As filed with the Securities and Exchange Commission on December 16, 2025

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

GoHealth, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**85-0563805**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

222 W Merchandise Mart Plaza, Suite 1750
Chicago, IL 60654
(312) 386-8200
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Bradley Burd
Chief Legal Officer
222 W Merchandise Mart Plaza, Suite 1750
Chicago, IL 60654
(312) 386-8200
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Robert M. Hayward, P.C.
Sharon Freiman, P.C.
Katherine Shaia
Kirkland & Ellis LLP
333 West Wolf Point Plaza
Chicago, IL 60654
(312) 862-2000

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ☐

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box: ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☐

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

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.

Large accelerated filer	☐	Accelerated filer	☐
Non-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 Securities Act. ☐

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

The information in this preliminary prospectus is not complete and may be changed. The selling stockholder may not sell these securities until the registration statement filed with the Securities and Exchange Commission becomes effective. This preliminary prospectus is not an offer to sell these securities, and it is not a solicitation of an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED DECEMBER 16, 2025

PROSPECTUS

GoHealth, Inc.

9,566,028 Shares of Class A Common Stock

This prospectus relates to the offer and sale, from time to time, by the selling stockholder identified in this prospectus (the "Selling Stockholder") of up to 9,566,028 shares of Class A common stock, par value $0.0001 per share (the "Class A common stock"), of GoHealth, Inc. ("GoHealth," the "Company," "we," "us" or "our").

The Selling Stockholder may from time to time offer and sell shares of Class A common stock covered by this prospectus through underwriters, broker-dealers or agents, or directly to purchasers. The shares of Class A common stock may be sold in one or more transactions at fixed prices, at prevailing market prices at the time of the sale, at varying prices determined at the time of sale, or at negotiated prices, or through any other means described under "Plan of Distribution."

This prospectus describes the general manner in which shares of Class A common stock may be offered and sold by the Selling Stockholder. When the Selling Stockholder offers and sells shares of Class A common stock under this prospectus, we may, to the extent required by law, provide a prospectus supplement that will contain specific information about the terms of that offering. Any prospectus supplement may also add to, update, modify or replace information contained in this prospectus. We urge you to read carefully this prospectus, any accompanying prospectus supplement and any documents we incorporate by reference into this prospectus and any accompanying prospectus supplement before you make your investment decision.

Our registration of the Class A common stock covered by this prospectus does not mean that the Selling Stockholder will offer or sell any shares of Class A common stock.

We are not selling any shares of Class A common stock under this prospectus and we will not receive any proceeds from the sale of shares of Class A common stock by the Selling Stockholder pursuant to this prospectus. We have agreed to pay certain expenses incurred in connection with the registration of the shares of Class A common stock covered by this prospectus. The Selling Stockholder will be responsible for any underwriting discounts and selling commissions.

Our Class A common stock is listed on The Nasdaq Global Market ("Nasdaq") under the symbol "GOCO." On December 15 , 2025, the last reported sale price of the Class A common stock was $2.88 per share.

Investing in our Class A common stock involves risks. See "Risk Factors" beginning on page 6 of this prospectus and any risk factors described in any applicable prospectus supplement and in the documents

incorporated by reference in this prospectus and the applicable prospectus supplement for factors you should consider before making the decision to invest in our Class A common stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is , 2025

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement on Form S-3 that we filed with the Securities and Exchange Commission (the "SEC") using a "shelf" registration process. Under this shelf registration process, the Selling Stockholder may, from time to time, offer and sell the shares of Class A common stock described in this prospectus in one or more offerings.

Neither we nor the Selling Stockholder have authorized anyone to provide you with any information or to make any representations other than those contained in this prospectus or any applicable prospectus supplement or any free writing prospectuses prepared by or on behalf of us or to which we have referred you. Neither we nor the Selling Stockholder take responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you.

We may also provide a prospectus supplement or post-effective amendment to this registration statement to add information to, or update or change information contained in, this prospectus. You should read both this prospectus and any applicable prospectus supplement or post-effective amendment to the registration statement together with the additional information to which we refer you in the sections of this prospectus entitled "Where You Can Find Additional Information." You should assume that the information in this prospectus and, if applicable, any prospectus supplement is accurate only as of the date on its respective cover and that any information we have incorporated by reference is accurate only as of the date of the document incorporated by reference, regardless of the time of delivery of this prospectus and, if applicable, any prospectus supplement or of any sale of our Class A common stock.

This prospectus and any accompanying prospectus supplement do not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation.

Unless otherwise indicated or the context otherwise requires, all references in this prospectus to "GoHealth," the "Company," "we," "us" or "our" refer to GoHealth, Inc.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The SEC allows us to “incorporate by reference” the information we file with it, which means we can disclose important information to you by referring you to those documents. The following documents (other than any portions of such documents, including any exhibits, that are deemed to have been furnished and not filed with the SEC) are incorporated by reference into this prospectus:

- our Annual Report on Form 10-K for the fiscal year ended December 31, 2024 filed with the SEC on February 27, 2025;
- our Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2025, June 30, 2025 and September 30, 2025 filed with the SEC on May 16, 2025, August 12, 2025 and November 14, 2025, respectively;
- our Current Reports on Form 8-K filed with the SEC on each of April 7, 2025, June 20, 2025, June 30, 2025, August 7, 2025 and August 19, 2025; and
- the description of our securities contained in Exhibit 4.2 to our Annual Report on Form 10-K filed with the SEC on March 16, 2021, including any amendment or report filed for the purpose of updating such description.

In addition, we incorporate by reference into this prospectus all documents that we file under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), other than any documents or portions of documents that are deemed to have been furnished and not filed with the SEC, after the date of this prospectus and prior to the termination of any offering contemplated by this prospectus.

Any statement contained in this prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded, for purposes of this prospectus, to the extent that a statement contained herein or in any other subsequently filed or furnished document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

Copies of the documents incorporated herein by reference may be obtained without charge upon request directed to GoHealth, Inc., 222 W Merchandise Mart Plaza, Suite 1750, Chicago, IL 60654, telephone number (312) 386-8200.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, (the “Securities Act”), and Section 21E of the Exchange Act. These forward-looking statements are made in reliance upon the safe harbor provision of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical facts contained in this prospectus may be forward-looking statements. Statements regarding our future results of operations and financial position, business strategy and plans and objectives of management for future operations, including, among others, statements regarding our expected growth, future capital expenditures, debt service obligations, adoption and use of artificial intelligence technologies, the impact on our business from the acquisition of e-TeleQuote Insurance, Inc. (“e-TeleQuote”) and our ability to successfully integrate e-TeleQuote’s operations, technologies and employees into our business, are forward-looking statements.

In some cases, you can identify forward-looking statements by terms such as “may,” “will,” “should,” “aims,” “expects,” “plans,” “anticipates,” “could,” “intends,” “targets,” “projects,” “contemplates,” “believes,” “estimates,” “predicts,” “potential,” “likely,” “future” or “continue” or the negative of these terms or other similar expressions. The forward-looking statements in this prospectus are only predictions, projections and other statements about future events that are based on current expectations and assumptions. Accordingly, we caution you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions and uncertainties that are difficult to predict. Although we believe that the expectations reflected in these forward-looking statements are reasonable as of the date made, actual results may prove to be materially different from the results expressed or implied by the forward-looking statements.

