

Health Insurance Innovations, Inc.
 Form 4
 May 23, 2014

FORM 4

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

OMB APPROVAL

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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

(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)
 05/21/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President and CEO

TAMPA, FL 33613
 (City) (State) (Zip)

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

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 A Common Stock	05/21/2014		S		2,800 ⁽¹⁾	D	\$ 10.3948 ⁽²⁾	38,615	D	
Class A Common Stock	05/22/2014		S		1,900 ⁽¹⁾	D	\$ 10.3918 ⁽³⁾	36,715	D	
Class A Common Stock								8,900	I	See Footnote (4)
Class A Common Stock								8,566,667 ⁽⁵⁾	I	See

Common
Stock

Footnote
(5)

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

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SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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	Chairman, President and CEO	
Kosloske Lori 15438 N. FLORIDA AVENUE SUITE 201 TAMPA, FL 33613	X			
Health Plan Intermediaires, 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/ Joan Rodgers, as
Attorney-in-Fact

05/23/2014

__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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan, which was adopted by Mr. Kosloske on December 13, 2013.
- (2) The price reported in Column 4 represents the weighted average price of multiple transactions with a range of prices between \$10.25 to \$10.51 inclusive. Mr. Kosloske undertakes to provide, upon request by the SEC, Health Insurance Innovations, Inc., or a security holder of Health Insurance Innovations, Inc., full information regarding the number of shares sold at each separate price within the range set forth above.
- (3) The price reported in Column 4 represents the weighted average price of multiple transactions with a range of prices between \$10.33 to \$10.49 inclusive. Mr. Kosloske undertakes to provide, upon request by the SEC, Health Insurance Innovations, Inc., or a security holder of Health Insurance Innovations, Inc., full information regarding the number of shares sold at each separate price within the range set forth above.
- (4) By Lori Kosloske. Michael Kosloske and Lori Kosloske are husband and wife.
- (5) This number of shares consists of 8,480,000 shares of Class B Common Stock held of record by Health Plan Intermediaries, LLC ("HPI") and 86,667 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. The shares of Class B Common Stock, together with the Series B Membership Interests of HPI, are exchangeable, at Mr. Kosloske's election, for equal numbers of shares of Class A Common Stock. This exchange right has no expiration date.

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.