

HealthSpring, Inc.
Form SC 13G/A
February 14, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)

HealthSpring, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

42224N 10 1

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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1 NAMES OF REPORTING PERSONS
Herbert A. Fritch

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

| | | |
|--------------|----------|---------------------|
| | 5 | SOLE VOTING POWER |
| NUMBER OF | | 4,866,214 (1) |
| SHARES | | SHARED VOTING POWER |
| BENEFICIALLY | 6 | |
| OWNED BY | | 0 |

| | | |
|-----------|----------|------------------------|
| EACH | | SOLE DISPOSITIVE POWER |
| REPORTING | 7 | |
| PERSON | | 4,866,214 (1) |

| | | |
|-------|----------|--------------------------|
| WITH: | | SHARED DISPOSITIVE POWER |
| | 8 | |
| | | 0 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,866,214 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) (a)

942,077 (2)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.1%(3)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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Item 1(a). Name of Issuer: HealthSpring, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices: 9009 Carothers Parkway
Suite 501
Franklin, TN 37067

Item 2(a). Name of Person Filing: Herbert A. Fritch

Item 2(b). Address of Principal Business Office or, if none, Residence: 9009 Carothers Parkway
Suite 501
Franklin, TN 37067

Item 2(c). Organization/Citizenship: United States of America

Item 2(d). Title of Class Of Securities: Common Stock, \$0.01 par value

Item 2(e). CUSIP Number: 42224N 10 1

Item 3. Inapplicable.

Item 4. Ownership.

| Person | Total Shares of Common Stock Beneficially Owned | Percent of Class | Sole Voting Power | Shared Voting Power | Sole Power to Dispose | Shared Power to Dispose |
|-------------------|----------------------------------------------------------------|------------------------|-------------------------|---------------------------|--------------------------------|----------------------------------|
| Herbert A. Fritch | 4,866,214 (1)(2) | 8.1% (3) | 4,866,214 (1)(2) | 0 | 4,866,214 (1)(2) | 0 |

(1) Includes an option to purchase 50,000 shares of Common Stock which is currently exercisable. Also includes 965,362 shares owned by the reporting person as trustee of grantor retained

annuity trusts.

- (2) Excludes 942,077 shares beneficially owned by various trusts, the beneficiaries of which are adult children or adult stepchildren of the reporting person, and as to which the reporting person disclaims beneficial ownership.

 - (3) Based on 59,950,576 shares of Common Stock outstanding as of October 31, 2007, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2007.
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Item 5. Ownership of Five Percent or Less of a Class.

Inapplicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Inapplicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Inapplicable

Item 8. Identification and Classification of Members of the Group.

Inapplicable

Item 9. Notice of Dissolution of Group.

Inapplicable

Item 10. Certifications.

Inapplicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2008

Date

/s/ Herbert A. Fritch

(Signature)

Herbert A. Fritch