These forward-looking statements speak only as of the date of this prospectus and are subject to a number of important factors that could cause actual results to differ materially from those in the forward-looking statements, including:

- the potential for an adverse change in our relationships with health plan partners, including a loss of health plan partner relationships;
- health plan partners’ ability to reduce commissions paid to us and adversely change their underwriting practices;
- our reliance on a small group of health plan partners for a substantial portion of our revenue;
- our ability to comply with the numerous, complex and frequently changing laws regulating the marketing and sale of Medicare plans;
- changes in the health insurance system and laws and regulation governing health insurance markets;
- factors that adversely impact our estimate of Lifetime Value of Commissions;
- our reliance on data provided to us by health plan partners;
- risks related to our expansion of the Encompass operating model;
- our ability to realize the expected benefits from our strategic cash flow optimization and other cash management initiatives;
- our ability to attract and retain employees;
- our dependence on our licensed health insurance agents to sell Medicare-related health insurance plans;
- potential disruptions in our business from acquisitions of other businesses or technologies;
- information technology systems failures and security risks;

- failure to grow our customer base or retain our existing customers;
- volatility in general economic conditions, including inflation, interest rates, and other commodity prices and exchange rates;
- legal proceedings;
- the need for additional capital to operate and grow our business;
- our liquidity position and ability to service our indebtedness;
- risks relating to sales of a substantial number of shares of Class A common stock in the public market or the perception that such sales may occur;
- the significant influence that our founders and principal stockholders have over us, including control over decisions that require the approval of stockholders; and
- any other factors discussed in this prospectus or the applicable prospectus supplement.

You should read this prospectus and the documents that we reference in this prospectus completely and with the understanding that our actual future results may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

OUR COMPANY

Overview

GoHealth is a leading health insurance marketplace and Medicare-focused digital health company whose purpose is to compassionately ensure consumers' peace of mind when making healthcare decisions so they can focus on living life. With a widely scalable end-to-end platform and substantial presence in the Medicare landscape, we believe we are uniquely positioned as a trusted partner to the approximately 66 million Medicare-eligible Americans as of September 30, 2025, as well as the approximately 11,000 Americans becoming eligible each day, as they navigate one of life's most important purchasing decisions. For many of these consumers, enrolling in a health insurance plan is confusing and difficult. Seemingly small differences between health plans may lead to significant out-of-pocket costs or lack of access to critical providers and medicines. We aim to simplify the process by offering education, comparison guidance, transparency and choice. This includes providing a large selection of leading health plan choices, advice informed by consumers' specific needs, transparency of health plan benefits and fit, assistance accessing available government subsidies and a high-touch consumer care team. We partner with health plans that provide access to high quality health plans across all 50 states and the District of Columbia as of September 30, 2025.

Corporate Information

GoHealth, Inc. is a Delaware corporation. Our principal executive offices are located at 222 W Merchandise Mart Plaza, Suite 1750, Chicago, IL 60654, and our telephone number is (312) 386-8200. Our principal website address is www.gohealth.com. Information contained in, or accessible through, our website is not a part of, and is not incorporated into, this prospectus.

RISK FACTORS

Investing in our Class A common stock involves risks. You should consider carefully the risks and uncertainties described in our Annual Report on Form 10-K for the most recently completed fiscal year and subsequent Quarterly Reports on Form 10-Q, together with all of the other information included in or incorporated by reference into this prospectus and the applicable prospectus supplement before deciding whether to purchase any shares of our Class A common stock. You should be aware that it is not possible to predict or identify all of the risks to our business and financial condition and that the risk factors described in our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and other information included in or incorporated by reference into this prospectus and the applicable prospectus supplement are not meant to be a complete discussion of all potential risks or uncertainties. We may face additional risks and uncertainties that are not presently known to us or that we currently deem immaterial, which may also impair our business or financial condition. In such event, the market price of our Class A common stock could decline, and you could lose all or part of your investment.

USE OF PROCEEDS

We will not receive any proceeds from the resale of any shares of Class A common stock offered by this prospectus by the Selling Stockholder. The Selling Stockholder will receive all of the proceeds from any sale.

DESCRIPTION OF CAPITAL STOCK

The following is a description of the material terms of our amended and restated certificate of incorporation and amended and restated bylaws. The following description may not contain all of the information that is important to you. To understand the material terms of our Class A common stock, you should read our amended and restated certificate of incorporation and amended and restated bylaws, copies of which have been filed with the SEC as exhibits to the registration statement, of which this prospectus is a part.

General

Our amended and restated certificate of incorporation authorizes capital stock consisting of:

- 1,100,000,000 shares of Class A common stock, par value $0.0001 per share;
- 690,000,000 shares of Class B common stock, par value $0.0001 per share; and
- 20,000,000 shares of preferred stock, par value $0.0001 per share.

As of December 11, 2025, we had 16,093,116, 12,620,884 and 50,000 shares of Class A common stock, Class B common stock and Series A convertible preferred stock issued and outstanding, respectively.

The following summary describes the material provisions of our capital stock. We urge you to read the below in conjunction with our amended and restated certificate of incorporation and our amended and restated bylaws.

Certain provisions of our amended and restated certificate of incorporation and our amended and restated bylaws summarized below may be deemed to have an anti-takeover effect and may delay or prevent a tender offer or takeover attempt that a stockholder might consider in its best interest, including those attempts that might result in a premium over the market price for the shares of common stock.

Common Stock

Class A Common Stock

Holders of shares of our Class A common stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders.

Holders of shares of our Class A common stock are entitled to receive dividends when and if declared by our board of directors (the “Board”) out of funds legally available therefor, subject to any statutory or contractual restrictions on the payment of dividends and to any restrictions on the payment of dividends imposed by the terms of any outstanding preferred stock.

Upon our dissolution or liquidation, after payment in full of all amounts required to be paid to creditors and to the holders of preferred stock having liquidation preferences, if any, the holders of shares of our Class A common stock and Class B common stock are entitled to receive ratable portions of our remaining assets available for distribution; provided, that the holders of shares of Class B common stock shall not be entitled to receive more than $0.0001 per share of Class B common stock and upon receiving such amount, shall not be entitled to receive any of our other assets or funds with respect to such shares of Class B common stock.

Holders of shares of our Class A common stock do not have preemptive, subscription, redemption, or conversion rights with respect to such share of Class A common stock. There are no redemption or sinking fund provisions applicable to the Class A common stock.

Class B Common Stock

Each share of our Class B common stock entitles its holders to one vote per share on all matters presented to our stockholders generally.

Shares of Class B common stock are issued only to the extent necessary to maintain a one-to-one ratio between the number of LLC Interests held by the Continuing Equity Owners and the number of shares of Class B common stock issued to the Continuing Equity Owners. Shares of Class B common stock are transferable only together with an equal number of LLC Interests. Only permitted transferees of LLC Interests held by the Continuing Equity Owners are permitted transferees of Class B common stock.

Holders of shares of our Class B common stock vote together with holders of our Class A common stock as a single class on all matters presented to our stockholders for their vote or approval, except for certain amendments to our amended and restated certificate of incorporation described below or as otherwise required by applicable law or the amended and restated certificate of incorporation.

