

Health Insurance Innovations, Inc.
Form SC 13G
March 13, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No.)*

Health Insurance Innovations, Inc.
(Name of Issuer)
Class A Common Stock, par value \$0.001 per share
(Title of Class of Securities)
42225K106
(CUSIP Number)
February 7, 2019
(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. 42225K106

SCHEDULE 13G**Page 2 of 14 Pages****1 NAME OF REPORTING PERSONS**

Summit Partners Public Asset Management, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES	0
6 SHARED VOTING POWER	

BENEFICIALLY

OWNED BY	772,280
EACH	7 SOLE DISPOSITIVE POWER

REPORTING

PERSON	0
8 SHARED DISPOSITIVE POWER	
WITH	

772,280

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

772,280

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

5.2% (a)

12 TYPE OF REPORTING PERSON

IA

- (a) The percentage set forth above is calculated pursuant to Rule 13d-3 of the Act using the 14,405,824 shares of the Issuer's Class A common stock (the "Common Stock") outstanding as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 30, 2018, plus options to purchase 382,800 shares of Common Stock beneficially owned by the Reporting Person that are exercisable within 60 days of the date of this statement.

CUSIP No. 42225K106

SCHEDULE 13G**Page 3 of 14 Pages****1 NAME OF REPORTING PERSONS**

Summit Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

5 SOLE VOTING POWER**NUMBER OF**

SHARES	0
6 SHARED VOTING POWER	

BENEFICIALLY

OWNED BY	527,971
7 SOLE DISPOSITIVE POWER	
EACH	

REPORTING

PERSON	0
8 SHARED DISPOSITIVE POWER	

WITH

527,971

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

527,971

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

3.6% (a)

12 TYPE OF REPORTING PERSON

PN

- (a) The percentage set forth above is calculated pursuant to Rule 13d-3 of the Act using the 14,405,824 shares of the Issuer's Common Stock outstanding as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 30, 2018, plus options to purchase 261,700 shares of Common Stock beneficially owned by the Reporting Person that are exercisable within 60 days of the date of this statement.

CUSIP No. 42225K106

SCHEDULE 13G**Page 4 of 14 Pages****1 NAME OF REPORTING PERSONS**

Summit Partners Concentrated Growth L/S Master Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

Cayman Islands

5 SOLE VOTING POWER**NUMBER OF**

SHARES	0
6 SHARED VOTING POWER	

BENEFICIALLY

OWNED BY	527,971
EACH	7 SOLE DISPOSITIVE POWER

REPORTING

PERSON	0
8 SHARED DISPOSITIVE POWER	

WITH

527,971

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

527,971

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

3.6%

12 TYPE OF REPORTING PERSON

PN

- (a) The percentage set forth above is calculated pursuant to Rule 13d-3 of the Act using the 14,405,824 shares of the Issuer's Common Stock outstanding as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 30, 2018, plus options to purchase 261,700 shares of Common Stock beneficially owned by the Reporting Person that are exercisable within 60 days of the date of this statement.

CUSIP No. 42225K106

SCHEDULE 13G**Page 5 of 14 Pages****1 NAME OF REPORTING PERSONS**

Summit Partners Alydar GP, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

5 SOLE VOTING POWER**NUMBER OF**

SHARES	0
6	SHARED VOTING POWER

BENEFICIALLY

OWNED BY	527,971
EACH	7
	SOLE DISPOSITIVE POWER

REPORTING

PERSON	0
8	SHARED DISPOSITIVE POWER
WITH	

527,971

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

527,971

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

3.6%

12 TYPE OF REPORTING PERSON

PN

- (a) The percentage set forth above is calculated pursuant to Rule 13d-3 of the Act using the 14,405,824 shares of the Issuer's Common Stock outstanding as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 30, 2018, plus options to purchase 261,700 shares of Common Stock beneficially owned by the Reporting Person that are exercisable within 60 days of the date of this statement.

CUSIP No. 42225K106

SCHEDULE 13G**Page 6 of 14 Pages****1 NAME OF REPORTING PERSONS**

Summit Partners Alydar GP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

5 SOLE VOTING POWER**NUMBER OF**

SHARES	0
6 SHARED VOTING POWER	

BENEFICIALLY

OWNED BY	527,971
7 SOLE DISPOSITIVE POWER	
EACH	

REPORTING

PERSON	0
8 SHARED DISPOSITIVE POWER	

WITH

527,971

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

527,971

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

3.6%

12 TYPE OF REPORTING PERSON

OO

- (a) The percentage set forth above is calculated pursuant to Rule 13d-3 of the Act using the 14,405,824 shares of the Issuer's Common Stock outstanding as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 30, 2018, plus options to purchase 261,700 shares of Common Stock beneficially owned by the Reporting Person that are exercisable within 60 days of the date of this statement.

