

Health Insurance Innovations, Inc.
 Form 4
 June 29, 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 *
CANNELL CAPITAL LLC

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)
245 MERIWETHER CIRCLE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/27/2016

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

ALTA, WY 83414

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	06/27/2016		P	6,167	A \$ 3.9456	1,162,729	I (1) (2) By partnerships and corporations (1) (2)
Common Stock	06/28/2016		P	200	A \$ 3.95	1,162,929	I (1) (2) By partnerships and corporations (1) (2)
Common Stock	06/29/2016		P	4,777	A \$ 3.9405	1,167,706	I (1) (2) By partnerships

and
corporations
(1) (2)

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

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(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 Owned Following Transaction (Instr. 5)
				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
CANNELL CAPITAL LLC 245 MERIWETHER CIRCLE ALTA, WY 83414		X		

Signatures

/s/ J. Carlo Cannell, on behalf of Cannell Capital LLC 06/29/2016

__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).
- As of June 29, 2016 Tristan Offshore Fund Limited ("Tristan Offshore") and Tristan Partners, L.P. ("Tristan" and collectively with
- (1) Tristan Offshore, the "Funds") collectively owned in the aggregate 1,167,706 shares of common stock, with par value of \$0.001 per Class A share of Health Insurance Innovations, Inc. ("the Company")
- (2)

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Cannell Capital LLC acts as the investment adviser to Tristan Offshore and is the general partner of and investment adviser to Tristan. As a result, Mr. Cannell possesses sole power to vote and direct the disposition of all securities of the Company held by the Funds. Mr. J. Carlo Cannell is the sole managing member of Cannell Capital LLC. Thus, for the purposes of Reg. Section 240.13d-3, as of June 29, 2016 Mr. Cannell is deemed to beneficially own 1,167,706 shares. Mr. Cannell's interest in the securities reported herein is limited to the extent of his pecuniary interest in each of the Funds, if any.

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.