Holders of our Class B common stock do not have any right to receive dividends or to receive a distribution upon dissolution or liquidation other than the right to receive $0.0001 per share of Class B common stock. Additionally, holders of shares of our Class B common stock do not have preemptive, subscription, redemption, or conversion rights with respect to such shares of Class B common stock. There are no redemption or sinking fund provisions applicable to the Class B common stock. Any amendment of our amended and restated certificate of incorporation that gives holders of our Class B common stock (1) any rights to receive dividends or any other kind of distribution other than in connection with a dissolution or liquidation, (2) any right to convert into or be exchanged for Class A common stock or (3) any other economic rights will require, in addition to stockholder approval, the affirmative vote of holders of our Class A common stock voting separately as a class.

Preferred Stock

The total of our authorized shares of preferred stock is 20,000,000 shares.

The Board is authorized to direct us to issue shares of preferred stock in one or more series without stockholder approval. The Board has the discretion to determine the rights, preferences, privileges and restrictions, including voting rights, dividend rights, conversion rights, redemption privileges and liquidation preferences, of each series of preferred stock.

The purpose of authorizing the Board to issue preferred stock and determine its rights and preferences is to eliminate delays associated with a stockholder vote on specific issuances. The issuance of preferred stock, while providing flexibility in connection with possible acquisitions, future financings and other corporate purposes, could have the effect of making it more difficult for a third party to acquire, or could discourage a third party from seeking to acquire, a majority of our outstanding voting stock. Additionally, the issuance of preferred stock may adversely affect the holders of our Class A common stock by restricting dividends on the Class A common stock, diluting the voting power of the Class A common stock or subordinating the liquidation rights of the Class A common stock. As a result of these or other factors, the issuance of preferred stock could have an adverse impact on the market price of our Class A common stock.

Series A Convertible Perpetual Preferred Stock

On September 23, 2022, we issued 50,000 shares of Series A Convertible Perpetual Preferred Stock, par value $0.0001 per share (the “Series A convertible preferred stock”), for an aggregate purchase price of $50.0 million, at $1,000 per share of the Series A convertible preferred stock.

The Series A convertible preferred stock ranks senior to the shares of Class A common stock and Class B common stock with respect to dividend rights and rights on the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Company. The Series A convertible preferred stock has an initial liquidation preference of $1,000 per share, which shall increase by accumulated quarterly dividends that are not paid in cash. Dividends on each share of Series A convertible preferred stock accrue at an annual rate equal to 7%.

The Series A convertible preferred stock is convertible in full at the option of the holders into the number of shares of Class A common stock equal to the quotient of (a) the sum of (i) the liquidation preference (reflecting increases for compounded dividends) plus (ii) the accrued dividends with respect to each share of convertible preferred stock as of the applicable conversion date divided by (b) the conversion price ($9.60 as of September 30, 2025 and subject to adjustment based on certain changes to our Class A common stock) as of the applicable conversion date. Notwithstanding the foregoing, a holder of Series A convertible preferred stock may elect to receive upon conversion, in lieu of the shares of Class A common stock otherwise deliverable, one share of our Series A-1 Convertible Non-Voting Perpetual Preferred Stock, par value $0.0001 per share (the "Series A-1 convertible preferred stock"), for every 1,000 shares of Class A common stock otherwise deliverable upon conversion. The Series A-1 convertible preferred stock will be essentially a substitute for the Class A common stock in the form of non-voting preferred stock. Holders of Series A-1 convertible preferred stock are only entitled to dividends if the Company declares such dividends.

The terms of the Series A convertible preferred stock and Series A-1 convertible preferred stock contain certain anti-dilution adjustments. Subject to certain conditions, at any time after the third anniversary of the issuance of the Series A convertible preferred stock, if the volume weighted average price per share of Class A common stock on Nasdaq is equal to or greater than 150.0% of the then-applicable conversion price for each of at least 20 trading days, whether or not consecutive, in any period of 30 consecutive trading days ending on and including the trading day immediately before we provide the holders with notice of its election to convert all or a portion of the Series A convertible preferred stock into the relevant number of shares of Class A common stock or Series A-1 convertible preferred stock (at the election of the holder), we may elect to convert all or a portion of the Series A convertible preferred stock into the relevant number of shares of Class A common stock or Series A-1 convertible preferred stock.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Company, the holders of shares of Series A-1 convertible preferred stock (if issued upon conversion of the Series A convertible preferred stock) will be entitled, out of assets legally available therefor, and subject to the rights of the holders of any senior stock (including the Series A convertible preferred stock) or parity stock (including the Class A common stock and Class B common stock) and the rights of our existing and future creditors, to receive an aggregate amount per share equal to 1,000 (as may be adjusted) times the aggregate amount to be distributed per share to holders of shares of Class A common stock. Each holder of a whole share of Series A-1 convertible preferred stock (if issued upon conversion of the Series A convertible preferred stock) shall be entitled to receive when, as and if declared by the Board out of funds legally available for the purpose, an amount per share equal to 1,000 (as may be adjusted) times the aggregate per share amount of all cash dividends, and 1,000 (as may be adjusted) times the aggregate per share amount (payable in kind) of all non-cash dividends or other distributions other than a dividend payable in shares of Class A common stock or a subdivision of the outstanding shares of Class A common stock (by reclassification or otherwise), declared on each share of Class A common stock since the first issuance of any share of Series A-1 convertible preferred stock. Each holder of Series A-1 convertible preferred stock (if issued upon conversion of the Series A convertible preferred stock) will have the right, at such holder's option, to convert in full each share of such holder's Series A-1 convertible preferred stock at such time into the number of shares of Class A common stock based upon a conversion ratio of 1,000 shares of Class A common stock for each share of Series A-1 convertible preferred stock (such ratio being subject to adjustment).

Holders of the Series A convertible preferred stock are entitled to vote with the holders of the Class A common stock on an as-converted basis on all matters submitted to a vote of the holders of the Class A common stock. Notwithstanding the foregoing: (1) the lead purchaser's voting rights shall not exceed 9.99% of the voting rights associated with the issued and outstanding shares of capital stock of the Company at any time; and (2) the voting rights of the purchasers holding Series A convertible preferred stock, voting on an as-converted basis with the holders of the Class A common stock and the holders of any other class or series of capital stock of the Company then entitled to vote, shall be capped at the maximum amount that would not result in requiring stockholder approval for the exercise of such voting rights pursuant to Nasdaq listing rules. In addition, holders of the Series A convertible preferred stock are entitled to a separate class vote with respect to certain matters. The Series A-1 convertible preferred stock is not entitled to vote with the Class A common stock on matters submitted to a vote of the holders of the Class A common stock and will have no voting rights except as required by applicable law.

At any time following the fifth anniversary of the issuance of the Series A convertible preferred stock, we may redeem the Series A convertible preferred stock, in whole or in part, for a per share amount in cash equal to the liquidation preference (reflecting increases for compounded dividends) thereof plus all accrued dividends as of the applicable redemption date. Upon certain change of control events, (i) a holder of the Series A convertible preferred stock may, so long as such payment would not otherwise result in a breach of, or event of default under, then-existing credit agreements, indentures or other financing arrangements, require us to purchase and (ii) subject to a holder's right to convert its shares of Series A convertible preferred stock into Class A common stock or Series A-1 convertible preferred stock at the then-current conversion price, we may elect to purchase, all or a portion of such holder's shares of Series A convertible preferred stock that have not been so converted, in each case at a purchase price per share of Series A convertible preferred stock, payable in cash, equal to (i) if the change of control effective date occurs at any time prior to the fifth anniversary of the issuance of the Series A convertible preferred stock, 160.0% of a purchaser's original investment amount and (ii) if the change of control effective date occurs on or after the fifth anniversary of the issuance of the Series A convertible preferred stock, the liquidation preference (reflecting increases for compounded dividends) of such share of Series A convertible preferred stock plus the accrued dividends in respect of such share of Series A convertible preferred stock as of the change of control purchase date.

