

Southwell Gavin
Form 4
January 03, 2019

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Southwell Gavin

(Last) (First) (Middle)

C/O HEALTH INSURANCE
INNOVATIONS, INC., 15438
NORTH 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)
01/02/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	01/02/2019		A	(A) or (D) 250,000 (1)	\$ 0 641,958	D	
Class A Common Stock	01/02/2019		F(2)	26,085	\$ 26.16 615,873	D	

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

Edgar Filing: Southwell Gavin - Form 4

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 6.1							<u>(3)</u>	04/26/2023	Class A Common Stock	20,000
Stock Appreciation Rights	\$ 5.96							<u>(4)</u>	09/06/2023	Class A Common Stock	33,333
Stock Appreciation Rights	\$ 10.3							<u>(5)</u>	11/15/2023	Class A Common Stock	100,000

Reporting Owners

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

Signatures

/s/ Curt P. Creely, Attorney in Fact for Gavin Southwell 01/03/2019

__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 restricted shares were granted under the Issuer's Long-Term Incentive Plan, as amended ("Plan"), and are scheduled to vest as to
- (1) 20% of the granted shares on the date of the filing of the Issuer's Annual Report on Form 10-K for each of the fiscal years ended December 31, 2019 through December 31, 2023, subject to the Issuer achieving certain Adjusted EBITDA targets for each of those years as specified in the applicable grant agreement.
- (2) Represents withholding of shares by Issuer to satisfy tax liability of Reporting Person incident to vesting of restricted stock.
- (3) These stock-settled stock appreciation rights were granted under the Plan and vest 50% on the first anniversary of grant date and 50% on the second anniversary of grant date, subject to the terms of the Plan and an award agreement under the Plan.
- These stock-settled stock appreciation rights were granted under the Plan and vest 25% on the first anniversary of grant date, 25% on the
- (4) second anniversary of grant date, and 50% on the third anniversary of grant date, subject to the terms of the Plan and an award agreement under the Plan.
- (5) These stock-settled stock appreciation rights were granted under the Plan and vest 25% on each of the first four anniversaries of the date of grant, 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.

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.