

Fritch Herbert A  
Form 4  
January 04, 2010

**FORM 4**

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

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Fritch Herbert A

(Last) (First) (Middle)  
9009 CAROTHERS  
PARKWAY, SUITE 501  
(Street)

FRANKLIN, TN 37067

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
HealthSpring, Inc. [HS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/31/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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) | 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 (1) (2) (3)                                     |
| Common Stock                    | 12/31/2009                           |  | J(1)(2)(3)                     |   | 150,000   | D  | 3,621,290   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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

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| 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Forward sale contract (obligation to sell) | (1) (2) (3)  | 12/31/2009                           |  | J(1)(2)(3)                     | 150,000   | 12/31/2009 12/31/2009                                    | Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| Fritch Herbert A<br>9009 CAROTHERS PARKWAY<br>SUITE 501<br>FRANKLIN, TN 37067 | X             |           | Chairman & CEO |       |

## Signatures

/s/ Herbert A. Fritch  
01/04/2010  
 \*\*Signature of Reporting Person                      Date

## Explanation of Responses:

- \* 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).
- On December 31, 2009, the reporting person settled a prepaid variable forward sale contract that was entered into on June 17, 2008 with an unaffiliated third party buyer. The contract obligated the reporting person to deliver to the buyer up to 150,000 shares of HealthSpring, Inc. (the "Company") common stock (or, at the reporting person's election, an equivalent amount of cash based on the market price of Company common stock at that time) on the settlement date of the contract (December 31, 2009). In exchange for assuming this obligation, the reporting person received a cash payment of \$2,287,956.15 as of the date of entering into the contract. The reporting person pledged 150,000 shares of Company common stock (the "Pledged Shares") to secure his obligations under the contract, and retained dividend and voting rights in the Pledged Shares during the term of the pledge.
- The number of shares of Company common stock the reporting person delivered to the buyer on the settlement date was to be determined under the sale contract as follows: (a) if the price of a share of Company common stock on December 28, 2009 (the "Final Price") was less than \$18.23 (the "Floor Strike Price"), the reporting person was required to deliver to the buyer all of the Pledged Shares; (b) if the Final Price was between the Floor Strike Price and \$25.522 (the "Cap Strike Price"), the reporting person was required to deliver to the buyer a number of shares of Company common stock having a value (based on the Final Price) equal to \$2,734,500; and (c) if the Final Price was greater than the Cap Strike Price, the reporting person was required to deliver to the buyer a number of shares of Company common stock calculated using the following formula: [(Floor Strike Price/Final Price) + ((Final Price - Cap Strike Price)/Final Price)] X 150,000.
- (1) Company common stock at that time) on the settlement date of the contract (December 31, 2009). In exchange for assuming this obligation, the reporting person received a cash payment of \$2,287,956.15 as of the date of entering into the contract. The reporting person pledged 150,000 shares of Company common stock (the "Pledged Shares") to secure his obligations under the contract, and retained dividend and voting rights in the Pledged Shares during the term of the pledge.
  - (2) The number of shares of Company common stock the reporting person delivered to the buyer on the settlement date was to be determined under the sale contract as follows: (a) if the price of a share of Company common stock on December 28, 2009 (the "Final Price") was less than \$18.23 (the "Floor Strike Price"), the reporting person was required to deliver to the buyer all of the Pledged Shares; (b) if the Final Price was between the Floor Strike Price and \$25.522 (the "Cap Strike Price"), the reporting person was required to deliver to the buyer a number of shares of Company common stock having a value (based on the Final Price) equal to \$2,734,500; and (c) if the Final Price was greater than the Cap Strike Price, the reporting person was required to deliver to the buyer a number of shares of Company common stock calculated using the following formula: [(Floor Strike Price/Final Price) + ((Final Price - Cap Strike Price)/Final Price)] X 150,000.
  - (3) On December 28, 2009, the Final Price was less than \$18.23. Accordingly, the reporting person transferred all of the Pledged Shares to the buyer.

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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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