Forum Selection

Our amended and restated certificate of incorporation provides (A) (i) any derivative action or proceeding brought on behalf of the Company, (ii) any action asserting a claim of breach of a fiduciary duty owed by any current or former director, officer, other employee or stockholder of the Company to the Company or the Company's stockholders, (iii) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law (the "DGCL"), our amended and restated certificate of incorporation or our amended and restated bylaws (as either may be amended or restated) or as to which the DGCL confers jurisdiction on the Court of Chancery of the State of Delaware or (iv) any action asserting a claim governed by the internal affairs doctrine of the law of the State of Delaware shall, to the fullest extent permitted by law, be exclusively brought in the Court of Chancery of the State of Delaware or, if such court does not have subject matter jurisdiction thereof, the federal district court of the State of Delaware; and (B) the federal district courts of the United States shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act. Notwithstanding the foregoing, the exclusive forum provision shall not apply to claims seeking to enforce any liability or duty created by the Securities and Exchange Act. Our amended and restated certificate of incorporation provides that, to the fullest extent permitted by law, any person or entity purchasing or otherwise acquiring or holding any interest in shares of our capital stock shall be deemed to have notice of and consented to the foregoing. By agreeing to this provision, however, stockholders are not deemed to have waived our compliance with the federal securities laws and the rules and regulations thereunder.

Dividends

Declaration and payment of any dividend are subject to the discretion of the Board. The time and amount of dividends is dependent upon our business prospects, results of operations, financial condition, cash requirements and availability, debt repayment obligations, capital expenditure needs, contractual restrictions, covenants in the agreements governing our current and future indebtedness, industry trends, the provisions of Delaware law affecting the payment of distributions to stockholders and any other factors the Board may consider relevant.

Anti-Takeover Provisions

Our amended and restated certificate of incorporation and amended and restated bylaws contain provisions that may delay, defer or discourage another party from acquiring control of us. We expect that these provisions, which are summarized below, will discourage coercive takeover practices or inadequate takeover bids. These provisions are also designed to encourage persons seeking to acquire control of us to first negotiate with the Board, which we believe may result in an improvement of the terms of any such acquisition in favor of our stockholders. However, they also give the Board the power to discourage acquisitions that some stockholders may favor.

Authorized but Unissued Shares

The authorized but unissued shares of our common stock and our preferred stock are available for future issuance without stockholder approval, subject to any limitations imposed by the Nasdaq listing rules. These additional shares may be used for a variety of corporate finance transactions, acquisitions and employee benefit plans and funding of redemptions of the common units of GoHealth Holdings, LLC, including those that we purchased with a portion of the net proceeds from our initial public offering ("LLC Interests"). The existence of authorized but unissued and unreserved common stock and preferred stock could make more difficult or discourage an attempt to obtain control of us by means of a proxy contest, tender offer, merger or otherwise.

Classified Board of Directors

Our amended and restated certificate of incorporation provides that the Board is divided into three classes, with the classes as nearly equal in number as possible and each class serving three-year staggered terms. Our amended and restated certificate of incorporation also provides that subject to the rights of the holders of any series of preferred stock then outstanding, for as long as the amended and restated certificate of incorporation provides for a classified board of directors, any director, or the entire Board, may otherwise be removed only for cause by an affirmative vote of at least 66 2/3% of the voting power of all the outstanding shares of stock entitled to vote generally in the election of directors, at a meeting duly called for that purpose; provided, however, that the directors appointed pursuant to the Stockholders Agreement among Centerbridge, NVX Holdings and us (the "Stockholders Agreement") may be removed with or without cause in accordance with the terms thereof and the requirements of the DGCL. These provisions may have the effect of deferring, delaying or discouraging hostile takeovers, or changes in control of us or our management.

Stockholder Action by Written Consent

Our amended and restated certificate of incorporation provides that at any time when Centerbridge Capital Partners III, L.P., our sponsor and a Delaware limited partnership, certain funds affiliated with Centerbridge Capital Partners III, L.P. and other entities over which Centerbridge Capital Partners III, L.P. has voting control (collectively, "Centerbridge") beneficially owns, in the aggregate, at least 40% in voting power of the corporation entitled to vote generally in the election of directors, any action required or permitted to be taken by our stockholders at an annual meeting or special meeting of stockholders may be taken without a meeting, without prior notice and without a vote, if a written consent, setting forth the action so taken, is signed by the holders of our outstanding shares of common stock representing not less than the minimum number of votes that would be necessary to authorize such action at a meeting at which all outstanding shares of common stock entitled to vote thereon were present and voted and such consent is delivered to us in accordance with applicable law. However, at any time when Centerbridge beneficially owns, in the aggregate, less than 40% in voting power of the corporation entitled to vote generally in the election of directors, any action required or permitted to be taken at any annual or special meeting of stockholders must be effected at a duly called annual or special meeting of such holders and may not be effected by written consent in lieu of a meeting; provided, however, that any action required or permitted to be taken by the holders of preferred stock, voting separately as a series or separately as a class with one or more other such series, may be taken without a meeting, without prior notice and without a vote, to the extent expressly so provided by the applicable preferred stock designation.

Special Meetings of Stockholders

Our amended and restated bylaws provide that only the chairperson or co-chairperson of the Board or a majority of the Board may call special meetings of our stockholders.

Advance Notice Requirements for Stockholder Proposals and Director Nominations

In addition, our amended and restated bylaws establishes an advance notice procedure for stockholder proposals to be brought before an annual meeting of stockholders, including proposed nominations of candidates for election to the Board; provided, however, that so long as Centerbridge is entitled to nominate a director pursuant to the Stockholders Agreement, such advance notice provisions do not apply to Centerbridge in connection with the nomination of directors. In order for any matter to be "properly brought" before a meeting, a stockholder has to comply with advance notice and duration of ownership requirements and provide us with certain information. Stockholders at an annual meeting may only consider proposals or nominations specified in the notice of meeting or brought before the meeting by or at the direction of the Board or by a qualified stockholder of record on the record date for the meeting, who is entitled to vote at the meeting and who has delivered timely written notice in proper form to our secretary of the stockholder's intention to bring such business before the meeting. These provisions could have the effect of delaying stockholder actions that are favored by the holders of a majority of our outstanding voting securities until the next stockholder meeting.

Amendment of Certificate of Incorporation or Bylaws

The DGCL provides generally that the affirmative vote of a majority of the shares entitled to vote on any matter is required to amend a corporation's certificate of incorporation or bylaws, unless a corporation's certificate of incorporation or bylaws, as the case may be, requires a greater percentage. Our bylaws may be amended or repealed by (i) a majority vote of the Board or (ii) at any time when Centerbridge beneficially owns, in the aggregate, less than 40% in voting power of the corporation entitled to vote generally in the election of directors, by the affirmative vote of at least 66 2/3% of the voting power of all outstanding voting stock of the corporation entitled to vote, voting together as a single class.

