

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 3 nbsp;)**

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)

**J. Carlo Cannell
Cannell Capital LLC
245 Meriwether Circle
Alta, WY 83414
(307) 733-2284**

(Name, Address and Telephone Number of Person
to Receive Notices and Communications)

April 17, 2019

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 9 Pages)

* 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 disclosures provided in a prior cover page.

The information required on 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*).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a current valid OMB control number.

1	NAME OF REPORTING PERSON Cannell Capital LLC I.R.S. Identification Nos. of above persons (entities only) 94-3366999		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (see instructions) WC/OO		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> or 2(e) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER* 1,004,121	
	8	SHARED VOTING POWER 0	
	9	SOLE DISPOSITIVE POWER* 1,004,121	
	10	SHARED DISPOSITIVE POWER 0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,004,121		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> (see instructions)		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 6.84%*		
14	TYPE OF REPORTING PERSON IA		

* Based on information set forth on the Form 10-K of Health Insurance Innovations, Inc., (the "Company", "Registrant", or "HIQ") as filed with the Securities and Exchange Commission on March 14, 2019, there were 14,675,824 shares of Class A Common Stock par value \$0.001 per share (the "Shares"), of the Company issued and outstanding as of March 11, 2019.

As of April 16, 2019 (the "Reporting Date"), the Cuttyhunk Master Portfolio ("Cuttyhunk"), Tristan Partners, L.P. ("Tristan"), the Tristan Offshore Fund Ltd. ("Tristan Offshore"), Tonga Partners, L.P. ("Tonga"), and sundry separately managed accounts, over which J. Carlo Cannell has investment discretion (the "Cannell SMAs" and collectively with Cuttyhunk, Tonga, Tristan and Tristan Offshore, the "Investment Vehicles"), held in the aggregate 1,004,121 Shares.

1	NAMES OF REPORTING PERSONS I.R.S. Identification Nos. of above persons (entities only) J. Carlo Cannell		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (see instructions) WC/OO		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> or 2(e) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER* 1,004,121	
	8	SHARED VOTING POWER 0	
	9	SOLE DISPOSITIVE POWER* 1,004,121	
	10	SHARED DISPOSITIVE POWER 0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,004,121		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> (see instructions)		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 6.84%*		
14	TYPE OF REPORTING PERSON IN		

* Based on information set forth on the Form 10-K of Company as filed with the Securities and Exchange Commission on March 14, 2019, there were 14,675,824 shares of Class A Common Stock par value \$0.001 per Share of Company issued and outstanding as of March 11, 2019.

As of Reporting Date the Investment Vehicles held in the aggregate 1,004,121 Shares.

Cannell Capital LLC acts as the investment adviser to Tonga, Tristan, Tristan Offshore, the Cannell SMAs, and the investor sub-adviser for Cuttyhunk. Mr. J. Carlo Cannell is the sole managing member of Cannell Capital LLC. The Reporting Person possesses the sole power to vote and to direct the disposition of the Shares held by the Investment Vehicles.

Item 1. Security and Issuer

The title of the class of equity securities to which this Schedule 13D relates is the Common Stock par value \$0.001 per share of Health Insurance Innovations, Inc., a Delaware corporation.
The address of the principal executive offices of the Company is 15438 N. Florida Avenue, Suite 201, Tampa, FL 33613.

