NOLAN JOSEPH P

Form 4

February 10, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

_X__ 10% Owner

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

(Last)

may continue.

Check this box

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 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * **NOLAN JOSEPH P**

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

HealthSpring, Inc. [HS]

3. Date of Earliest Transaction (Month/Day/Year) 02/08/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

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

Officer (give title __ Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

_X__ Director

X Form filed by One Reporting Person Form filed by More than One Reporting

CHICAGO, IL 60606-6402

(City)	(State)	(Zip) 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) ctionor Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	02/08/2006		C	6,110,492	A	(1)	20,930,542	I (2) (3)	See footnotes	
Common Stock	02/08/2006		S	9,332,394	D	\$ 19.5	11,598,148	I (2) (3)	See footnotes	
Common Stock	02/08/2006		C	1,072,363	A	<u>(1)</u>	3,673,213	I (2) (4)	See footnotes	
Common Stock	02/08/2006		S	1,637,794	D	\$ 19.5	2,035,419	I (2) (4)	See footnotes	
Common Stock	02/08/2006		C	32,613	A	<u>(1)</u>	111,713	I (2) (5)	See footnotes	

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Common Stock	02/08/2006	S	49,812	D	\$ 19.5	61,901	I (2) (5)	See footnotes
Common Stock	02/08/2006	A	2,500	A	<u>(6)</u>	2,500	D (7)	

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 onDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Preferred Stock	(1)	02/08/2006		C	110,573.4	(8)	(8)	Common Stock	6,110,49
Preferred Stock	<u>(1)</u>	02/08/2006		C	19,405.1	(8)	<u>(8)</u>	Common Stock	1,072,36
Preferred Stock	(1)	02/08/2006		C	590.2	(8)	(8)	Common Stock	32,613

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
NOLAN JOSEPH P C/O GTCR GOLDER RAUNER, L.L.C. SEARS TOWER #6100 CHICAGO, IL 60606-6402	X	X					
Signatures							
/s/ Thomas N. Blanchard under Power of Attorney		02/10/20)06				

Reporting Owners 2

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).
- Each share of Preferred Stock was convertible into the number of shares of Common Stock obtained by dividing (1) the sum of (a) \$1,000 (1) and (b) any accrued and unpaid dividends through the day immediately prior to the closing date of the initial public offering (February 7, 2006) by (2) the per share initial public offering price of the Common Stock, which was \$19.50.
- The reporting person expressly disclaims beneficial ownership of the shares reported in Tables I and II, except to the extent of his

 (2) 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.
 - GTCR Fund VIII, L.P. ("Fund VIII") 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 and GTCR Golder Rauner II, L.L.C. ("GTCR II") is the general partner of Partners
- (3) VIII. As such, Partners VIII and GTCR II may be deemed to be beneficial owners of the shares reported in Tables I and II. 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 Tables I and II owned by Fund VIII to the extent of the reporting person's indirect proportionate interest in Fund VIII.
- GTCR Fund VIII/B, L.P. ("Fund VIII/B") is the direct beneficial owner of the shares reported in Tables I and II. 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 the shares reported in Tables I and II. 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 Tables I and II owned by Fund VIII/B to the extent of the reporting person's indirect proportionate interest in Fund VIII/B.
 - GTCR Co-Invest II, L.P. ("Co-Invest II") is the direct beneficial owner of the shares reported in Tables I and II. GTCR II is the general partner of Co-Invest II. As such, GTCR II may be deemed to be the beneficial owner of the shares reported in Tables I and II. GTCR II is
- (5) 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 Tables I and II owned by Co-Invest II to the extent of the reporting person's indirect proportionate interest in Co-Invest II
- (6) Per SEC instruction, column left blank.
- (7) Each non-employee director received 2,500 shares of restricted common stock upon completion of the initial public offering. The restrictions with respect to these shares lapse on February 8, 2007.
- (8) The Preferred Stock was convertible upon closing of the initial public offering of Common Stock, which was February 8, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.