

HealthSpring, Inc.  
Form 8-K  
January 23, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): January 23, 2008 (January 23, 2008)  
HEALTHSPRING, INC.**

*(Exact name of registrant as specified in charter)*

**Delaware**  
*(State or other jurisdiction of  
incorporation)*

**001-32739**  
*(Commission  
File Number)*

**20-1821898**  
*(IRS Employer  
Identification No.)*

**9009 Carothers Parkway  
Suite 501  
Franklin, Tennessee**  
*(Address of principal executive offices)*

**37067**  
*(Zip Code)*

**(615) 291-7000**  
*(Registrant's telephone number, including area code)*

**Not Applicable**  
*(Former name or former address, if changed since last report)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operations and Financial Condition.**

On January 23, 2008, the Company issued a press release updating earnings guidance for the year ended December 31, 2007 and announcing its estimated earnings guidance for the year ending December 31, 2008 in conjunction with its investor day conference in Miami, Florida. A copy of the press release is furnished herewith as Exhibit 99.1.

The information contained in this Item 2.02, including the earnings guidance in Exhibit 99.1, shall not be deemed filed with the Securities and Exchange Commission nor incorporated by reference in any registration statement filed by the Company under the Securities Act of 1933, as amended.

**Item 7.01. Regulation FD Disclosure.**

See Item 2.02. Results of Operations and Financial Condition above.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

Exhibit 99.1 Press Release issued by HealthSpring, Inc. dated January 23, 2008.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**HEALTHSPRING, INC.**

By: /s/ J. Gentry Barden  
J. Gentry Barden  
Senior Vice President, Corporate  
General Counsel, and Secretary

Date: January 23, 2008

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**EXHIBIT INDEX**

No.	Exhibit
99.1	Press Release issued by HealthSpring, Inc. dated January 23, 2008.