

HealthSpring, Inc.
Form 8-K
October 10, 2006

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 10, 2006 (October 10, 2006)

HEALTHSPRING, INC.

(Exact name of registrant as specified in charter)

| | | |
|--|---|---|
| Delaware <i>(State or other jurisdiction of incorporation)</i> | 001-32739 <i>(Commission File Number)</i> | 20-1821898 <i>(IRS Employer Identification No.)</i> |
|--|---|---|

| | |
|--|-----------------------------------|
| 44 Vantage Way, Suite 300 Nashville, Tennessee <i>(Address of principal executive offices)</i> | 37228 <i>(Zip Code)</i> |
|--|-----------------------------------|

(615) 291-7000

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

On October 10, 2006, HealthSpring, Inc. issued a press release announcing the closing of the public offering of common stock by certain selling stockholders. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

Exhibit 99.1 Press Release issued by HealthSpring, Inc. dated October 10, 2006.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HEALTHSPRING, INC.

By: /s/ J. Gentry Barden
J. Gentry Barden
Senior Vice President, Corporate
General
Counsel, and Secretary

Date: October 10, 2006

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EXHIBIT INDEX

| No. | Exhibit |
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| 99.1 | Press Release issued by HealthSpring, Inc. dated October 10, 2006. |