

HealthSpring, Inc.
Form 15-12B
January 31, 2012

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

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS
13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number: 001-32739

HEALTHSPRING, INC.
(Exact name of registrant as specified in its charter)

9009 Carothers Parkway, Suite 501
Franklin, Tennessee 37067
(615) 291-7000

(Address, including zip code, and telephone number, including area code, of registrant's principal
executive offices)

Common Stock, \$0.01 par value
(Title of each class of securities covered by this Form)

None
(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d)
remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the
duty to file reports:

| | |
|----------------------|----------------------------------|
| | Rule 12g-4(a)(1) x |
| Rule 12g-4(a)(2) | <input type="radio"/> |
| Rule 12h-3(b)(1)(i) | <input checked="" type="radio"/> |
| Rule 12h-3(b)(1)(ii) | <input type="radio"/> |
| Rule 15d-6 | <input type="radio"/> |

Approximate number of holders of record as of the certification or notice date: One

Pursuant to the requirements of the Securities Exchange Act of 1934, HealthSpring, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

HEALTHSPRING, INC.

Date: January 31, 2012

By: /s/ Herbert A. Fritch

Name: Herbert A. Fritch

Title: Chief Executive Officer
