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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

GoHealth, Inc.
(Name of Issuer)

Class A Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

38046W105
(CUSIP Number)

Clinton P. Jones
214 West Huron St.
Chicago, IL 60654
(312) 386-8200

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

With copies to:

Patrick Croke
Croke Fairchild Duarte & Beres LLC
180 N LaSalle Street, Ste. 3400
Chicago, IL 60601
(312) 650-8650

May 18, 2023
(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 Rule 13d-1(e), Rule 13d-1(f) or Rule 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 Rule 13d-7(b) for other parties to whom copies are to be sent.

* 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).

1	Names of Reporting Persons NVX Holdings, Inc.	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power 0
	8	Shared Voting Power 6,232,352
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 6,232,352
11	Aggregate Amount Beneficially Owned by Each Reporting Person 6,232,352	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 40.8%	
14	Type of Reporting Person CO	

1	Names of Reporting Persons Brandon M. Cruz	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power 194,319
	8	Shared Voting Power 6,247,139
	9	Sole Dispositive Power 194,319
	10	Shared Dispositive Power 6,247,139
11	Aggregate Amount Beneficially Owned by Each Reporting Person 6,441,458	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 42.3%	
14	Type of Reporting Person IN	

1	Names of Reporting Persons	
	Clinton P. Jones	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions)	
	OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
6	Citizenship or Place of Organization	
	United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power
		194,319
	8	Shared Voting Power
		6,247,139
	9	Sole Dispositive Power
		194,319
	10	Shared Dispositive Power
		6,247,139
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	6,441,458	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares	
	<input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11)	
	42.3%	
14	Type of Reporting Person	
	IN	

1	Names of Reporting Persons BCCJ, LLC	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power 0
	8	Shared Voting Power 14,787
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 14,787
11	Aggregate Amount Beneficially Owned by Each Reporting Person 14,787	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 0.2%	
14	Type of Reporting Person OO (Limited Liability Company)	

Explanatory Note

This Amendment No. 1 to Schedule 13D (“Amendment No. 1”) amends and supplements the Schedule 13D originally filed with the United States Securities and Exchange Commission on November 25, 2022 (the “Schedule 13D”), relating to the shares of Class A Common Stock, par value \$0.0001 per share (the “Class A Common Stock”), of GoHealth, Inc., a Delaware corporation (the “Issuer”). Capitalized terms used herein without definition shall have the meanings set forth in the Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented as follows:

On the evening of May 18, 2023, the Reporting Persons and CCP III Cayman GP Ltd., CB Blizzard Holdings C, L.P., Centerbridge Associates III, L.P., CCP III AIV VII Holdings, L.P., CB Blizzard Co-Invest Holdings, L.P., CB Blizzard Lower Holdings GP A, LLC, CB Blizzard Lower Holdings A, L.P., Blizzard Aggregator, LLC, CB Blizzard Lower Holdings GP B, LLC, CB Blizzard Lower Holdings B, L.P., and Jeffrey H. Aronson (collectively, the “CB Stockholders”) delivered a non-binding proposal (the “Proposal”) to the Board of Directors (the “Board”) of the Issuer offering to acquire all of the outstanding shares of Class A Common Stock and LLC Interests that the Reporting Persons and the CB Stockholders do not already own for a price per share or LLC Interest equal to \$20.00 (the “Proposed Transaction”). The Proposal is non-binding, and the Reporting Persons and the CB Stockholders have not proposed any specific structure for the Proposed Transaction nor have they received any feedback from the Issuer. The foregoing description of the Proposal does not purport to be complete and is qualified in its entirety by reference to the full text of the Proposal, which is filed herewith as Exhibit 4 and incorporated herein by reference.

The Proposal is non-binding in nature and does not obligate in any way the Reporting Persons or the Issuer to negotiate or enter into definitive documentation with respect to a transaction or otherwise complete the Proposed Transaction, and a binding commitment with respect to the Proposed Transaction will result only from the execution and delivery of definitive documentation. Any definitive documentation entered into in connection with the Proposed Transaction is likely to be subject to customary closing conditions. The Reporting Persons make no assurances that the Proposed Transaction contemplated by the Proposal will be consummated, even if the Issuer accepts the Proposal, and make no assurance as to the terms of any such transaction if one were to be consummated.

