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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

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**GoHealth, Inc.**

(Exact name of registrant as specified in its charter)

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**DELAWARE**  
(State or other jurisdiction of  
incorporation or organization)

**85-0563805**  
(IRS Employer  
Identification No.)

**214 West Huron St., Chicago, Illinois 60654**  
(Address of Principal Executive Offices) (ZIP Code)

**GOHEALTH, INC. 2020 INCENTIVE AWARD PLAN**  
**GOHEALTH, INC. 2020 EMPLOYEE STOCK PURCHASE PLAN**  
(Full title of the plan)

**BRIAN FARLEY, ESQ.**  
Chief Legal Officer and Corporate Secretary  
GoHealth, Inc.  
214 West Huron St.  
Chicago, Illinois 60654  
(Name and address of agent for service)

**(312) 386-8200**  
(Telephone number, including area code, of agent for service)

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*Copies to:*

**IAN D. SCHUMAN, ESQ.**  
**STELIOS G. SAFFOS, ESQ.**  
**BRITTANY RUIZ, ESQ.**  
**LATHAM & WATKINS LLP**  
1271 Avenue of the Americas  
NEW YORK, New York 10020  
(212) 906-1200

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act of 1934.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed with the Securities and Exchange Commission (the “Commission”) for the purpose of registering an additional 6,929,407 shares of the Company’s Class A Common Stock issuable under the following employee benefit plans for which registration statement of the Company on Form S-8 (File No. 333-239879) is effective: (i) the 2020 Plan, which, as a result of the operation of an automatic annual increase provision therein, added 5,774,506 shares of Common Stock, and (ii) the 2020 ESPP, which, as a result of the operation of an automatic annual increase provision therein, added 1,154,901 shares of Common Stock.

### **Incorporation of Documents by Reference.**

Pursuant to Instruction E of Form S-8, the contents of the Registration Statements on Form S-8 filed with the Commission on [July 15, 2020](#) (File No. 333-239879) and [February 10, 2021](#) (File No. 333-252962) is incorporated by reference herein; except for Item 8 which is being updated by this Registration Statement.

### **Item 8. Exhibits.**

The Exhibits listed on the accompanying Index to Exhibits are filed as part hereof, or incorporated by reference into, this Registration Statement. See Exhibit Index below.

## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Index</u>
4.1	<a href="#">Amended and Restated Certificate of Incorporation of GoHealth, Inc. (incorporated by reference to Exhibit 3.1 to the Company’s Quarterly Report on Form 10-Q (File No. 001-39390), filed on August 20, 2020 with the Commission)</a>
4.2	<a href="#">Amended and Restated Bylaws of GoHealth, Inc. (incorporated by reference to Exhibit 3.2 to the Quarterly Report on Form 10-Q (File No. 001-39390), filed on August 20, 2020 with the Commission)</a>
5.1*	<a href="#">Opinion of Latham &amp; Watkins LLP</a>
23.1*	<a href="#">Consent of Ernst &amp; Young LLP as to GoHealth, Inc.</a>
23.2*	<a href="#">Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1)</a>
24.1*	<a href="#">Power of Attorney (included on the signature page hereto)</a>
99.1	<a href="#">GoHealth, Inc. 2020 Incentive Award Plan (incorporated by reference to Exhibit 10.6 to the Company’s Registration Statement (File No. 333-239287), filed on July 8, 2020 with the Commission).</a>
99.2	<a href="#">Incentive Award Plan Form of Stock Option Award Grant Notice and Stock Option Agreement (incorporated by reference to Exhibit 10.19 to the Company’s Registration Statement (File No. 333-239287), filed on July 8, 2020 with the Commission).</a>
99.3	<a href="#">Incentive Award Plan Form of Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10.20 to the Company’s Registration Statement (File No. 333-239287), filed on July 8, 2020 with the Commission).</a>
99.4	<a href="#">GoHealth, Inc. 2020 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.7 to the Company’s Registration Statement (File No. 333-239287), filed on July 8, 2020 with the Commission).</a>
107*	<a href="#">Filing Fee Table</a>

\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on March 23, 2022.