Section 203 of the DGCL

Our amended and restated certificate of incorporation contains a provision opting out of Section 203 of the DGCL. However, our amended and restated certificate of incorporation contains provisions that are similar to Section 203. Specifically, our amended and restated certificate of incorporation provides that, subject to certain exceptions, we will not be able to engage in a "business combination" with any "interested stockholder" for three years following the date that the person became an interested stockholder, unless the interested stockholder attained such status with the approval of the Board or unless the business combination is approved in a prescribed manner. A "business combination" includes, among other things, a merger or consolidation involving us and the "interested stockholder" and the sale of more than 10% of our assets. In general, an "interested stockholder" is any entity or person beneficially owning 15% or more of our outstanding voting stock and any entity or person affiliated with or controlling or controlled by such entity or person.

However, under our amended and restated certificate of incorporation, Centerbridge and NVX Holdings, Inc., a Delaware corporation that is controlled by Brandon M. Cruz, our Co-Founder and Chief Strategy Officer and Special Advisor to the Executive Team, and Clinton P. Jones, our Co-Founder and Chief Executive Officer ("NVX Holdings") and any of their respective affiliates are not deemed to be interested stockholders regardless of the percentage of our outstanding voting stock owned by them, and accordingly are not subject to such restrictions.

Limitations on Liability and Indemnification of Officers and Directors

Our amended and restated certificate of incorporation and amended and restated bylaws provide indemnification for our directors and officers to the fullest extent permitted by the DGCL. We have entered into indemnification agreements with each of our directors and executive officers that may, in some cases, be broader than the specific indemnification provisions contained under Delaware law. In addition, as permitted by Delaware law, our amended and restated certificate of incorporation includes provisions that eliminate the personal liability of our directors for monetary damages resulting from breaches of certain fiduciary duties as a director. The effect of this provision is to restrict our rights and the rights of our stockholders in derivative suits to recover monetary damages against a director for breach of fiduciary duties as a director.

These provisions may be held not to be enforceable for violations of the federal securities laws of the United States.

Corporate Opportunity Doctrine

Delaware law permits corporations to adopt provisions renouncing any interest or expectancy in certain opportunities that are presented to the corporation or its officers, directors or stockholders. Our amended and restated certificate of incorporation, to the fullest extent permitted from time to time by Delaware law, provides that we renounce any interest or expectancy that we otherwise would have in, all rights to be offered an opportunity to participate in, any business opportunity that are from time to time may be presented to Centerbridge or its affiliates (other than us and our subsidiaries), and any of its or their respective principals, members, directors, partners, stockholders, officers, employees or other representatives (other than any such person who is also our employee or an employee of our subsidiaries subsidiaries), or any director or stockholder who is not employed by us or our subsidiaries (each such person, an “exempt person”). Our amended and restated certificate of incorporation provides that, to the fullest extent permitted by law, no exempt person has any duty to refrain from (1) engaging in a corporate opportunity in the same or similar lines of business in which we or our subsidiaries now engage or propose to engage or (2) otherwise competing with us or our subsidiaries. In addition, to the fullest extent permitted by law, if an exempt person acquires knowledge of a potential transaction or other business opportunity which may be a corporate opportunity for itself or himself or its or his affiliates or for us or our subsidiaries, such exempt person not have a duty to communicate or offer such transaction or business opportunity to us or any of our subsidiaries and such exempt person may take any such opportunity for themselves or offer it to another person or entity. The forgoing provisions shall not apply to an opportunity that was expressly offered to an exempt person solely in their capacity as a director, executive officer or employee of us or our subsidiaries. To the fullest extent permitted by Delaware law, no potential transaction or business opportunity may be deemed to be a corporate opportunity of the corporation or its subsidiaries unless (1) we or our subsidiaries would be permitted to undertake such transaction or opportunity in accordance with the amended and restated certificate of incorporation, (2) we or our subsidiaries, at such time have sufficient financial resources to undertake such transaction or opportunity, (3) we or our subsidiaries have an interest or expectancy in such transaction or opportunity, and (4) such transaction or opportunity would be in the same or similar line of our or our subsidiaries’ business in which we or our subsidiaries are engaged or a line of business that is reasonably related to, or a reasonable extension of, such line of business.

Dissenters’ Rights of Appraisal and Payment

Under the DGCL, with certain exceptions, our stockholders have appraisal rights in connection with a merger or consolidation of GoHealth, Inc. Pursuant to the DGCL, stockholders who properly request and perfect appraisal rights in connection with such merger or consolidation will have the right to receive payment of the fair value of their shares as determined by the Delaware Court of Chancery.

Stockholders' Derivative Actions

Under the DGCL, any of our stockholders may bring an action in our name to procure a judgment in our favor, also known as a derivative action, provided that the stockholder bringing the action is a holder of our shares at the time of the transaction to which the action relates or such stockholder’s stock thereafter devolved by operation of law.

Trading Symbol and Market

Our Class A common stock is listed on Nasdaq under the symbol “GOCO.”

SELLING STOCKHOLDER

This prospectus relates to the resale by the Selling Stockholder from time to time of up to 9,566,028 shares of Class A common stock, including 5,386,178 shares of Class A common stock that are issuable upon the exchange of common units ("LLC Interests") of GoHealth Holdings, LLC and the cancellation of a corresponding number of shares of our Class B common stock.

In connection with our initial public offering ("IPO"), we entered into a Registration Rights Agreement with certain of our pre-IPO stockholders (the "IPO Selling Stockholders"), including the Selling Stockholder, pursuant to which we agreed to provide such IPO Selling Stockholders with certain "demand" and "piggyback" registration rights with respect to the shares of Class A common stock held by them, including shares of Class A common stock that are issuable upon the exchange of LLC Interests and the cancellation of a corresponding number of shares of Class B common stock. In connection with our initial public offering and the related reorganization transactions, we issued to the IPO Selling Stockholder one share of Class B common stock for each LLC Interest that they held immediately following our IPO and the related reorganization transactions. Each IPO Selling Stockholder may exchange, at its option (subject in certain circumstances to time-based vesting requirements and certain other restrictions set forth in the Second Amended and Restated Limited Liability Company Agreement of GoHealth Holdings, LLC dated July 15, 2020, as amended), in whole or in part from time to time, its LLC Interests (along with an equal number of shares of Class B common stock (and such shares of Class B common stock shall be immediately cancelled)), for, at our election (determined by at least two of our independent directors (within the meaning of the Nasdaq rules) who are disinterested), cash or newly-issued shares of Class A common stock. See "Certain Relationships and Related Person Transactions" in the proxy statement for our 2025 annual meeting of stockholders for information regarding agreements we have entered into with the Selling Stockholder and its affiliates that provide the Selling Stockholder and its affiliates with certain rights, including board designation rights. For additional information, see "Where You Can Find Additional Information" included elsewhere in this prospectus.