Neither the Proposal nor this Schedule 13D is meant to be, nor should be construed as, an offer to buy or the solicitation of an offer to sell any of the Issuer’s securities.

If the Proposed Transaction is consummated, one or more of the transactions, events or actions specified in clauses (a) through (j) of Item 4 of Schedule 13D may result, including, without limitation, an acquisition of additional securities of the Issuer, an extraordinary corporate transaction (such as a merger) involving the Issuer, other material changes in the Issuer’s business or corporate structure, and the shares of the Class A Common Stock would become eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Act and would be delisted from the Nasdaq Stock Market.

The Reporting Persons intend to continue to engage in discussions with, among others, management, the Board, stockholders (including the CB Stockholders) and other stakeholders of the Issuer, and/or third parties, including potential acquirers, service providers and debt and equity financing sources, and other relevant parties and may take other actions concerning any extraordinary corporate transaction (including but not limited to a merger, reorganization or liquidation) or the business, operations, assets, strategy, future plans, prospects, corporate structure, Board composition, management, capitalization, dividend policy, charter, bylaws, corporate documents, agreements, de-listing or de-registration of the Issuer, which discussions may include proposing or considering proposals and counterproposals. The Reporting Persons reserve the right to modify or withdraw the Proposal at any time. While the Proposal remains under consideration by the Issuer, the Reporting Persons and their affiliates expect to respond to inquiries from, and negotiate the terms of the Proposal with, the Issuer and its representatives. The Reporting Persons do not intend to update additional disclosures regarding the Proposal until a definitive agreement has been reached with respect to the Proposed Transaction, or unless disclosure is otherwise required under applicable U.S. securities laws.

The Reporting Persons intend to regularly review their investment in the Issuer on a continuing basis and may from time to time and at any time in the future depending on various factors, including, without limitation, the outcome of any discussions referenced in this Schedule 13D, as may be amended from time to time, and any limitations imposed by the Issuer's financial position and strategic direction, actions taken by the Board, price levels of the Issuer's securities, other investment opportunities available to the Reporting Persons, conditions in the securities market and general economic and industry conditions, take such actions with respect to the investment in the Issuer as they deem appropriate. These actions may include, (i) acquiring additional shares of Class A Common Stock and/or other equity, debt, notes, other securities, or derivative or other instruments that are based upon or relate to the value of securities of the Issuer (collectively, "Securities") in the open market or otherwise; (ii) disposing of any or all of their Securities in the open market or otherwise; (iii) engaging in any hedging or similar transactions with respect to the Securities; or (iv) proposing or considering one or more of the actions described in subsections (a) through (j) of Item 4 of Schedule 13D.

Although the foregoing reflects activities presently contemplated by the Reporting Persons, the foregoing is subject to change at any time, and the Reporting Persons reserve their right to change their plans and intentions with respect to the Issuer, including in connection with any of the actions discussed in this Item 4, including, among others, any terms related to the Proposal. Any action taken by the Reporting Persons may be effected at any time and from time to time, subject to any applicable limitations imposed by any applicable laws.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) – (b)

The following sets forth, as of the date of this Schedule 13D, the aggregate number of shares of Class A Common Stock and percentage of Class A Common Stock beneficially owned by each of the Reporting Persons, as well as the number of shares of Class A Common Stock as to which each Reporting Person has the sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition of, or shared power to dispose or to direct the disposition of, as of the date hereof, based on 9,041,091 shares of Class A Common Stock outstanding as of May 1, 2023, as provided by the Issuer in the Quarterly Report on Form 10-Q filed by the Issuer on May 9, 2023, plus, as applicable, 6,178,532 and 2,921 shares of Class A Common Stock underlying the LLC Interests held of record by NVX and BCCJ, respectively:

Reporting Person	Amount beneficially owned	Percent of class	Sole power to vote or to direct the vote	Shared power to vote or to direct the vote	Sole power to dispose or to direct the disposition	Shared power to dispose or to direct the disposition
NVX Holdings, Inc.	6,232,352	40.8%	0	6,232,352	0	6,232,352
Brandon M. Cruz	6,441,458	42.3%	194,319	6,247,139	194,319	6,247,139
Clinton P. Jones	6,441,458	42.3%	194,319	6,247,139	194,319	6,247,139
BCCJ, LLC	14,787	0.2%	0	14,787	0	14,787

NVX is the record holder of 53,820 shares of Class A Common Stock and 6,178,532 LLC Interests. BCCJ is the record holder of 11,866 shares of Class A Common Stock and 2,921 LLC Interests. Each of Messrs. Jones and Cruz is the record holder of 4,967 shares of Class A Common Stock.

