2014, December 31, 2014 and March 31, 2015.
- Translated into U.S. dollars from Canadian dollars based on the noon buying rate from the Federal Reserve Bank of USD\$1.00 = CAD\$1.3149 on October 28, 2015, based on an option exercise price of CAD\$2.52.

**Remarks:**

Exhibit 24 - Power of Attorney

Louis Rambo, Attorney-in-Fact

11/12/2015

\*\* 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.

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.

LIMITED POWER OF ATTORNEY FOR  
SECTION 16 REPORTING PURPOSES

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Philippe Deschamps, Amanda Tseng, Trevor Chaplick, Frank Zarb, Ori

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Helius Medical Technologies, Inc. (the "Company"),
- (2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third par
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete and execute any such Form 3, 4 or
- (4) 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

The undersigned hereby gives and grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite,

The undersigned hereby acknowledges that (a) the foregoing attorneys-in-fact are serving in such capacity at the request of the undersigned; (b) this Limited Power

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

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 29th day of October, 2015.

/s/ Brian Bapty  
Brian Bapty