The following table sets forth, as of the date of this prospectus, the names of the Selling Stockholder, the aggregate number of shares of Class A common stock beneficially owned prior to the offering, the aggregate number of shares of Class A common stock that the Selling Stockholder may offer pursuant to this prospectus, and the number of shares of Class A common stock beneficially owned by, and percentage ownership of, the Selling Stockholder after the sale of the shares of Class A common stock offered hereby. Unless otherwise indicated, we have based percentage ownership following the offering on 16,093,116 shares of Class A common stock outstanding as of December 11, 2025 and have assumed that each Selling Stockholder will sell all shares of Class A common stock offered pursuant to this prospectus.

We have determined beneficial ownership in accordance with the rules of the SEC and the information is not necessarily indicative of beneficial ownership for any other purpose. Unless otherwise indicated below, to our knowledge, the persons and entities named in the tables have sole voting and sole investment power with respect to all shares of Class A common stock that they beneficially own, subject to community property laws where applicable.

We cannot advise you as to whether the Selling Stockholder will in fact sell any or all of such Class A common stock. In addition, the Selling Stockholder may sell, transfer or otherwise dispose of, at any time and from time to time, the Class A common stock in transactions exempt from the registration requirements of the Securities Act after the date of this prospectus. For purposes of this table, we have assumed that the Selling Stockholder will have sold all of the shares of Class A common stock covered by this prospectus upon the completion of the offering.

	Shares of Class A Common Stock Beneficially Owned Prior to the Offering		Maximum Number of Shares of Class A Common Stock that may Be Sold in the Offering	Shares of Class A Common Stock Beneficially Owned After the Offering(1)	
	Number	Percent	Number	Number	Percent
Centerbridge(1)	9,566,028	44.5%	9,566,028	—	—
Total	9,566,028	44.5%	9,566,028	—	—

(1) Consists of (i) 2,712,197 shares of Class A common stock held by CB Blizzard Lower Holdings A, L.P. ("CB Blizzard A"), (ii) 1,467,653 shares of Class A common stock held by CB Blizzard Holdings C, L.P. ("CB Blizzard C"), and (iii) 5,386,178 shares of Class A common stock issuable upon exchange of LLC Interests (and associated shares of Class B common stock) held by CB Blizzard Lower Holdings B, L.P. ("CB Blizzard B"). CCP III Cayman GP Ltd. ("CCP GP") is the general partner of CB Blizzard C and may be deemed to share beneficial ownership of the securities held of record by CB Blizzard C. CCP GP is also the general partner of Centerbridge Associates III, L.P., which is the general partner of each of CCP III AIV VII Holdings, L.P. and CB Blizzard Co-Invest Holdings, L.P., which are the owners of CB Blizzard Lower Holdings GP A, LLC, which is the general partner of CB Blizzard A. As a result, each of the foregoing entities may be deemed to share beneficial ownership of the securities held of record by CB Blizzard A. CCP GP is also the sole manager of Blizzard Aggregator, LLC, which is the owner of CB Blizzard Lower Holdings GP B, LLC, which is the general partner of CB Blizzard B. As a result, each of the foregoing entities may be deemed to share beneficial ownership of the LLC Interests held of record by CB Blizzard B. Jeffrey H. Aronson is the sole director of CCP GP and, as a result, may be deemed to share beneficial ownership of the securities held of record by each of CB Blizzard A, CB Blizzard C and CB Blizzard B. However, none of the foregoing should be construed in and of itself as an admission by Mr. Aronson or by any of the foregoing entities as to beneficial ownership of securities owned by another of the foregoing entities. In addition, Mr. Aronson expressly disclaims beneficial ownership of the securities held of record by each of CB Blizzard A, CB Blizzard C and CB Blizzard B.

PLAN OF DISTRIBUTION

The Selling Stockholder may sell the Class A common stock offered by this prospectus and any accompanying prospectus supplement in any of the following ways: (1) to or through underwriters, brokers or dealers, (2) directly to purchasers, (3) through agents or (4) through a combination of any of these methods. The Class A common stock may be sold at a fixed price or prices, which may be changed, market prices prevailing at the time of sale, prices related to the prevailing market prices, or negotiated prices.

The Selling Stockholder may use any one or more of the following methods when selling the shares of Class A common stock offered by this prospectus:

- underwritten transactions;
- privately negotiated transactions;
- sales through Nasdaq or on any national securities exchange or quotation service on which the shares of Class A common stock may be listed or quoted at the time of sale;
- an over-the-counter distribution in accordance with the rules of Nasdaq;
- ordinary brokerage transactions and transactions in which the broker solicits purchasers;
- broker-dealers may agree with the Selling Stockholder to sell a specified number of such shares of Class A common stock at a stipulated price per share;
- block trades (which may involve crosses) in which the broker-dealer so engaged will attempt to sell the shares of Class A common stock as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- purchases by a broker-dealer as principal and resale by such broker-dealer for its own account pursuant to this prospectus;
- short sales and delivery of shares of Class A common stock to close out short positions;
- sales by broker-dealers of shares of Class A common stock that are loaned or pledged to such broker-dealers;
- through the writing or settlement of options or other hedging transactions, whether through an options exchange or otherwise;
- distributions to employees, members, limited partners or stockholders of the Selling Stockholder;
- “at the market” offerings to or through a market maker or into an existing trading market, on an exchange or otherwise;
- a combination of any of the above methods of sale; and
- any other method permitted pursuant to applicable law.

The Selling Stockholder will act independently of us in making decisions with respect to the timing, manner and size of each sale of shares of Class A common stock covered by this prospectus.

There can be no assurance that the Selling Stockholder will sell all or any of the shares of Class A common stock offered by this prospectus. In addition, the Selling Stockholder may also sell shares of Class A common stock under Rule 144 under the Securities Act, if available, or in other transactions exempt from registration, rather than under this prospectus. The Selling Stockholder has the sole and absolute discretion not to accept any purchase offer or make any sale of shares of Class A common stock if they deem the purchase price to be unsatisfactory at any particular time.

With respect to a particular offering of the shares of Class A common stock held by the Selling Stockholder, to the extent required, an accompanying prospectus supplement or, if appropriate, a post-effective amendment to the registration statement of which this prospectus is part, will be prepared and will set forth the following information:

- the terms of the offering;
- the name of the Selling Stockholder;
- the names of any underwriters, broker-dealers or agents;
- the purchase price of the shares of Class A common stock;
- any delayed delivery arrangements;
- any underwriting discounts, commissions or agency fees or other items constituting underwriters' or agents' compensation;
- any price to the public; and
- any discounts or concessions allowed or reallowed or paid to dealers;

In connection with distributions of the shares of Class A common stock or otherwise, the Selling Stockholder may enter into hedging transactions with broker-dealers or other financial institutions. In connection with such transactions, broker-dealers or other financial institutions may engage in short sales of the shares of Class A common stock in the course of hedging the positions they assume with the Selling Stockholder. The Selling Stockholder may also sell the shares of Class A common stock short and redeliver the shares of Class A common stock to close out such short positions. The Selling Stockholder may also enter into option or other transactions with broker-dealers or other financial institutions which require the delivery to such broker-dealer or other financial institution of shares of Class A common stock offered by this prospectus, which shares of Class A common stock such broker-dealer or other financial institution may resell pursuant to this prospectus (as supplemented or amended to reflect such transaction). The Selling Stockholder may also pledge shares of Class A common stock to a broker-dealer or other financial institution, and, upon a default, such broker-dealer or other financial institution, may effect sales of the pledged shares of Class A common stock pursuant to this prospectus (as supplemented or amended to reflect such transaction).

