

Fritch Herbert A
Form SC 13G/A
February 12, 2010

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

HealthSpring, Inc.
(Name of Issuer)
Common Stock, \$ 0.01 par value
(Title of Class of Securities)
42224N 10 1
(CUSIP Number)
December 31, 2009
(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)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 42224N 10 1

1 NAMES OF REPORTING PERSONS
Herbert A. Fritch

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5 SOLE VOTING POWER
NUMBER OF 3,343,090 (1)(2)

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 3,343,090 (1)(2)

8 SHARED DISPOSITIVE POWER
WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,343,090 (1)(2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.8%(3)

TYPE OF REPORTING PERSON

12

IN

CUSIP NO. 42224N 10 1

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	3,343,090(1)(2)	5.8%(3)	3,343,090(1)(2)	0	3,343,090(1)(2)	0

(1) Includes an option to purchase 100,000 shares of Common Stock, which is currently exercisable, and 30,000 shares of restricted stock.

(2) The reporting person has granted a

security interest
in 3,110,452
shares directly
owned by him
to a financial
institution as
collateral for a
line of credit.

- (3) Based on
57,571,089
shares of
Common Stock
outstanding as
of February 8,
2010, as
reported in the
Issuer's Annual
Report on Form
10-K for the
year ended
December 31,
2009.

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

CUSIP NO. 42224N 10 1

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

CUSIP NO. 42224N 10 1

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 12, 2010

Date

/s/ Herbert A. Fritch

(Signature)

Herbert A. Fritch

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