CUSIP No. 42225K106

SCHEDULE 13G**Page 7 of 14 Pages****1 NAME OF REPORTING PERSONS**

Philip Furse

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

United States

5 SOLE VOTING POWER**NUMBER OF**

SHARES	0
6	SHARED VOTING POWER

BENEFICIALLY

OWNED BY	772,280
7	SOLE DISPOSITIVE POWER
EACH	

REPORTING

PERSON	0
8	SHARED DISPOSITIVE POWER

WITH

772,280

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

772,280

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

5.2%

12 TYPE OF REPORTING PERSON

IN

- (a) The percentage set forth above is calculated pursuant to Rule 13d-3 of the Act using the 14,405,824 shares of the Issuer's Common Stock outstanding as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 30, 2018, plus options to purchase 382,800 shares of Common Stock beneficially owned by the Reporting Person that are exercisable within 60 days of the date of this statement.

CUSIP No. 42225K106

SCHEDULE 13G**Page 8 of 14 Pages****1 NAME OF REPORTING PERSONS**

Timothy Albright

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

United States

5 SOLE VOTING POWER**NUMBER OF**

SHARES	0
6 SHARED VOTING POWER	

BENEFICIALLY

OWNED BY	772,280
EACH	7 SOLE DISPOSITIVE POWER

REPORTING

PERSON	0
8 SHARED DISPOSITIVE POWER	

WITH

772,280

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

772,280

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

5.2%

12 TYPE OF REPORTING PERSON

IN

- (a) The percentage set forth above is calculated pursuant to Rule 13d-3 of the Act using the 14,405,824 shares of the Issuer's Common Stock outstanding as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 30, 2018, plus options to purchase 382,800 shares of Common Stock beneficially owned by the Reporting Person that are exercisable within 60 days of the date of this statement.

CUSIP No. 42225K106

SCHEDULE 13G**Page 9 of 14 Pages****1 NAME OF REPORTING PERSONS**

Robert MacAulay

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

United States

5 SOLE VOTING POWER**NUMBER OF**

SHARES	0
6 SHARED VOTING POWER	

BENEFICIALLY

OWNED BY	772,280
7 SOLE DISPOSITIVE POWER	
EACH	

REPORTING

PERSON	0
8 SHARED DISPOSITIVE POWER	

WITH

772,280

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

772,280

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

5.2%

12 TYPE OF REPORTING PERSON

IN

- (a) The percentage set forth above is calculated pursuant to Rule 13d-3 of the Act using the 14,405,824 shares of the Issuer's Common Stock outstanding as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 30, 2018, plus options to purchase 382,800 shares of Common Stock beneficially owned by the Reporting Person that are exercisable within 60 days of the date of this statement.

CUSIP No. 42225K106

SCHEDULE 13G**Page 10 of 14 Pages****Item 1. (a) Name of Issuer**

Health Insurance Innovations, Inc. (the Issuer)

Item 1. (b) Address of Issuer's Principal Executive Offices

15438 N. Florida Avenue, Suite 201, Tampa, Florida 33613

Item 2. (a, b, c) Names of Person Filing, Address of Principal Business Office, Citizenship:

Summit Partners Public Asset Management, LLC (SPPAM), the investment manager with respect to the shares and options directly held by Summit Partners Concentrated Growth L/S Master Fund, L.P. (the Fund) and a separately managed account. SPPAM is a Delaware limited liability company located at 222 Berkeley Street, 18th Floor, Boston, MA 02116.

Summit Partners, L.P. (SP), the Managing Member of SPPAM, with respect to the shares and options directly held by the Fund. SP is a Delaware limited partnership located at 222 Berkeley Street, 18th Floor, Boston, MA 02116.

Summit Partners Concentrated Growth L/S Master Fund, L.P., a Cayman Islands limited partnership, with respect to the shares and options directly owned by it. The Fund's registered office is c/o Walker Corporate Limited, Cayman Corporate Centre, 27 Hospital Road, George Town, Grand Cayman KY1-9008, Cayman Islands.

Summit Partners Alydar GP, L.P. (Fund GP), the general partner of the Fund with respect to the shares and options directly held by the Fund. Fund GP is a Delaware limited partnership located at 222 Berkeley Street, 18th Floor, Boston, MA 02116.

