

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Estimated average burden  
 hours per response: 0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person*<br><u>Telkamp Bruce</u><br><br>(Last) (First) (Middle)<br>C/O HEALTH INSURANCE INNOVATIONS, INC.<br>15438 N. FLORIDA AVE., SUITE 201<br><br>(Street)<br>TAMPA FL 33613<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Health Insurance Innovations, Inc. [ HIIQ ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>CEO of HealthPocket, Inc.* |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>08/06/2018                                    |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |  |

**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  | (A) or (D) | Price                    |   |  |   |
| Class A Common Stock            | 08/06/2018                           |  | M                              |   | 4,000   | A          | \$12.13                  | 36,174  | D  |   |
| Class A Common Stock            | 08/06/2018                           |  | M                              |   | 20,000  | A          | \$4.95                   | 56,174  | D  |   |
| Class A Common Stock            | 08/06/2018                           |  | D                              |   | 3,373 <sup>(3)</sup>  | D          | \$43.75                  | 52,801  | D  |   |
| Class A Common Stock            | 08/06/2018                           |  | S                              |   | 7,517   | D          | \$43.1951 <sup>(4)</sup> | 45,284  | D  |   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-----------------|---|--|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V |  | Date Exercisable   | Expiration Date |   |  |  |   |  | Amount or Number of Shares |
| Stock Appreciation Rights                  | \$12.13  | 08/06/2018                           |  | M                              |   | 4,000  | (1)  | 07/14/2021      | Class A Common Stock  | 4,000                                      | \$0  | 0   | D  |                            |
| Stock Appreciation Rights                  | \$4.95   | 08/06/2018                           |  | M                              |   | 20,000   | (2)  | 07/01/2022      | Class A Common Stock  | 20,000                                     | \$0  | 0   | D  |                            |

**Explanation of Responses:**

- These stock-settled stock appreciation rights were previously granted under the Issuer's Long Term Incentive Plan, as amended ("Plan"), and are scheduled to vest in increments of 20%, 20%, 20% and 40% on successive anniversary dates of the grant, subject to the terms of the Plan and an award agreement under the Plan.
- These stock-settled stock appreciation rights were previously granted under the Plan and are scheduled to vest in increments of 25%, 25%, and 50% on successive anniversary dates of the grant, subject to the terms of the Plan and an award agreement under the Plan.
- Shares retained by the issuer to satisfy the exercise price of stock appreciation rights exercised by the Reporting Person.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$42.50 to \$43.80, inclusive. The Reporting Person undertakes to provide Health Insurance Innovations Inc. (the "Company"), any security holder of the Company, or the staff of the Securities & Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein. The shares were sold solely to satisfy the Reporting Person's tax liability associated with the vesting of the stock appreciation rights.

**Remarks:**

\* HealthPocket, Inc. is a subsidiary of Issuer.

/s/ Bruce Telkamp 08/08/2018

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**