Item 2. Identity and Background

- a) The name of the Reporting Person is J. Carlo Cannell (the "Reporting Person").
The Reporting Person is the sole managing member of Cannell Capital LLC, an investment sub-adviser for the Cuttyhunk Master Portfolio and investment adviser to the Cannell SMAs and to the following entities:
Tonga Partners, L.P.
Tristan Partners, L.P.
Tristan Offshore Fund, Ltd.
Set forth in the attached Annex "A" and incorporated herein by reference is a listing of the directors, general partners, managing members and controlling persons of the Reporting Person and the Investment Vehicles (collectively, the "Covered Persons"), and sets forth the principal occupation, citizenship and principal place of business of each Covered Person.
- b) The principal business address of the Reporting Person is:
245 Meriwether Circle
Alta, WY 83414
- c) The principal business of the Reporting Person is the performance of investment management and advisory services. The principal business of the Investment Vehicles is investment in securities.
- d) Neither the Reporting Person, nor to the best of its knowledge, any of the Investment Vehicles, has, in the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- e) Neither the Reporting Person, nor to the best of its knowledge, any of the Investment Vehicles, has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgement, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.
- f) The place of organization of the Reporting Person is as follows:
The citizenship of each Covered Person is set forth on the attached Annex A and incorporated herein by reference.
Mr. J. Carlo Cannell is the Managing Member of Cannell Capital LLC, a Wyoming limited liability company.

Item 3. Source and Amount of Funds or Other Consideration

The securities to which this statement relates were acquired by the Reporting Person using the working capital of each Investment Vehicle as follows:
The Cuttyhunk Master Portfolio: \$1,507,441
Tonga Partners, L.P.: \$6,258,270
Tristan Partners, L.P.: \$5,158,829
Tristan Offshore Fund, Ltd.: \$2,515,469
Cannell SMAs: \$5,912,777
The Investment Vehicles have invested an aggregate amount of approximately \$21,352,786 in the Shares.

Item 4. Purpose of Transaction

Cannell Capital LLC, on behalf of the Investment Vehicles, identified the Company as an entity satisfying each of the Investment Vehicle's investment criteria. The Investment Vehicles acquired and continue to hold the Shares as a long-term investment.

Mr. Cannell files this amendment to disclose a change in its investment stance from active to passive. Specifically, CC has no plans or proposals to engage in any of the actions specified in Items 4(a) through 4(j) to the Schedule 13D general instructions with regards to the Company. Accordingly, this Amendment No. 3 is the Reporting Person's final amendment to the Schedule 13D and constitutes an exit filing for the Reporting Person.

Item 5. Interest in Securities of the Issuer

Based on information set forth in the Company's Form 10-K as filed with the Securities and Exchange Commission on March 14, 2019, there were 14,675,824 Common Shares issued and outstanding as of March 11, 2019.

(a) As of the Reporting Date, for the purposes of Reg. Section 240.13d-3, Cannell Capital LLC may be deemed to beneficially own 1,004,121 Shares, or approximately 6.84% of the Shares deemed issued and outstanding as of the Reporting Date.

(b) Cannell Capital LLC possesses the sole power to vote and to direct the disposition of the Shares held by the Investment Vehicles.

(c) The following table details the transactions during the sixty days on or prior to the Reporting Date in Shares, or securities convertible into, exercisable for or exchangeable for Shares, by Cannell Capital LLC or any other person or entity controlled by him or any person or entity for which he possesses voting or investment control over the securities thereof (each of which was effected in an ordinary brokerage transaction by Cannell Capital LLC on behalf of the Investment Vehicles).

	Entity	Date	Quantity	Price Per Share	Form Of Transaction
 	Cannell SMAs	03/12/2019	2,190	38.60	Sell
	Tonga	03/13/2019	15,820	32.05	Buy
	Cannell SMAs	03/13/2019	24,540	32.07	Buy
	Tristan	03/13/2019	27,894	32.05	Buy
	Tristan Offshore	03/13/2019	13,436	32.05	Buy
	CuttyhunkII	03/13/2019	3,705	32.05	Buy
	Tonga	04/02/2019	7,045	25.43	Buy
	Cannell SMAs	04/02/2019	8,882	25.45	Buy
	Tristan	04/02/2019	8,952	25.43	Buy
	Tristan Offshore	04/02/2019	4,295	25.43	Buy
	CuttyhunkII	04/02/2019	1,765	25.43	Buy
	Tonga	04/03/2019	2,406	25.71	Buy
	Cannell SMAs	04/03/2019	1,779	25.71	Buy
	Tristan	04/03/2019	2,971	25.71	Buy
	Tristan Offshore	04/03/2019	1,455	25.71	Buy
	CuttyhunkII	04/03/2019	599	25.71	Buy
	Tonga	04/12/2019	11,500	23.73	Buy
	Cannell SMAs	04/12/2019	11,517	23.75	Buy
	Tristan	04/12/2019	13,819	23.73	Buy
	Tristan Offshore	04/12/2019	6,538	23.73	Buy
	CuttyhunkII	04/12/2019	2,590	23.73	Buy

