

HealthSpring, Inc.  
Form SC 13G/A  
March 10, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)\***

**HealthSpring, Inc.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

42224N101

(CUSIP Number)

**February 28, 2011**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- x Rule 13d-1(b)
- .. Rule 13d-1(c)
- .. Rule 13d-1(d)

\*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 the disclosures provided in a prior cover page.

The information required in 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).



CUSIP No. 42224N101

1. Names of Reporting Persons

Lord, Abbett & Co. LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a) ..
- (b) ..

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

2,117,977

Number of

Shares

Beneficially

Owned by

Each

Reporting

Person With

6. Shared Voting Power

0

7. Sole Dispositive Power

2,416,343

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

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2,416,343

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) " N/A

11. Percent of Class Represented by Amount in Row (9)

4.18%

12. Type of Reporting Person (See Instructions)

IA

**Item 1.**

- (a) Name of Issuer  
HealthSpring, Inc.
- (b) Address of Issuer's Principal Executive Offices  
9009 Carothers Parkway, Suite 501  
Franklin, TN 37067

**Item 2.**

- (a) Name of Person Filing  
Lord, Abbett & Co. LLC
- (b) Address of Principal Business Office or, if none, Residence  
90 Hudson Street  
Jersey City, NJ 07302.
- (c) Citizenship  
See No. 4 on page 2.
- (d) Title of Class of Securities  
See cover page.
- (e) CUSIP Number  
See cover page.

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with

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§ 240.13d 1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

See No. 9 on page 2.

- (b) Percent of class:

See No. 11 on page 2.

- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote

See No. 5 on page 2.

- (ii) Shared power to vote or to direct the vote

See No. 6 on page 2.

- (iii) Sole power to dispose or to direct the disposition of

See No. 7 on page 2.

- (iv) Shared power to dispose or to direct the disposition of

See No. 8 on page 2.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Securities reported on this Schedule 13G as being beneficially owned by Lord, Abnett & Co. LLC are held on behalf on investment advisory clients, which may include investment companies registered under the Investment Company Act, employee benefit plans, pension funds or other institutional clients.

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**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.

March 10, 2011

Date

/s/ Lawrence H. Kaplan

Signature

Lawrence H. Kaplan/General Counsel

Name/Title