

HealthSpring, Inc.
Form 4
November 05, 2007

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 *
NOLAN JOSEPH P

(Last) (First) (Middle)

C/O GTCR GOLDR RAUNER,
L.L.C., SEARS TOWER #6100

(Street)

CHICAGO, IL 60606-6402

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/01/2007

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)

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 | |
| Common Stock | 11/01/2007 | | J | | 2,256,913 | D | \$ 0 0 | I (1) (2) See footnotes |
| Common Stock | 11/01/2007 | | J | | 396,077 | D | \$ 0 0 | I (1) (3) See footnotes |
| Common Stock | 11/01/2007 | | J | | 12,045 | D | \$ 0 0 | I (1) (4) See footnotes |
| Common Stock | 11/01/2007 | | J | | 25,513 | A | \$ 0 25,513 | D (5) |
| Common Stock | 11/01/2007 | | J | | 26,238 | A | \$ 0 26,238 | I (6) ByTrust |

| | | | |
|--------------|-------|--------------|--------------|
| Common Stock | 2,500 | I <u>(7)</u> | See footnote |
|--------------|-------|--------------|--------------|

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

NOLAN JOSEPH P
C/O GTCR GOLDR RAUNER, L.L.C.
SEARS TOWER #6100
CHICAGO, IL 60606-6402

X

Signatures

/s/ Thomas N. Blanchard under Power of Attorney

11/05/2007

__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).

The reporting person expressly disclaims beneficial ownership of the shares reported herein, except to the extent of his pecuniary interest therein. The filing of this form shall not be deemed an admission that the reporting person is, for Section 16 purposes or otherwise, the beneficial owner of such shares.

(2)

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GTCR Fund VIII, L.P. ("Fund VIII") is the direct beneficial owner of these shares. GTCR Partners VIII, L.P. ("Partners VIII") is the general partner of Fund VIII and GTCR Golder Rauner II, L.L.C. ("GTCR II") is the general partner of Partners VIII. As such, Partners VIII and GTCR II may be deemed to be beneficial owners of these shares. GTCR II is managed by its members. The reporting person is a member of Partners VIII and GTCR II and may be deemed to have an indirect pecuniary interest in the shares reported in Table I owned by Fund VIII to the extent of the reporting person's indirect proportionate interest in Fund VIII. The reported transaction reflects the pro rata distribution of all of the shares held by Fund VIII to its partners.

- (3) GTCR Fund VIII/B, L.P. ("Fund VIII/B") is the direct beneficial owner of these shares. Partners VIII is the general partner of Fund VIII/B and GTCR II is the general partner of Partners VIII. As such, Partners VIII and GTCR II may be deemed to be beneficial owners of these shares. GTCR II is managed by its members. The reporting person is a member of Partners VIII and GTCR II and may be deemed to have an indirect pecuniary interest in the shares reported in Table I owned by Fund VIII/B to the extent of the reporting person's indirect proportionate interest in Fund VIII/B. The reported transaction reflects the pro rata distribution of all of the shares held by Fund VIII/B to its partners.

- (4) GTCR Co-Invest II, L.P. ("Co-Invest II") is the direct beneficial owner of these shares. GTCR II is the general partner of Co-Invest II. As such, GTCR II may be deemed to be the beneficial owner of these shares. GTCR II is managed by its members. The reporting person is a member of GTCR II and may be deemed to have an indirect pecuniary interest in the shares reported in Table I owned by Co-Invest II to the extent of the reporting person's indirect proportionate interest in Co-Invest II. The reported transaction reflects the pro rata distribution of all of the shares held by Co-Invest II to its partners.

- (5) Reflects shares received by the reporting person and the trust described in footnote (6) below on account of the pro rata distributions to their respective partners by Fund VIII, Fund VIII/B and Co-Invest II and their respective general partners.
- (6) Reflects shares received by a trust for which the reporting person may be deemed to be the beneficial owner. The filing of this form shall not be deemed an admission that the reporting person is, for Section 16 purposes or otherwise, the beneficial owner of such shares.

- (7) Such shares of restricted common stock were issued to each non-employee director upon completion of the initial public offering. The restrictions with respect to such shares lapsed on February 8, 2007. Such shares are held on behalf of GTCR Partners VIII, L.P. by the reporting person. The reporting person has no pecuniary interest in such shares, except to the extent of his proportionate pecuniary interest in GTCR Partners VIII, L.P.

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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