

Kosloske Michael W
 Form 4
 April 24, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Kosloske Michael W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 09/10/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

15438 N. FLORIDA AVENUE, SUITE 201

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

TAMPA, FL 33613

(City) (State) (Zip)

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 or Price | | |
| Class A Common Stock | 09/10/2018 | | G | | 18,100 ⁽¹⁾ | D | \$ 0 7,979 |
| Class A Common Stock | 09/10/2018 | | G | | 7,979 ⁽¹⁾ | D | \$ 0 0 |
| Class A Common Stock | 04/22/2019 | | M ⁽²⁾ | | 106,173 | A | \$ 9.2 106,173 |
| Class A Common Stock | 04/22/2019 | | D | | 41,871 | D | \$ 64,302 |

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| | | | | | |
|---------------------------------|------------|------------------|---|-------------------------|--|
| Common Stock | <u>(3)</u> | 24.85 | | | |
| Class B Common Stock <u>(4)</u> | | 2,416,667 | I | See Footnote <u>(5)</u> | |
| Class A Common Stock | | 125,000 | I | See Footnote <u>(6)</u> | |
| Class A Common Stock | | 5,643 <u>(7)</u> | I | See Footnote <u>(7)</u> | |

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

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.

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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 of Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Am Num Sha |
| Stock Appreciation Rights | \$ 9.8 | 04/22/2019 | | <u>M</u> ⁽²⁾ | 106,173 | <u>(8)</u> 06/07/2019 | Common Stock 10 |
| Stock Appreciation Rights | \$ 23.8 | | | | | <u>(8)</u> 06/07/2019 | Common Stock 40 |
| Membership Int in Health Plan Intermediaries Holdings, LLC <u>(4)</u> | \$ 0 | | | | | <u>(4)</u> <u>(4)</u> | Class A Common Stock 12 |

Reporting Owners

Reporting Owner Name / Address

Relationships

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| | Director | 10% Owner | Officer | Other |
|--|----------|-----------|---------|-------|
| Kosloske Michael W 15438 N. FLORIDA AVENUE SUITE 201 TAMPA, FL 33613 | X | X | | |
| Health Plan Intermediaires, LLC C/O HEALTH INSURANCE INNOVATIONS, INC. 15438 N. FLORIDA AVENUE, SUITE 201 TAMPA, FL 33613 | | | | X |
| Health Plan Intermediaries Sub, LLC C/O HEALTH INSURANCE INNOVATIONS, INC. 15438 N. FLORIDA AVENUE, SUITE 201 TAMPA, FL 33613 | | | | X |

Signatures

/s/ Michael W.
Kosloske

04/24/2019

**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).
- (1) Represents shares previously reported as being held by the Michael W. Kosloske 2012 Descendant's Trust as to which the Reporting Person exercised a power of substitution and subsequently gifted.
 - (2) Represents the exercise of stock appreciation rights prior to the expiration thereof.
 - (3) Shares retained by the issuer to satisfy the exercise price of stock appreciation rights exercised by the Reporting Person.
Each share of Class B Common Stock held by the reporting persons, together with one Series B Membership Interest held by the
 - (4) reporting persons in Health Plan Intermediaries Holdings, LLC ("HPIH"), are together exchangeable, at any time, at the reporting persons' election, for one share of Class A Common Stock. This exchange right has no expiration date.
This number of shares consists of 2,391,701 shares of Class B Common Stock held of record by Health Plan Intermediaries, LLC ("HPI") and 24,966 shares of Class B Common Stock held by Health Plan Intermediaries Sub, LLC ("HPIS"). Michael Kosloske is the sole member and primary manager of HPI, and has sole voting and dispositive power over the shares held by HPI. HPI is the sole managing member of HPIS and has sole voting and dispositive power over the shares held by HPIS. Mr. Kosloske, by virtue of his control of HPI and HPI's control of HPIS, may be deemed to beneficially own all the shares of Class B Common Stock held of record by each of HPI and HPIS.
 - (5) This number of shares consists of 123,750 shares of Class A Common Stock held of record by HPI and 1,250 shares of Class A Common Stock held by HPIS. Michael Kosloske is the sole member and primary manager of HPI, and has sole voting and dispositive power over the shares held by HPI. HPI is the sole managing member of HPIS and has sole voting and dispositive power over the shares held by HPIS. Mr. Kosloske, by virtue of his control of HPI and HPI's control of HPIS, may be deemed to beneficially own all the shares of Class A Common Stock held of record by each of HPI and HPIS.
 - (6) By Lori Kosloske. Michael Kosloske and Lori Kosloske are husband and wife. Share number previously incorrectly reported as 7,203.
These stock-settled stock appreciation rights were granted to the Reporting Person under the Issuer's Long-Term Incentive Plan and vest
 - (8) 25% on each of the first and second anniversaries of grant date and 50% on the third anniversary, subject to the terms of the Long-Term Incentive Plan and an award agreement under the Long-Term Incentive Plan.
This number consists of 2,391,701 Class B Membership Interests in HPIH held of record by HPI and 24,966 interests held by HPIS. Michael Kosloske is the sole member and primary manager of HPI, and has sole voting and dispositive power over the interests held by
 - (9) HPI. HPI is the sole managing member of HPIS and has sole voting and dispositive power over the interests held by HPIS. Mr. Kosloske, by virtue of his control of HPI and HPI's control of HPIS, may be deemed to beneficially own all the Class B Membership Interests of HPIH held of record by each of HPI and HPIS.

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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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