

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Southwell Gavin</u><br>_____<br>(Last) (First) (Middle)<br><u>C/O HEALTH INSURANCE INNOVATIONS, INC.</u><br><u>15438 NORTH FLORIDA AVE., SUITE 201</u><br>_____<br>(Street)<br><u>TAMPA FL 33613</u><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 (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>President and CEO</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/13/2019</u>                             |   |
| 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            | 02/13/2019                           |  | S                              |   | 304 <sup>(1)</sup>  | D          | \$40  | 535,873   | 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 | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |
| Stock Appreciation Rights                  | \$6.1  |                                      |  |                                |   |  |     | (2)  | 04/26/2023      | Class A Common Stock  | 20,000                                     | 20,000   | D   |  |
| Stock Appreciation Rights                  | \$5.96   |                                      |  |                                |   |  |     | (3)  | 09/06/2023      | Class A Common Stock  | 33,333                                     | 33,333   | D   |  |
| Stock Appreciation Rights                  | \$10.3   |                                      |  |                                |   |  |     | (4)  | 11/15/2023      | Class A Common Stock  | 100,000                                    | 100,000  | D   |  |

**Explanation of Responses:**

- Sales made pursuant to a 10b5-1 plan previously adopted by the Reporting Person.
- These stock-settled stock appreciation rights were granted under the Plan and vest 50% on the first anniversary of grant date and 50% on the second anniversary of grant date, subject to the terms of the Plan and an award agreement under the Plan.
- These stock-settled stock appreciation rights were granted under the Plan and vest 25% on the first anniversary of grant date, 25% on the second anniversary of grant date, and 50% on the third anniversary of grant date, subject to the terms of the Plan and an award agreement under the Plan.
- These stock-settled stock appreciation rights were granted under the Plan and vest 25% on each of the first four anniversaries of the date of grant, subject to the terms of the Plan and an award agreement under the Plan.

/s/ Curt P. Creely, Attorney in 02/14/2019  
Fact for Gavin Southwell

\*\* 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.