	<u>Entity</u>	<u>Date</u>	<u>Quantity</u>	<u>Price Per Share</u>	<u>Form Of Transaction</u>
 	Tonga	04/15/2019	7,507	23.24	Buy
	Cannell SMAs	04/15/2019	7,527	23.28	Buy
	Tristan	04/15/2019	9,007	23.24	Buy
	Tristan Offshore	04/15/2019	4,268	23.24	Buy
	CuttyhunkII	04/15/2019	1,691	23.24	Buy
 					
Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer					
None					
Item 7. Material to Be Filed as Exhibits					
Exhibit 99					

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: April 17, 2019

Cannell Capital LLC

By: /s/ J. Carlo Cannell

Name: J. Carlo Cannell

Title: Managing Member

Annex "A"

MANAGERS AND GENERAL PARTNERS OF THE REPORTING PERSON AND THE INVESTMENT VEHICLES

The following sets forth the name, principal occupation, citizenship or jurisdiction of organization and principal place of business of the directors, general partners, managing members or controlling persons of the Reporting Person and the Investment Vehicles (the "Covered Persons") indicated below:

J. Carlo Cannell

Name:	J. Carlo Cannell
Title or Relationship with Reporting Person:	Managing Member
Principal Occupation or Employment:	Investment Management
Citizenship or Jurisdiction of Organization:	Wyoming, United States
Principal Place of Business:	(1)

Cannell Capital LLC

Name:	J. Carlo Cannell
Title or Relationship with Reporting Person:	Managing Member
Principal Occupation or Employment:	Investment Management
Citizenship or Jurisdiction of Organization:	Wyoming, United States
Principal Place of Business:	(1)

Tonga Partners, L.P.

Name:	Cannell Capital LLC
Title or Relationship with Reporting Person:	Investment Adviser and General Partner
Principal Occupation or Employment:	Investment Management
Citizenship or Jurisdiction of Organization:	Wyoming, United States
Principal Place of Business:	(1)

The Cuttyhunk Master Portfolio

Name:	Cannell Capital LLC
Title or Relationship with Reporting Person:	Investment Subadviser
Principal Occupation or Employment:	Investment Management
Citizenship or Jurisdiction of Organization:	Wyoming, United States
Principal Place of Business:	(1)

Tristan Partners, L.P.

Name:	Cannell Capital LLC
Title or Relationship with Reporting Person:	Investment Adviser and General Partner
Principal Occupation or Employment:	Investment Management
Citizenship or Jurisdiction of Organization:	Wyoming, United States
Principal Place of Business:	(1)

Tristan Offshore Fund, Ltd.

Name:	Cannell Capital LLC
Title or Relationship with Reporting Person:	Investment Adviser
Principal Occupation or Employment:	Investment Management
Citizenship or Jurisdiction of Organization:	Cayman Islands
Principal Place of Business:	(2)

Annex "B"

Agreement Regarding the Joint Filing of Schedule 13D

- 1) Each of them is individually eligible to use the Schedule 13D to which this Exhibit is attached, and such Schedule 13D is filed on behalf each of them;
- 2) Each of them is responsible for the timely filing of such Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated: April 17, 2019

