

HealthSpring, Inc.  
Form 8-K  
June 02, 2011

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 2, 2011 (May 26, 2011)**

**HEALTHSPRING, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction of  
Incorporation)

**001-32739**

(Commission File Number)

**20-1821898**

(IRS Employer Identification No.)

**9009 Carothers Parkway  
Suite 501**

**Franklin, Tennessee**

(Address of Principal Executive Offices)

**37067**

(Zip Code)

Registrant's telephone number, including area code: **(615) 291-7000**

**Not Applicable**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At the Annual Meeting of Stockholders (the Annual Meeting) of HealthSpring, Inc. (the Company), held on May 26, 2011 at the Company's corporate headquarters in Franklin, Tennessee, a total of 62,469,072 shares of the Company's common stock, out of a total of 67,746,463 shares of common stock outstanding and entitled to vote, were present in person or represented by proxies. The following proposals were voted on and approved by the Company's stockholders at the Annual Meeting:

Proposal 1: Election of Directors

The Company's stockholders elected John T. Fox, Robert Z. Hensley, and Russell K. Mayerfeld to serve as Class III directors for three year terms or until their respective successors have been duly elected and qualified. The following were the tabulated votes For and Withheld with respect to each nominee as well as the number of Broker Non-Votes :

| Nominee              | For        | Withheld  | Broker Non-Votes |
|----------------------|------------|-----------|------------------|
| John T. Fox          | 58,980,971 | 1,011,231 | 2,476,870        |
| Robert Z. Hensley    | 57,747,965 | 2,244,237 | 2,476,870        |
| Russell K. Mayerfeld | 58,977,321 | 1,014,881 | 2,476,870        |

Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm

The Company's stockholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2011. The following were the tabulated votes For and Against this proposal as well as the number of Abstentions :

| For        | Against | Abstentions |
|------------|---------|-------------|
| 61,741,662 | 723,416 | 3,994       |

Proposal 3: Approval of Advisory Resolution on Executive Compensation

The Company's stockholders approved a non-binding advisory resolution on the Company's executive compensation as described in the Company's 2011 proxy statement (say-on-pay). The following were the tabulated votes For and Against this proposal as well as the number of Abstentions and Broker Non-Votes :

| For        | Against   | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 58,494,962 | 1,477,733 | 19,507      | 2,476,870        |

Proposal 4: Advisory Vote on the Frequency of Say-On-Pay Votes

The Company's stockholders recommended, on a non-binding advisory basis, that the Company conduct future say-on-pay votes every year. The following were the tabulated votes for each of the frequency options as well as the number of Abstentions and Broker Non-Votes :

| 1 Year     | 2 Years | 3 Years   | Abstentions | Broker Non-Votes |
|------------|---------|-----------|-------------|------------------|
| 54,658,706 | 37,847  | 5,029,740 | 265,909     | 2,476,870        |

The Company has considered the stockholder vote regarding the frequency of say-on-pay votes and determined that it will hold a non-binding advisory say-on-pay vote on its executive compensation every year until the next required non-binding advisory vote on the frequency of say-on-pay votes as required pursuant to Section 14A of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**HEALTHSPRING, INC.**

By: /s/ J. Gentry Barden  
J. Gentry Barden  
Senior Vice President

Date: June 2, 2011