

Kosloske Michael W
Form 4
March 26, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kosloske Michael W

2. Issuer Name **and** Ticker or Trading
Symbol
Health Insurance Innovations, Inc.
[HIIQ]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
15438 N. FLORIDA
AVENUE, SUITE 201
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/22/2019

☐ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

TAMPA, FL 33613

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

(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) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class B Common Stock ⁽¹⁾	03/22/2019		J ⁽²⁾		125,000	D	\$ 0 ⁽²⁾	2,416,667	I	See Footnote ⁽³⁾
Class A Common Stock	03/22/2019		J ⁽²⁾		125,000	A	\$ 0 ⁽²⁾	125,000	I	See Footnote ⁽⁴⁾
Class A Common Stock								7,203	I	See Footnote ⁽⁶⁾
Class A								26,079	I	See

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Common
Stock

Footnote
(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 Derivative 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 Number Shares
Membership Int in Health Plan Intermediaries Holdings, LLC (1)	\$ 0	03/22/2019		J <u>(2)</u>		125,000		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	125,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kosloske Michael W 15438 N. FLORIDA AVENUE SUITE 201 TAMPA, FL 33613	X	X		
Health Plan Intermediaries, LLC C/O HEALTH INSURANCE INNOVATIONS, INC. 15438 N. FLORIDA AVENUE, SUITE 201 TAMPA, FL 33613		X		
Health Plan Intermediaries Sub, LLC C/O HEALTH INSURANCE INNOVATIONS, INC. 15438 N. FLORIDA AVENUE, SUITE 201 TAMPA, FL 33613		X		

Signatures

/s/ Michael Hershberger, as
Attorney-in-Fact

03/26/2019

__Signature of Reporting Person

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).

- (1) Each share of Class B Common Stock held by the reporting persons, together with one Series B Membership Interest held by the reporting persons in Health Plan Intermediaries Holdings, LLC ("HPIH"), are together exchangeable, at any time, at the reporting persons' election, for one share of Class A Common Stock. This exchange right has no expiration date.

- (2) Reflects the exchange of shares of Class B Common Stock, together with an equal number of Series B Membership Interests of HPIH, into shares of Class A Common Stock pursuant to the Exchange Agreement, dated February 13, 2013, between the reporting persons and issuer.

- (3) This number of shares consists of 2,391,701 shares of Class B Common Stock held of record by Health Plan Intermediaries, LLC ("HPI") and 24,966 shares of Class B Common Stock held by Health Plan Intermediaries Sub, LLC ("HPIS"). Michael Kosloske is the sole member and primary manager of HPI, and has sole voting and dispositive power over the shares held by HPI. HPI is the sole managing member of HPIS and has sole voting and dispositive power over the shares held by HPIS. Mr. Kosloske, by virtue of his control of HPI and HPI's control of HPIS, may be deemed to beneficially own all the shares of Class B Common Stock held of record by each of HPI and HPIS.

- (4) This number of shares consists of 123,750 shares of Class A Common Stock held of record by HPI and 1,250 shares of Class A Common Stock held by HPIS. Michael Kosloske is the sole member and primary manager of HPI, and has sole voting and dispositive power over the shares held by HPI. HPI is the sole managing member of HPIS and has sole voting and dispositive power over the shares held by HPIS. Mr. Kosloske, by virtue of his control of HPI and HPI's control of HPIS, may be deemed to beneficially own all the shares of Class A Common Stock held of record by each of HPI and HPIS.

- (5) This number consists of 2,391,701 Class B Membership Interests in HPIH held of record by HPI and 24,966 interests held by HPIS. Michael Kosloske is the sole member and primary manager of HPI, and has sole voting and dispositive power over the interests held by HPI. HPI is the sole managing member of HPIS and has sole voting and dispositive power over the interests held by HPIS. Mr. Kosloske, by virtue of his control of HPI and HPI's control of HPIS, may be deemed to beneficially own all the Class B Membership Interests of HPIH held of record by each of HPI and HPIS.

- (6) By Lori Kosloske. Michael Kosloske and Lori Kosloske are husband and wife.

- (7) By Michael W. Kosloske 2012 Descendants Trust Agreement dated December 7, 2012, Lori Kosloske as Directing Trustee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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