

Health Insurance Innovations, Inc.
 Form 4
 May 27, 2016

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 *
 McNamee Patrick

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/25/2016

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

C/O HEALTH INSURANCE INNOVATIONS, INC., 15438 NORTH FLORIDA AVE., SUITE 201

(Street)

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

TAMPA, FL 33613

(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 Ownership (Instr. 4)
Class A Common Stock				(A) or (D) Price	25,000	I	As Trustee - Patrick R. McNamee Trust U/A Dated 2/13/09

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Stock Appreciation Rights	\$ 6.77	05/25/2016		A	125,000	(1) 05/25/2021	Class A Common Stock 125,000
Stock Appreciation Rights	\$ 4.33					(2) 11/09/2020	Class A Common Stock 425,000
Stock Appreciation Rights	\$ 4.72					(3) 06/08/2022	Class A Common Stock 300,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McNamee Patrick C/O HEALTH INSURANCE INNOVATIONS, INC. 15438 NORTH FLORIDA AVE., SUITE 201 TAMPA, FL 33613	X		CEO and President	

Signatures

/s/ Michael Hershberger, Attorney in Fact for Patrick McNamee 05/27/2016

**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).

- These stock-settled stock appreciation rights were granted under the Plan and will vest on the first date on which the average trading price of the Company's Class A common stock is at or above \$16.00 per share for the preceding 30 consecutive trading days, subject to the terms of the Plan and an award agreement under the Plan.
- (1) of the Company's Class A common stock is at or above \$16.00 per share for the preceding 30 consecutive trading days, subject to the terms of the Plan and an award agreement under the Plan.
- (2) These stock-settled stock appreciation rights were previously granted under the Issuer's Long-Term Incentive Plan ("Plan") and vest as follows: (i) 125,000 on the first date on which the average trading price of the Company's Class A common stock is at or above \$8.00 per

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share for the preceding 30 consecutive trading days, (ii) 250,000 on the first date on which the average trading price of the Company's Class A common stock is at or above \$12.00 per share for the preceding 30 consecutive trading days and (iii) 50,000 on the first date on which the average trading price of the Company's Class A common stock is at or above \$16.00 per share for the preceding 30 consecutive trading days, all subject to the terms of the Plan and an award agreement under the Plan.

These stock-settled stock appreciation rights were previously granted under the Plan and are scheduled to vest in increments as follows:

- (3) 25% on June 8, 2016; 25% on June 8, 2017; and 50% on June 8, 2018, subject to the terms of the Plan and an award agreement under the Plan.

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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