Messrs. Jones and Cruz are the Chief Executive Officer and President of NVX, respectively, and are members of the Board of Managers of BCCJ. As a result, each of Messrs. Jones and Cruz may be deemed to beneficially own the securities held by each of NVX and BCCJ.

In addition, each of Messrs. Jones and Cruz may be deemed to beneficially own: (i) 5,016 shares of Class A Common Stock underlying stock options, (ii) 3,925 shares of Class A Common Stock underlying restricted stock units and (iii) 180,411 shares of Class A Common Stock underlying Blizzard Management Feeder LLC Interests, in each case that are currently vested or will vest within 60 days.

By virtue of the agreements made pursuant to the Stockholders Agreement and the matters described in Item 4 above, the Reporting Persons and the CB Stockholders may constitute a “group” within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934 (the “Exchange Act”), which group may be deemed to collectively beneficially own 16,007,486 shares of Class A Common Stock of the Issuer, constituting approximately 77.6% of the 9,041,091 shares of the Class A Common Stock outstanding, plus the 5,386,178 shares of Class A Common Stock underlying the LLC Interests held of record by CB Blizzard B and the 6,181,453 shares of Class A Common Stock underlying the LLC Interests held of record by certain of the Reporting Persons, as calculated on the basis of Rule 13d-3 of the Exchange Act. However, the Reporting Persons expressly disclaim beneficial ownership of the 9,566,028 shares of Class A Common Stock (including 5,386,178 shares of Class A Common Stock underlying LLC Interests held of record by CB Blizzard B) beneficially owned by the CB Stockholders. The CB Stockholders have filed a separate Schedule 13D with respect to their interests in the Issuer and the Proposal.

(c) During the past 60 days, the Reporting Persons have not effected any transactions with respect to the Class A Common Stock.

(d) None.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby supplemented as follows:

The information set forth in Item 4 of this Schedule 13D is incorporated herein by reference.

Item 7. Material to Be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended and supplemented by inserting the following exhibit:

Exhibit Number	Description
1	Joint Filing Agreement.
2	Stockholders Agreement, dated July 15, 2020, by and among GoHealth, Inc. and the persons and entities listed on the schedules attached thereto (incorporated by reference to Exhibit 10.4 to the Issuer’s Current Report on Form 8-K filed with the SEC on July 17, 2020).
3	Registration Rights Agreement, dated July 15, 2020, by and among GoHealth, Inc. and each other person identified on the schedule of investors attached thereto (incorporated by reference to Exhibit 10.2 to the Issuer’s Current Report on Form 8-K filed with the SEC on July 17, 2020).
4.	Proposal dated May 18, 2023.

SIGNATURES

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.

Date: May 19, 2023

NVX Holdings, Inc.

By: /s/ Brandon M. Cruz

Name: Brandon M. Cruz

Title: President

Clinton P. Jones

By: /s/ Clinton P. Jones

Brandon M. Cruz

By: /s/ Brandon M. Cruz

BCCJ, LLC

By: /s/ Brandon M. Cruz

Name: Brandon M. Cruz

Title: Manager

STRICTLY CONFIDENTIAL

May 18, 2023

The Board of Directors (the "Board")
GoHealth, Inc.
214 West Huron St.
Chicago, Illinois 60654

Dear Members of the Board:

The undersigned funds and other entities affiliated with Centerbridge Capital Partners III, L.P. (collectively, the "Centerbridge Funds") and NVX Holdings, Inc., BCCJ, LLC, Clinton P. Jones and Brandon M. Cruz (collectively, the "Co-Founder Parties" and, together with the Centerbridge Funds, the "Stockholders") are pleased to submit this non-binding proposal to acquire 100% of the outstanding shares of Class A common stock (the "Class A Common Stock") of GoHealth, Inc. (the "Company") and common units of GoHealth Holdings, LLC ("GoHealth Holdings") that are not owned by the Stockholders, for cash consideration of \$20.00 per share or unit, on the terms and subject to the conditions set forth herein (our "Proposal" and such potential acquisition, the "Transaction")¹. Our Proposal represents a premium of approximately 15% to the Company's market price as of the close of trading on May 18, 2023 and a premium of approximately 70% and approximately 40% to the Company's volume-weighted average closing share price for the last 30 trading days and 90 trading days ending May 18, 2023, respectively.