By: /s/ J. Carlo Cannell

Name: J. Carlo Cannell

Cannell Capital LLC

By: /s/ J. Carlo Cannell

Name: J. Carlo Cannell

Title: Managing Member

Cannell Capital LLC
245 Meriwether Circle
Alta, WY 83414
☎ Tel (307) 733-2284 ☐; Fax (307) 264-0600
✉ info@cannellcap.com

April 17, 2019

Mr. Paul G. Gabos
Chairman of the Board
Health Insurance Innovations, Inc.
15438 North Florida Avenue
Tampa, FL 33613

Dear Paul,

Cannell Capital LLC (“CC”) that 27-year investment manager which as of April 17, 2019 enjoys beneficial ownership of 1,004,121 shares of Health Insurance Innovations, Inc. (“HIIQ” or the “Company”), writes to amend its Schedule 13 filing to disclose a change in its investment stance from active to passive.

Whilst not required to so do, CC herein shares its background on this change and includes some commentary on its appraisal of HIIQ.

I believe that the proposed appointment of Duffield and Scott to the Board of Directors trump my own nomination of Patrick McNamee. While in no way implying a loss of faith in McNamee, Duffield and Scott are specialists whose expertise is more relevant and appropriate to the challenges and opportunities which the Company faces today.

McNamee is a generalist – indeed a fine one. Duffield and Scott, however, would seem to enjoy greater “street cred” on the mean streets of alternative health care which, as you well know, have lately become controversial. Their respective nominations unequivocally demonstrate further commitment to compliance, governance, and experience in areas in which HIIQ now expands.

In fading to passive, I wish to applaud HIIQ for its great progress in:

- (i) Remediating most of the odiferous fumes from bad actors in the past. The grueling two-year multi-state investigation must have been frustrating, expensive and likely a political jump ball at the end. The lack of any transgressions or monetary penalties by HIIQ was a far better result than this owner could have imagined. Congratulations.
- (ii) Enhancing the Board of Directors, management and policies and procedures. The Company can’t change the past, but it can affect the future. Good work on the remediation and institution of the current tough policies and procedures. Congratulations on Duffield and Scott.
- (iii) Aggressively enhancing HIIQ as a leading digital marketplace and accelerating diversification away from the politically-charged short-term medical (“STM”) or “gap” market. Expanding into indemnity, dental, telemedicine, life, vision, travel and 65-and-over and even ACA-compliant plans was, and remains, prudent. It is my understanding that in Q4 2018, STM represented less than 30% of revenues and that digital distribution has already increased to over 50% of new policy originations.

These represent real progress. Continue to broaden the menu and make the restaurant the best in town. Present the choices and let the customer decide. The role of a good exchange – be it in health care, derivatives or sports betting – is to efficiently and broadly provide choices to participants with robust disclosure.¹ Healthcare.gov was an expensive failure.

Ironically, HIIQ’s MyBenefitskeeper may fulfill the original promise and hope of healthcare.gov of allowing consumers to enjoy transparency into healthcare. I hope, and believe, that HIIQ, eHealth, Inc and other private sector platforms will (and arguably already are) becoming the *de facto* platform upon which to research and buy health insurance.

As to the future I would ask you to consider focusing on three areas:

- (i) Maintain vigilance towards all matters related to compliance. Enough is never enough for this owner;
- (ii) Increase digital distribution – B2C website to consumer; and
- (iii) Continue to collaborate with carriers to diversify policy diversification away from STM.

Best regards!

Sincerely,

/s/J. Carlo Cannell
J. Carlo Cannell
Managing Member

¹The attack upon HIIQ by interested parties has been vitriolic and, in my opinion, taken out of context, irresponsible and lacking foundation.

Irish polemicist George Bernard Shaw wrote, “I learned long ago, never to wrestle with a pig. You get dirty, and besides, the pig likes it.” I urge you and HIIQ to resist distraction and remain stolid with laserlike focus on execution.