To facilitate the offering of the shares of Class A common stock, any underwriters or agents, as the case may be, involved in the offering of such shares of Class A common stock may engage in transactions that stabilize, maintain or otherwise affect the price of our Class A common stock. Specifically, the underwriters or agents, as the case may be, may overallot in connection with the offering, creating a short position in our Class A common stock for their own account. In addition, to cover overallotments or to stabilize the price of our securities, the underwriters or agents, as the case may be, may bid for, and purchase, such securities in the open market. Finally, in any offering of Class A common stock through a syndicate of underwriters, the underwriting syndicate may reclaim selling concessions allotted to an underwriter or a broker-dealer for distributing such shares of Class A common stock in the offering if the syndicate repurchases previously distributed shares of Class A common stock in transactions to cover syndicate short positions, in stabilization transactions or otherwise. Any of these activities may stabilize or maintain the market price of the shares of Class A common stock above independent market levels. The underwriters or agents, as the case may be, are not required to engage in these activities, and may end any of these activities at any time.

The Selling Stockholder may solicit offers to purchase the shares of Class A common stock directly from, and may sell such shares of Class A common stock directly to, institutional investors or others. In this case, no underwriters or agents would be involved. The terms of any of those sales, including the terms of any bidding or auction process, if utilized, will be described in the applicable prospectus supplement.

It is possible that one or more underwriters, broker-dealers or agents may make a market in our shares of Class A common stock, but such underwriters, broker-dealers or agents will not be obligated to do so and may discontinue any market making at any time without notice. We cannot give any assurance as to the liquidity of the trading market for our shares of Class A common stock. Shares of our Class A common stock are currently listed on Nasdaq under the symbol "GOCO."

The Selling Stockholder may authorize underwriters, broker-dealers or agents to solicit offers by certain purchasers to purchase the shares of Class A common stock at the public offering price set forth in the prospectus supplement pursuant to delayed delivery contracts providing for payment and delivery on a specified date in the future. The contracts will be subject only to those conditions set forth in the prospectus supplement, and the prospectus supplement will set forth any commissions the Selling Stockholder pay for solicitation of these contracts.

A Selling Stockholder may enter into derivative transactions with third parties, or sell shares of Class A common stock not covered by this prospectus to third parties in privately negotiated transactions. If the applicable prospectus supplement indicates, in connection with those derivatives, the third parties may sell shares of Class A common stock covered by this prospectus and the applicable prospectus supplement, including in short sale transactions. If so, the third party may use shares of Class A common stock pledged by any Selling Stockholder or borrowed from any Selling Stockholder or others to settle those sales or to close out any related open borrowings of stock, and may use shares of Class A common stock received from any Selling Stockholder in settlement of those derivatives to close out any related open borrowings of stock. The third party in such sale transactions will be an underwriter and will be identified in the applicable prospectus supplement (or a post-effective amendment). In addition, any Selling Stockholder may otherwise loan or pledge shares of Class A common stock to a financial institution or other third party that in turn may sell the shares of Class A common stock short using this prospectus. Such financial institution or other third party may transfer its economic short position to investors in our Class A common stock or in connection with a concurrent offering of other shares of Class A common stock.

In effecting sales, broker-dealers or agents engaged by the Selling Stockholder may arrange for other broker-dealers to participate. Broker-dealers or agents may receive commissions, discounts or concessions from the Selling Stockholder in amounts to be negotiated immediately prior to the sale.

In offering the shares of Class A common stock covered by this prospectus, the Selling Stockholder and any underwriters, broker-dealers or agents who execute sales for the Selling Stockholder may be deemed to be "underwriters" within the meaning of the Securities Act in connection with such sales. Any discounts, commissions, concessions or profit they earn on any resale of those shares of Class A common stock may be underwriting discounts and commissions under the Securities Act.

The underwriters, broker-dealers and agents may engage in transactions with us or the Selling Stockholder, may have banking, lending or other relationships with us or perform services for us or the Selling Stockholder, in the ordinary course of business. Underwriters, broker-dealers and agents may be entitled to indemnification by us and the Selling Stockholder against certain civil liabilities, including liabilities under the Securities Act, or to contribution with respect to payments which the underwriters, broker-dealers and agents may be required to make in respect thereof.

In order to comply with the securities laws of certain states, if applicable, the shares of Class A common stock must be sold in such jurisdictions only through registered or licensed brokers or dealers. In addition, in certain states the shares of Class A common stock may not be sold unless they have been registered or qualified for sale in the applicable state or an exemption from the registration or qualification requirement is available and is complied with.

The Selling Stockholder and any other persons participating in the sale or distribution of the shares of Class A common stock will be subject to applicable provisions of the Securities Act and the Exchange Act, and the rules and regulations thereunder, including, without limitation, Regulation M. These provisions may restrict certain activities of, and limit the timing of purchases and sales of any of the shares of Class A common stock by, the

Selling Stockholder or any other person, which limitations may affect the marketability of the shares of Class A common stock.

We will make copies of this prospectus available to the Selling Stockholder for the purpose of satisfying the prospectus delivery requirements of the Securities Act. The Selling Stockholder may indemnify any agent, broker-dealer or underwriter that participates in transactions involving the sale of the shares of Class A common stock against certain liabilities, including liabilities arising under the Securities Act.

LEGAL MATTERS

The validity of the shares of Class A common stock offered hereby will be passed upon for us by Bradley Burd, our Chief Legal Officer. Mr. Burd owns, or has the right to acquire, shares of our Class A common stock representing less than 1% of the total outstanding shares of Class A common stock. Any underwriters or agents will be advised about other issues relating to the offering by counsel to be named in the applicable prospectus supplement.

EXPERTS

Ernst & Young LLP, independent registered public accounting firm, has audited our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2024, as set forth in their report, which is incorporated by reference in this prospectus and elsewhere in the registration statement. Our financial statements are incorporated by reference in reliance on Ernst & Young LLP's report, given on their authority as experts in accounting and auditing.

WHERE YOU CAN FIND ADDITIONAL INFORMATION

We have filed this registration statement on Form S-3 under the Securities Act with the SEC with respect to the Class A common stock offered hereby. This prospectus, which constitutes part of the registration statement, does not contain all of the information set forth in the registration statement and the exhibits and schedules thereto. For further information with respect to the Company and its Class A common stock, reference is made to the registration statement and the exhibits and any schedules filed therewith. Statements contained in this prospectus as to the contents of any contract or any other document referred to are not necessarily complete, and in each instance, we refer you to the copy of the contract or other document filed as an exhibit to the registration statement. Each of these statements is qualified in all respects by this reference.

We are subject to the information reporting requirements of the Exchange Act and, in accordance with these requirements, we are required to file periodic reports and other information with the SEC. Our filings are available to the public on the internet, through a database maintained by the SEC at www.sec.gov.

Additionally, we make our SEC filings available, free of charge, on the Investor Relations section of our website at www.investors.gohealth.com as soon as reasonably practicable after we electronically file them with, or furnish them to, the SEC. Information contained in, or accessible through, our website is not a part of, and is not incorporated into, this prospectus.

9,566,028 Shares

GoHealth, Inc.

Class A Common Stock

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution

The following table sets forth all costs and expenses, other than underwriting discounts and commissions, payable by us in connection with the offering of our Class A common stock. All amounts shown are estimates except for the SEC registration fee.

