

HealthSpring, Inc.  
Form 8-K  
October 04, 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 4, 2006 (October 3, 2006)

**HEALTHSPRING, INC.**

*(Exact name of registrant as specified in charter)*

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

|  |                                   |
|--|-----------------------------------|
| <b>44 Vantage Way, Suite 300</b><br><b>Nashville, Tennessee</b><br><i>(Address of principal executive offices)</i> | <b>37228</b><br><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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EX-99.1 PRESS RELEASE 10/03/06

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**Item 7.01. Regulation FD Disclosure.**

On October 3, 2006, HealthSpring, Inc. issued a press release announcing the pricing of a secondary offering of its 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 3, 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 3, 2006

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**EXHIBIT INDEX**

| No.  | Exhibit   |
|------|---|
| 99.1 | Press Release issued by HealthSpring, Inc. dated October 3, 2006. |