

GTCR PARTNERS VIII L P
Form 3
February 02, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| GTCR FUND VIII/B L P | | (Month/Day/Year) | HealthSpring, Inc. [HS] | |
| (Last) | (First) | (Middle) | 02/02/2006 | |
| C/O GTCR GOLDR RAUNER, L.L.C., SEARS TOWER #6100 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| CHICAGO, IL | | 60606-6402 | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input checked="" 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) |
|------------------------------------|--|---|--|
| Common Stock | 5,201,700 ⁽¹⁾ ⁽²⁾ | D | |

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

SEC 1473 (7-02)

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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) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|-----------------|------------------|-----------------|----------------------------|----------------------------|
| Preferred Stock | Â (3) | Â (3) | Common Stock (2) (4) | \$ (4) D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GTCR FUND VIII/B L P C/O GTCR GOLDER RAUNER, L.L.C. SEARS TOWER #6100 CHICAGO, IL 60606-6402 | Â | Â X | Â | Â |
| GTCR PARTNERS VIII L P C/O GTCR GOLDER RAUNER, L.L.C. SEARS TOWER #6100 CHICAGO, IL 60606-6402 | Â | Â X | Â | Â |
| GTCR GOLDER RAUNER II LLC C/O GTCR GOLDER RAUNER, L.L.C. SEARS TOWER #6100 CHICAGO, IL 60606-6402 | Â | Â X | Â | Â |

Signatures

| | |
|--|------------|
| /s/ Thomas N. Blanchard under Powers of Attorney attached hereto | 02/01/2006 |
| __Signature of Reporting Person | Date |
| /s/ Thomas N. Blanchard under Powers of Attorney attached hereto | 02/01/2006 |
| __Signature of Reporting Person | Date |
| /s/ Thomas N. Blanchard under Powers of Attorney attached hereto | 02/01/2006 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * 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).
- (1) Does not give effect to a one-for-two reverse common stock split effective immediately prior to the closing of the initial public offering. GTCR Fund VIII/B, L.P. ("Fund VIII/B") is the direct beneficial owner of the shares reported in Tables I and II. GTCR Partners VIII, L.P. ("Partners VIII") is the general partner of Fund VIII/B and GTCR Golder Rauner II, L.L.C. ("GTCR II") is the general partner of
 - (2) Partners VIII. As such, Partners VIII and GTCR II may be deemed to be beneficial owners of the shares reported in Tables I and II. The filing of this form shall not be deemed an admission that Partners VIII or GTCR II is, for Section 16 purposes or otherwise, the beneficial owner of such shares.
 - (3) The Preferred Stock is convertible upon closing of the initial public offering of Common Stock.
 - (4) The reporting person currently holds 19,405.118 shares of Preferred Stock. Each share of Preferred Stock is convertible into the number of shares of Common Stock obtained by dividing (1) the sum of (a) \$1,000 and (b) any accrued and unpaid dividends through the day

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immediately prior to the closing date of the initial public offering by (2) the per share initial public offering price of the Common Stock.

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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