

TIMM DANIEL L
Form 3
February 02, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â TIMM DANIEL L
(Last) (First) (Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)
02/02/2006

3. Issuer Name **and** Ticker or Trading Symbol
HealthSpring, Inc. [HS]

4. Relationship of Reporting
Person(s) to Issuer

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

C/O GTCR GOLDR RAUNER,
L.L.C.,Â SEARS TOWER #6100

(Street)

(Check all applicable)

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

CHICAGO,Â ILÂ 60606-6402

(City) (State) (Zip)

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock	29,640,100 ⁽¹⁾	I	See footnote ⁽²⁾ ⁽³⁾
Common Stock	5,201,700 ⁽¹⁾	I	See footnote ⁽²⁾ ⁽⁴⁾
Common Stock	158,200 ⁽¹⁾	I	See footnote ⁽²⁾ ⁽⁵⁾

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect
Beneficial Ownership

Edgar Filing: TIMM DANIEL L - Form 3

	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Preferred Stock	Â (6)	Â (6)	Common Stock	(7)	\$ (7)	I	See footnote (2) (3)
Preferred Stock	Â (6)	Â (6)	Common Stock	(7)	\$ (7)	I	See footnote (2) (4)
Preferred Stock	Â (6)	Â (6)	Common Stock	(7)	\$ (7)	I	See footnote (2) (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TIMM DANIEL L C/O GTCR GOLDBERGER RAUNER, L.L.C. SEARS TOWER #6100 CHICAGO, IL 60606-6402	Â X	Â X	Â	Â

Signatures

/s/ Thomas N. Blanchard under a Power of Attorney attached
hereto

02/01/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Does not give effect to a one-for-two reverse common stock split effective immediately prior to the closing of the initial public offering.

The reporting person expressly disclaims beneficial ownership of the shares reported in Tables I and II, except to the extent of his

(2) pecuniary interest therein. The filing of this form shall not be deemed an admission that the reporting person is, for Section 16 purposes or otherwise, the beneficial owner of such shares.

(3) GTCR Fund VIII, L.P. ("Fund VIII") is the direct beneficial owner of the shares reported in Tables I and II. GTCR Partners VIII, L.P. ("Partners VIII") is the general partner of Fund VIII and GTCR Golder Rauner II, L.L.C. ("GTCR II") is the general partner of Partners VIII. As such, Partners VIII and GTCR II may be deemed to be beneficial owners of the shares reported in Tables I and II. GTCR II is managed by its members. The reporting person is a member of Partners VIII and GTCR II and may be deemed to have an indirect pecuniary interest in the shares reported in Tables I and II owned by Fund VIII to the extent of the reporting person's indirect proportionate interest in Fund VIII.

(4) GTCR Fund VIII/B, L.P. ("Fund VIII/B") is the direct beneficial owner of the shares reported in Tables I and II. Partners VIII is the general partner of Fund VIII/B and GTCR II is the general partner of Partners VIII. As such, Partners VIII and GTCR II may be deemed to be beneficial owners of the shares reported in Tables I and II. GTCR II is managed by its members. The reporting person is a member of Partners VIII and GTCR II and may be deemed to have an indirect pecuniary interest in the shares reported in Tables I and II owned by Fund VIII/B to the extent of the reporting person's indirect proportionate interest in Fund VIII/B.

(5) GTCR Co-Invest II, L.P. ("Co-Invest II") is the direct beneficial owner of the shares reported in Tables I and II. GTCR II is the general partner of Co-Invest II. As such, GTCR II may be deemed to be the beneficial owner of the shares reported in Tables I and II. GTCR II is managed by its members. The reporting person is a member of GTCR II and may be deemed to have an indirect pecuniary interest in the

Edgar Filing: TIMM DANIEL L - Form 3

shares reported in Tables I and II owned by Co-Invest II to the extent of the reporting person's indirect proportionate interest in Co-Invest II.

- (6) The Preferred Stock is convertible upon the closing of the initial public offering of Common Stock.

Fund VIII, Fund VIII/B and Co-Invest II each currently hold 110,573.395, 19,405.118 and 590.170 shares of Preferred Stock,

- (7) respectively. Each share of Preferred Stock is convertible into the number of shares of Common Stock obtained by dividing (1) the sum of (a) \$1,000 and (b) any accrued and unpaid dividends through the day immediately prior to the closing date of the initial public offering by (2) the per share initial public offering price of the Common Stock.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.