

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

| Title of Each Class of Securities to be Registered | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|--|-----------------------------------|
| 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.

| Signature | Title | Date |
|------------------------------------|--|-----------------|
| * _____ 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

| Number | Description |
|---------------|---|
| 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) |