### GOHEALTH, INC.

By /s/ Clinton P. Jones

Clinton P. Jones  
Chief Executive Officer

## POWER OF ATTORNEY

Each of the undersigned officers and directors of GoHealth, Inc. hereby constitutes and appoints Clinton P. Jones and Travis J. Matthiesen, and each of them any of whom may act without joinder of the other, the individual's true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for the person and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement and any and all amendments (including post-effective amendments) to this Registration Statement and all documents relating thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing necessary or advisable to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents, each acting alone, or such person's substitute or substitutes, lawfully may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Clinton P. Jones</u> Clinton P. Jones	Chief Executive Officer and Director (Principal Executive Officer)	March 23, 2022
<u>/s/ Travis J. Matthiesen</u> Travis J. Matthiesen	Interim Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 23, 2022
<u>/s/ Brandon M. Cruz</u> Brandon M. Cruz	Director	March 23, 2022
<u>/s/ Joseph G. Flanagan</u> Joseph G. Flanagan	Director	March 23, 2022
<u>/s/ Helene D. Gayle</u> Helene D. Gayle	Director	March 23, 2022
<u>/s/ Jeremy W. Gelber</u> Jeremy W. Gelber	Director	March 23, 2022

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<u>/s/ Anita V. Pramoda</u> Anita V. Pramoda	Director	March 23, 2022
<u>/s/ Miriam A. Tawil</u> Miriam A. Tawil	Director	March 23, 2022
<u>/s/ Alexander E. Timm</u> Alexander E. Timm	Director	March 23, 2022

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 www.lw.com

**LATHAM & WATKINS** LLP

March 23, 2022

FIRM / AFFILIATE OFFICES

Austin	Moscow
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Dubai	San Diego
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Madrid	Washington, D.C.
Milan	

GoHealth, Inc.  
 214 West Huron St.  
 Chicago, Illinois 60654

Re: Registration Statement on Form S-8 with respect to 6,929,407 shares of Class A common stock, par value \$0.0001 per share

To the addressee set forth above:

We have acted as special counsel to GoHealth, Inc., a Delaware corporation (the “**Company**”), in connection with the preparation and filing by the Company on the date hereof with the Securities and Exchange Commission (the “**Commission**”) of a Registration Statement (the “**Registration Statement**”) on Form S-8 under the Securities Act of 1933, as amended (the “**Act**”), relating to the issuance of up to 6,929,407 shares of Class A common stock of the Company, par value \$0.0001 per share (the “**Shares**”), which may be issued pursuant to the Company’s 2020 Incentive Award Plan (the “**2020 Plan**”) and the Company’s 2020 Employee Stock Purchase Plan (the “**2020 ESPP**,” and, together with the 2020 Plan, the “**Plans**”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “**DGCL**”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, and have been issued by the Company for legal consideration in excess of par value in the circumstances contemplated by the Plans, assuming in each case that the individual issuances, grants or awards under the Plans

**LATHAM & WATKINS** LLP

are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the Plans (and the agreements duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and such Shares will be validly issued, fully paid and non-assessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ **Latham & Watkins LLP**

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2020 Incentive Award Plan and the 2020 Employee Stock Purchase Plan of GoHealth, Inc. of our reports dated March 16, 2022, with respect to the consolidated financial statements of GoHealth, Inc. and the effectiveness of internal control over financial reporting of GoHealth, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Chicago, Illinois  
March 23, 2022



## CALCULATION OF FILING FEE TABLE

FORM S-8  
(Form Type)GOHEALTH, INC.  
(Exact Name of Registrant as Specified in its Charter)

Table I: Newly Registered Securities

Plan	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
2020 Incentive Award Plan	Equity	Class A Common Stock, par value \$0.0001 per share	Rule 457(c) and 457(h)	5,774,506 <sup>(2)</sup>	\$1.23 <sup>(4)</sup>	\$7,102,642.38	\$92.70 per million dollars	\$658.42
2020 Employee Stock Purchase Plan	Equity	Class A Common Stock, par value \$0.0001 per share	Rule 457(c) and 457(h)	1,154,901 <sup>(3)</sup>	\$1.23 <sup>(4)</sup>	\$1,420,528.23	\$92.70 per million dollars	\$131.69
Total Offering Amounts						\$8,523,170.61		\$790.11
Total Fee Offsets								\$—
Net Fee Due								\$790.11

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Class A Common Stock, par value \$0.0001 per share (“Common Stock”), of GoHealth, Inc. (the “Company”) that become issuable under the Company’s 2020 Incentive Award Plan (the “2020 Plan”) and the Company’s 2020 Employee Stock Purchase Plan (the “2020 ESPP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Common Stock.
- (2) Represents 5,774,506 additional shares of the Company’s Common Stock that became available for issuance on January 1, 2022 under the 2020 Plan, pursuant to the terms of the 2020 Plan.
- (3) Represents 1,154,901 additional shares of the Company’s Common Stock that became available for issuance on January 1, 2022 under the 2020 ESPP, pursuant to the terms of the 2020 ESPP.
- (4) This estimate is made pursuant to Rule 457(c) and Rule 457(h) of the Securities Act solely for purposes of calculating the registration fee. The Proposed Maximum Offering Price Per Unit for shares available for future grant is the average of the high and low prices for the registrant’s Common Stock as reported on The Nasdaq Global Select Market on March 16, 2022.