

HealthSpring, Inc.  
Form S-1MEF  
October 03, 2006

As filed with the Securities and Exchange Commission on October 4, 2006  
Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Form S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**HealthSpring, Inc.**  
*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**6324**  
*(Primary Standard Industrial  
Classification Code Number)*

**20-1821898**  
*(I.R.S. Employer  
Identification No.)*

**44 Vantage Way, Suite 300  
Nashville, TN 37228  
(615) 291-7000**

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

**Kevin M. McNamara  
Executive Vice President and Chief Financial Officer  
HealthSpring, Inc.**

**44 Vantage Way, Suite 300  
Nashville, TN 37228  
(615) 291-7000**

*(Name, address, including zip code, and telephone number,  
including area code, of agent for service)*

***Copies to:***

**Howard H. Lamar III, Esq.  
J. James Jenkins, Jr., Esq.  
Bass, Berry & Sims PLC  
315 Deaderick Street, Suite 2700  
Nashville, TN 37238  
(615) 742-6200**

**J. Gentry Barden, Esq.  
Senior Vice President and  
Corporate  
General Counsel  
HealthSpring, Inc.  
44 Vantage Way, Suite 300  
Nashville, TN 37228  
(615) 291-7000**

**Paul T. Schnell, Esq.  
Richard B. Aftanas, Esq.  
Skadden, Arps, Slate,  
Meagher & Flom LLP  
Four Times Square  
New York, NY 10036  
(212) 735-3000**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-137378

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common stock, par value \$.01 per share	\$23,725,000	\$2,539

**This Registration statement shall become effective upon filing with the SEC in accordance with Rule 462(b) under the Securities Act of 1933.**

---

**EXPLANATORY NOTE**

This Registration Statement is being filed by HealthSpring, Inc. (the Company ) pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-1 (File No. 333-137378), initially filed with the Securities and Exchange Commission (the Commission ) on September 15, 2006, as amended, and declared effective by the Commission on October 3, 2006, are incorporated by reference into this Registration Statement in their entirety (including exhibits thereto) and are deemed to be a part of this Registration Statement.

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, HealthSpring, Inc. has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Nashville, State of Tennessee, on the 3rd day of October, 2006.

HEALTHSPRING, INC.

By: /s/ J. Gentry Barden

J. Gentry Barden  
*Senior Vice President,  
 Corporate General Counsel  
 and Secretary*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
* _____ Herbert A. Fritch	Chairman of the Board of Directors, President and Chief Executive Officer (Principal Executive Officer)	October 3, 2006
* _____ Kevin M. McNamara	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	October 3, 2006
* _____ Bruce M. Fried	Director	October 3, 2006
* _____ Robert Z. Hensley	Director	October 3, 2006
* _____ Russell K. Mayerfeld	Director	October 3, 2006
* _____ Joseph P. Nolan	Director	October 3, 2006
* _____ Martin S. Rash	Director	October 3, 2006
* _____	Director	

---

Daniel L. Timm

October 3,  
2006

\*/s/ J. Gentry Barden

---

October 3,  
2006

J. Gentry Barden  
Attorney-in-fact

II-6

---

**EXHIBIT INDEX**

<b>Number</b>	<b>Description</b>
5.1	Opinion of Bass, Berry & Sims PLC
23.1	Consent of KPMG LLP
23.2	Consent of Bass, Berry & Sims PLC (included in Exhibit 5.1)
24.1	Power of attorney (included on signature page of the Registration Statement of the Company on Form S-1 (File No. 333-137378) filed with the Commission on September 15, 2006)