We believe that the Transaction is in the best interests of the Company and its stockholders. Our Proposal provides the Company's stockholders with an opportunity to obtain immediate liquidity and certainty of value at a premium to the Company's current stock price.

Centerbridge's investment committee has approved the submission of this Proposal. Our Proposal is subject to the completion of confirmatory due diligence and the negotiation and execution of mutually acceptable definitive transaction documentation, which we have instructed our counsel to prepare and will share in due course.

In addition, we would also expect to speak with certain of the Company's existing investors and current and potential third-party lenders, including with respect to potential financing or an amendment, extension or other modification of the Company's existing financing arrangements, prior to the execution of definitive transaction documentation. Our Proposal is conditioned on the agreement of holders of shares of the Company's Series A convertible perpetual preferred stock (the "Series A Preferred Stock") to not exercise any "change of control" put right that may be available to such holders in connection with the consummation of the Transaction and to roll over their shares of Series A Preferred Stock, Series A-1 convertible non-voting preferred stock and Common Stock in connection with the Transaction.

¹ Our Proposal assumes that the Company does not and will not declare any dividends on its Class A Common Stock.

Assuming our Proposal is acceptable, and we are given full access to due diligence, management and other key parties, we believe, given the Stockholders' existing stake in, and familiarity with, the Company, we can negotiate and execute definitive transaction documentation expeditiously. Based on our preliminary review, we do not expect that the Transaction will result in the acceleration of potentially substantial cash payments under the Company's existing Tax Receivable Agreement with GoHealth Holdings and certain of the Company's stockholders, which maximizes the cash available to be paid to the Company's stockholders (other than the Stockholders) in the Transaction compared with potential alternative transactions.

Given the involvement of the Stockholders in the Transaction, this Proposal is conditioned upon a fully empowered special committee comprised solely of independent and disinterested directors of the Board and advised by independent legal and financial advisors considering this Proposal and making a recommendation to the full Board. We will not move forward with our Proposal unless it is recommended to the Board by such special committee. Please know that we are enthusiastic about the Company and its management, and our support for the Company and its management will not change if the Transaction is not recommended by such special committee or is not pursued by the Board.

We wish to emphasize that, in our capacity as stockholders of the Company, we are only interested in acquiring the shares of the Company that we do not currently own, and accordingly we have no interest in pursuing a transaction that results in a disposition or sale of our holdings in the Company or GoHealth Holdings.

Our Proposal is a non-binding expression of interest only and does not constitute an offer subject to binding acceptance. We reserve the right to withdraw or modify our Proposal at any time. No liability or legal obligation, express or implied, with respect to our Proposal or any other transaction shall arise unless and until the parties have executed definitive transaction documentation with the Company. The Stockholders intend to promptly file a Schedule 13D amendment reflecting this Proposal.

We are available at your convenience to discuss any aspects of our Proposal.

Sincerely,

CB Blizzard Lower Holdings A, L.P.

By: CB Blizzard Lower Holdings GP A, LLC,
its general partner

By: /s/ Susanne V. Clark

Name: Susanne V. Clark

Title: Authorized Signatory

CB Blizzard Lower Holdings B, L.P.

By: CB Blizzard Lower Holdings GP B, LLC,
its general partner

By: /s/ Susanne V. Clark

Name: Susanne V. Clark

Title: Authorized Signatory

CB Blizzard Holdings C, L.P.

By: CCP III Cayman GP Ltd., its general partner

By: /s/ Susanne V. Clark

Name: Susanne V. Clark

Title: Authorized Signatory

NVX Holdings, Inc.

By: /s/ Brandon M. Cruz

Name: Brandon M. Cruz

Title: President

Clinton P. Jones

By: /s/ Clinton P. Jones

Brandon M. Cruz

By: /s/ Brandon M. Cruz

BCCJ, LLC

By: /s/ Brandon M. Cruz

Name: Brandon M. Cruz

Title: Manager
