

Telkamp Bruce
Form 4
August 08, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Telkamp Bruce

(Last) (First) (Middle)

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

(Street)

TAMPA, FL 33613

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/06/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
CEO of HealthPocket, Inc.*

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	08/06/2018		M		4,000	A	\$ 12.13 36,174
Class A Common Stock	08/06/2018		M		20,000	A	\$ 4.95 56,174
Class A Common Stock	08/06/2018		D		3,373 (3)	D	\$ 43.75 52,801

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Class A				\$		
Common	08/06/2018	S	7,517	D	43.1951	45,284
Stock					<u>(4)</u>	D

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 12.13	08/06/2018		M		4,000		<u>(1)</u>	07/14/2021	Class A Common Stock	4,000
Stock Appreciation Rights	\$ 4.95	08/06/2018		M		20,000		<u>(2)</u>	07/01/2022	Class A Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Telkamp Bruce C/O HEALTH INSURANCE INNOVATIONS, INC. 15438 N. FLORIDA AVE., SUITE 201 TAMPA, FL 33613	CEO of HealthPocket, Inc.*

Signatures

/s/ Bruce
Terkamp

08/08/2018

**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) These stock-settled stock appreciation rights were previously granted under the Issuer's Long Term Incentive Plan, as amended ("Plan"), and are scheduled to vest in increments of 20%, 20%, 20% and 40% on successive anniversary dates of the grant, 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 Plan and are scheduled to vest in increments of 25%, 25%, and 50% on successive anniversary dates of the grant, subject to the terms of the Plan and an award agreement under the Plan.

(3) Shares retained by the issuer to satisfy the exercise price of stock appreciation rights exercised by the Reporting Person.

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$42.50 to \$43.80, inclusive. The Reporting Person undertakes to provide Health Insurance Innovations Inc. (the "Company"), any security holder (4) of the Company, or the staff of the Securities & Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein. The shares were sold solely to satisfy the Reporting Person's tax liability associated with the vesting of the stock appreciation rights.

Remarks:

* HealthPocket, Inc. is a subsidiary of Issuer.

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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