Summit Partners Alydar GP, LLC (GP), the general partner of Fund GP with respect to the shares and options directly held by the Fund. GP is a Delaware limited liability company located at 222 Berkeley Street, 18th Floor, Boston, MA 02116.

Philip Furse, the Chief Investment Officer of SPPAM and a Portfolio Manager of the Fund with respect to the shares and options directly held by the Fund and the separately managed account of SPPAM. Mr. Furse is a United States Citizen with a business address at 222 Berkeley Street, 18th Floor, Boston, MA 02116.

Timothy Albright, a Portfolio Manager of SPPAM with respect to the shares and options directly held by the Fund and the separately managed account of SPPAM. Mr. Albright is a United States Citizen with a business address at 222 Berkeley Street, 18th Floor, Boston, MA 02116.

Robert MacAulay, the Chief Risk Officer of SPPAM with respect to the shares and options directly held by the Fund and the separately managed account of SPPAM. Mr. MacAulay is a United States Citizen with a business address at 222 Berkeley Street, 18th Floor, Boston, MA 02116.

The foregoing persons are hereinafter sometimes collectively referred to as the Reporting Persons.

Item 2. (d) Title of Class of Securities

Class A common Stock, par value \$0.001 per share (the Common Stock)

Item 2. (e) CUSIP No.:

42225K106

CUSIP No. 42225K106

SCHEDULE 13G**Page 11 of 14 Pages**

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) A group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Not Applicable

Item 4. Ownership

Information with respect to the Reporting Persons' ownership of the Common Stock as of the date of this statement is incorporated by reference to items (5) - (9) and (11) of the cover page of the respective Reporting Person.

By virtue of the affiliate relationships among the Reporting Persons and by virtue of Mr. Furse being the Chief Investment Officer of SPPAM and a Portfolio Manager of the Fund, Mr. Albright being a Portfolio Manager of SPPAM and Mr. MacAulay being the Chief Risk Officer of SPPAM, each Reporting Person may be deemed to own beneficially all of the shares and options directly held by the Fund. Each of the Reporting Persons expressly disclaims beneficial ownership of any shares and options, except for the Fund with respect to the shares held of record by it and except to the extent of its pecuniary interest therein.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

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

Shares and options to purchase shares of Common Stock representing an aggregate of 244,309 shares reported in this statement are held of record by a separately managed account of SPPAM, which has the right to receive dividends from and proceeds from the sale of such shares and options. Such interest does not relate to more than 5 percent of the Common Stock.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

CUSIP No. 42225K106

SCHEDULE 13G

Page 12 of 14 Pages

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 42225K106

SCHEDULE 13G

Page 13 of 14 Pages

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.

Dated: March 13, 2019

Summit Partners Public Asset Management, LLC

By: */s/ Robin W. Devereux*
Robin W. Devereux, Chief Compliance Officer

Summit Partners, L.P.

By: */s/ Robin W. Devereux*
Robin W. Devereux, Authorized Person

Summit Partners Concentrated Growth L/S Master Fund, L.P.

By: Summit Partners Alydar GP, L.P., its general partner

By: */s/ Robin W. Devereux*
Robin W. Devereux, Authorized Person

Summit Partners Alydar GP, L.P.

By: */s/ Robin W. Devereux*
Robin W. Devereux, Authorized Person

Summit Partners Alydar GP, LLC

By: */s/ Robin W. Devereux*
Robin W. Devereux, Authorized Person

By: */s/ Philip Furse*
Philip Furse

By: */s/ Timothy Albright*
Timothy Albright

By: */s/ Robert MacAulay*
Robert MacAulay

Exhibit I**JOINT FILING STATEMENT PURSUANT TO RULE 13d-1(k)**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G, is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G, shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated: March 13, 2019

Summit Partners Public Asset Management, LLC

By: */s/ Robin W. Devereux*
Robin W. Devereux, Chief Compliance Officer

Summit Partners, L.P.

By: */s/ Robin W. Devereux*
Robin W. Devereux, Authorized Person

Summit Partners Concentrated Growth L/S Master Fund, L.P.

By: Summit Partners Alydar GP, L.P., its general partner

By: */s/ Robin W. Devereux*
Robin W. Devereux, Authorized Person

Summit Partners Alydar GP, L.P.

By: */s/ Robin W. Devereux*
Robin W. Devereux, Authorized Person

Summit Partners Alydar GP, LLC

By: */s/ Robin W. Devereux*
Robin W. Devereux, Authorized Person

By: */s/ Philip Furse*

Philip Furse

By: /s/ Timothy Albright
Timothy Albright

By: /s/ Robert MacAulay
Robert MacAulay