

Fritch Herbert A
Form SC 13G/A
February 13, 2009

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

**Schedule 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)
HealthSpring, Inc.**

(Name of Issuer)
Common Stock, \$ 0.01 par value

(Title of Class of Securities)
42224N 10 1

(CUSIP Number)
December 31, 2008

(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)
-

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1 NAME OF REPORTING PERSON
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 4,748,714 (1)(2)(3)

6 SHARES BENEFICIALLY OWNED BY SHARED VOTING POWER
0

7 EACH REPORTING PERSON SOLE DISPOSITIVE POWER
4,748,714 (1)(2)(3)

8 WITH SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,748,714 (1)(2)(3)

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

10 471,777(4)

(a)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.1%(5)

12 TYPE OF REPORTING PERSON

IN

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Item 2(d). Title of Class Of Securities: Common Stock, \$0.01 par value

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 | 4,748,714 (1)(2)(3)(4) | 8.1%(5) | 4,748,714 (1)(2)(3)(4) | 0 | 4,748,714 (1)(2)(3)(4) | 0 |

(1) Includes an option to purchase 75,000 shares of Common Stock which is currently exercisable. Also includes 931,350 shares owned by the reporting person as trustee of grantor retained annuity trusts.

(2) Includes shares subject to two prepaid variable forward sale contracts entered into by the reporting person with an unaffiliated third party

buyer. The first contract obligates the reporting person to deliver to the buyer up to 150,000 shares of Common Stock (or, at the reporting person's election, an equivalent cash value based on the market price of the Common Stock at that time) on the settlement date of the contract (December 31, 2009). The second contract obligates the reporting person to deliver to the buyer up to 350,000 shares of Common Stock (or, at the reporting person's election, an equivalent cash value based on the market price of the Common Stock at that time) on the settlement date. The second contract is divided into two groups of 175,000 shares each, one of which settles on January 4, 2010, and the other of which settles on January 5, 2010.

- (3) The reporting person has granted a security interest in 3,208,252 shares directly owned by him to a financial institution as security for a line of credit.

 - (4) Excludes 471,777 shares beneficially owned by various trusts, the trustee of which is unrelated to the reporting person and the beneficiaries of which are adult children or adult stepchildren of the reporting person, and as to which the reporting person disclaims beneficial ownership.

 - (5) Based on 58,531,537 shares of Common Stock outstanding as of October 30, 2008, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008.
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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

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

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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 13, 2009

Date

/s/ Herbert A. Fritch

(Signature)

Herbert A. Fritch