SEC Form 4

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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
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11. Nature

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 Add <u>Gayle Hele</u>	1 0	Person*	2. Issuer Name and Ticker or Trading Symbol GoHealth, Inc. [GOCO]		ationship of Reporting Pe (all applicable) Director	erson(s) to Issuer 10% Owner				
(Last) 214 WEST HI	(First) JRON ST.	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/26/2021		Officer (give title below)	Other (specify below)				
(Street) CHICAGO IL 60654		60654	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)								
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)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially	(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150. 4)

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

 sion
 3. Transaction
 3A. Deemed
 4.
 5. Number of of
 6. Date Exercisable and Of (Month/Dav/Year)
 7. Title and Amount of Derivative Security
 8. Price of Or Vervative Security
 9. Number of Or Vervative Security
 10.

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr.				Expiration Date (Month/Day/Year)		Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Deferred Stock Units	(1)	05/26/2021		A		7,143		(2)	(2)	Class A Common Stock	7,143	\$0.00	7,143	D		

Explanation of Responses:

1. Each deferred stock unit represents the right to receive one share of Class A common stock of the Issuer.

2. The deferred stock units vest in four quarterly installments, with the first such quarterly installment vesting on August 26, 2021, and will be settled in shares of the Issuer's Class A common stock either (i) on a date selected by the reporting person pursuant to the Issuer's Directors Deferred Compensation Plan (the "Plan"), or (ii) as otherwise provided by the Plan.

Remarks:

1. Title of 2.

/s/ Travis J. Matthiesen,

Attorney-in-fact for Helene D. 05/28/2021

<u>Gayle</u>

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.