SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

OMB APPROVAL

3235-0104 OMB Number:

0.5

Estimated average burden

hours per response:

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 Addre		Requiri	of Event ng Statement /Day/Year) /2020	3. Issuer Name and Ticker or Trading Symbol <u>GoHealth, Inc.</u> [GOCO]								
(Last) (First) (Middle) 375 PARK AVENUE, 11TH FLOOR				2020	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner				File	5. If Amendment, Date of Original Filed (Month/Day/Year)		
(Street) NEW NY 10152 YORK				Officer (give title below)		Other (specify below)		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person				
(City) (Sta	ate) (Zip)										
Table I - Non-Derivative Securities Beneficially Owned												
1. Title of Security (Instr. 4)					2. Amount of Securitie Beneficially Owned (Ir 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)				
Class A Common Stock					40,682,961	Ι		See Footnotes ⁽¹⁾⁽²⁾				
Class B Common Stock				90,365,387	Ι		See Footnotes ⁽²⁾⁽⁴⁾					
		(e.			ve Securities Bene rants, options, con)			
1. Title of Derivative Security (Instr. 2. 4)		xpiration Date			. Title and Amount of Securities nderlying Derivative Security (Instr.)		4. Conver or Exer Price of	cise		6. Nature of Indirect Beneficial Ownership (Instr. 5)		
			ate xercisable	Expiration Date	Nu		Amount or Del Jumber of Sec Shares		ive	or Indirect (I) (Instr. 5)	5)	
LLC Interests			(3)	(3)	Class A Common Stock	90,3	65,387	(3)		Ι	See Footnotes ⁽²⁾	
1. Name and Address of Reporting Person [*] CCP III Cayman GP Ltd.										1	1	
(Last) 375 PARK AVE	(First) NUE, 11TH F		Aiddle)									
(Street) NEW YORK	NY	10	0152									
(City)	(State)	(Z	Zip)									
1. Name and Address of Reporting Person [*] <u>CCP III AIV VII Holdings, L.P.</u>												
(Last) (First) (Middle) 375 PARK AVENUE, 11TH FLOOR												
(Street) NEW YORK	NY	1(0152									
(City)	(State)	(Z	Zip)									
1. Name and Addre	ss of Reporting	Person*										

<u>CB Blizzard Co-Invest Holdings, L.P.</u>							
(Last)	(First)	(Middle)					
	NUE, 11TH FLO						
(Street) NEW YORK	NY	10152					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person [*] Centerbridge Associates III, L.P.							
(Last)	(First)	(Middle)					
	NUE, 11TH FLO						
(Street) NEW YORK	NY	10152					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person [*] Blizzard Aggregator, LLC							
(Last)	(First)	(Middle)					
375 PARK AVE	NUE, 11TH FLO	OR					
(Street) NEW YORK	NY	10152					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person [*] Aronson Jeffrey							
(Last)	(First)	(Middle)					
375 PARK AVE	NUE, 11TH FLO	OR					
(Street)							
NEW YORK	NY	10152					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person [*] Gallogly Mark T							
(Last)	(First)	(Middle)					
375 PARK AVENUE, 11TH FLOOR							
(Street) NEW YORK	NY	10152					
(City)	(State)	(Zip)					

Explanation of Responses:

1. Consists of 23,129,333 Class A shares held of record by CCP III AIV VII Holdings, L.P. ("CCP III") and 17,553,628 Class A shares held of record by CB Blizzard Co-Invest Holdings, L.P. ("CB Blizzard").

2. CCP III Cayman GP Ltd. ("CCP GP") is the general partner of Centerbridge Associates III, L.P. ("Centerbridge Associates"), which is the general partner of each of CCP III and CB Blizzard and may be deemed to share beneficial ownership over the shares held of record by CCP III and CB Blizzard. CCP GP is the sole manager of Blizzard Aggregator, LLC ("Blizzard Aggregator") and may be deemed to share beneficial ownership over the shares held of record by Blizzard Aggregator. As the directors of CCP GP, Jeffrey H. Aronson and Mark T. Gallogly may be deemed to share beneficial ownership with respect to the shares held by each of CCP III, CB Blizzard and Blizzard Aggregator. Such persons and entities disclaim beneficial ownership of the shares held by each of CCP III, CB Blizzard Aggregator, except to the extent of any proportionate pecuniary interest therein.

3. The LLC Interests may be redeemed by a Reporting Person at any time on or following the closing of the Initial Public Offering for shares of Class A Common Stock on a 1-to-1 basis.

Remarks:

<u>CCP III AIV VII</u> <u>HOLDINGS, L.P., By:</u> <u>CENTERBRIDGE</u> <u>ASSOCIATES III, L.P., i</u> <u>general partner, By: CCP</u> <u>III CAYMAN GP LTD.,</u> <u>its general partner, By: /s</u> <u>Susanne V. Clark,</u> <u>Authorized Signatory</u>	07/15/2020
<u>CB BLIZZARD CO-</u> <u>INVEST HOLDINGS,</u> <u>L.P., By:</u> <u>CENTERBRIDGE</u> <u>ASSOCIATES III, L.P., i</u> <u>general partner, By: CCP</u> <u>III CAYMAN GP LTD.,</u> <u>its general partner, By: /s</u> <u>Susanne V. Clark,</u> <u>Authorized Signatory</u>	07/15/2020
<u>CENTERBRIDGE</u> <u>ASSOCIATES III, L.P.,</u> <u>By: CCP III CAYMAN</u> <u>GP LTD., its general</u> <u>partner, By: /s/ Susanne V</u> <u>Clark, Authorized</u> <u>Signatory</u>	<u>07/15/2020</u> <u>V.</u>
<u>CCP III CAYMAN GP</u> <u>LTD., By: /s/ Susanne V.</u> <u>Clark, Authorized</u> <u>Signatory</u>	<u>07/15/2020</u>
BLIZZARD AGGREGATOR, LLC, By: CCP III CAYMAN GP LTD,, its sole manage By: /s/ Susanne V. Clark, Authorized Signatory	<u>07/15/2020</u> er,
JEFFREY H. ARONSON By: /s/ Jeffrey H. Aronso	- 0//15/2020
<u>MARK T. GALLOGLY,</u> By: /s/ Mark T. Gallogly	07/15/2020
** Signature of Reporting Person	Date
ly or indirectly	

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 5 (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.