	Amount Paid*
SEC Registration Fee	$ 3,884.00
FINRA filing fee	*
Printing fees	*
Legal fees and expenses	*
Accounting fees and expenses	*
Miscellaneous expenses	*
Total	*

* Estimated expenses are not presently known.

Item 15. Indemnification of Directors and Officers

Section 102 of the General Corporation Law of the State of Delaware permits a corporation to eliminate the personal liability of directors and officers of a corporation to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director, except where the director breached his duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase or redemption in violation of Delaware corporate law or obtained an improper personal benefit. The Company's amended and restated certificate of incorporation provides that no director of GoHealth, Inc. shall be personally liable to it or its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability, except to the extent that the General Corporation Law of the State of Delaware prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty.

Section 145 of the General Corporation Law of the State of Delaware provides that a corporation has the power to indemnify a director, officer, employee, or agent of the corporation, or a person serving at the request of the corporation for another corporation, partnership, joint venture, trust or other enterprise in related capacities against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with an action, suit or proceeding to which he was or is a party or is threatened to be made a party to any threatened, ending or completed action, suit or proceeding by reason of such position, if such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, in any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that, in the case of actions brought by or in the right of the corporation, no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper. The Company's amended and restated certificate of incorporation and amended and restated bylaws provide indemnification for the Company's directors and officers to the fullest extent permitted by the General Corporation Law of the State of Delaware.

The Company has entered into separate indemnification agreements with each of the Company's directors and executive officers. Each indemnification agreement provides, among other things, for indemnification to the fullest extent permitted by law against any and all expenses, judgments, fines, penalties and amounts paid in settlement of any claim. The indemnification agreements provide for the advancement or payment of all expenses to the indemnitee and for the reimbursement to the Company if it is found that such indemnitee is not entitled to such indemnification under applicable law and the Company's amended and restated certificate of incorporation and amended and restated bylaws.

The Company maintains a general liability insurance policy that covers certain liabilities of directors and officers of the Company arising out of claims based on acts or omissions in their capacities as directors or officers.

Item 16. Exhibits

The following exhibits are filed as part of this registration statement.

Exhibit No.	Description
1.1†	Form of Underwriting Agreement
3.1	Amended and Restated Certificate of Incorporation of GoHealth Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 10-Q filed by the Registrant on August 20, 2020).
3.2	Amended and Restated Bylaws of GoHealth Inc. (incorporated by reference to Exhibit 3.2 to the Current Report on Form 10-Q filed by the Registrant on August 20, 2025).
5.1*	Opinion of Bradley Burd, Chief Legal Officer of GoHealth, Inc.
23.1*	Consent of Ernst & Young LLP.
23.2*	Consent of Bradley Burd, Chief Legal Officer of GoHealth, Inc. (included as part of Exhibit 5.1).
24.1*	Power of Attorney (included on the signature page to this registration statement).
107*	Filing Fee Table.

* Filed herewith.

† To be filed, if necessary, by a post-effective amendment to the registration statement or as an exhibit to a document incorporated herein by reference.

Item 17. Undertakings

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(A) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. *Provided, however* that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

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-3 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 December 16, 2025.

GoHealth, Inc.

By:	/s/ Vijay Kotte
Name:	Vijay Kotte
Title:	Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints each of Vijay Kotte and Brendan Shanahan as his true and lawful attorney-in-fact and agent, with full power of substitution and revocation, for him and in his name, place and stead, in any and all capacities, to execute any or all amendments, including any post-effective amendments and supplements to this registration statement, and any additional registration statement filed pursuant to Rule 462, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

* * * *

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated below.

Name	Title	Date
/s/ Vijay Kotte Vijay Kotte	Chief Executive Officer and Director (Principal Executive Officer)	December 16, 2025
/s/ Brendan Shanahan Brendan Shanahan	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	December 16, 2025
/s/ Alan J. Carr Alan J. Carr	Director	December 16, 2025
/s/ Brandon M. Cruz Brandon M. Cruz	Director	December 16, 2025

/s/ David Fisher David Fisher	Director	December 16, 2025
/s/ Clinton P. Jones Clinton P. Jones	Director	December 16, 2025
/s/ Timothy R. Pohl Timothy R. Pohl	Director	December 16, 2025
/s/ William L. Transier William L. Transier	Director	December 16, 2025
/s/ Bao Truong Bao Truong	Director	December 16, 2025
/s/ Mark Weinsten Mark Weinsten	Director	December 16, 2025

Calculation of Filing Fee Tables

FORM S-3
(Form Type)

GoHealth, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial effective date	Filing Fee Previously Paid In Connection with Unsold Securities to be Carried Forward
Newly Registered Securities												
Fees to Be Paid	Equity	Class A Common Stock, par value $0.0001 per share	Other	9,566,028[(1)]	$2.94[(2)]	$28,124,122.32	0.0001381	$3,884.00	N/A	N/A	N/A	N/A
Fees Previously Paid	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Total Offering Amounts						$28,124,122.32		$3,884.00				
Total Fees Previously Paid								—				
Total Fee Offsets:								—				
Net Fee Due								$3,884.00				

(1) Consists of a maximum of 9,566,028 shares of Class A common stock, par value $0.0001 per share ("Class A common stock"), of GoHealth, Inc. (the "Registrant") to be sold by the selling stockholders. Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional shares of the Registrant's Class A common stock that may become issuable by reason of any stock dividend, stock split, recapitalization, or other similar transaction.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) under the Securities Act, based upon $2.94, the average of the high and low prices of the Registrant's Class A common stock on The Nasdaq Global Market on December 9, 2025 (a date within five business days prior to the filing of this registration statement).

Exhibit 5.1

GoHealth, Inc.
222 W Merchandise Mart Plaza, Suite 1750
Chicago, IL 60654

December 16, 2025

GoHealth, Inc.
222 W Merchandise Mart Plaza, Suite 1750
Chicago, IL 60654

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

I am issuing this opinion letter in my capacity as Chief Legal Officer of GoHealth, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing by the Company of the Registration Statement on Form S-3 (such Registration Statement, as it may be subsequently amended or supplemented, is hereinafter referred to as the "Registration Statement") with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), filed on December 16, 2025.

The Registration Statement relates to the resale, from time to time, by the selling stockholder named in the prospectus contained in the Registration Statement (the "Selling Stockholder") of up to 9,566,028 shares (the "Shares") of the Company's Class A common stock, par value $0.0001 per share ("Class A Common Stock"), consisting of (i) 4,179,850 shares of Class A Common Stock (the "Outstanding Shares") that are issued and outstanding as of the date hereof and (ii) 5,386,178 shares of Common Stock (the "Issuable Shares") that are issuable by the Company upon the exchange by holders thereof of common units of GoHealth Holdings, LLC ("GoHealth Holdings") and the cancellation of a corresponding number of shares of Class B common stock of the Company, par value $0.0001 per share ("Class B Common Stock").

In connection with this opinion, I have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as I deemed necessary or advisable for purposes of this opinion, including (i) the corporate and organizational documents of the Company, including the Amended and Restated Certificate of Incorporation of GoHealth, Inc., filed with the Secretary of the State of Delaware on July 17, 2020 (as amended through the date hereof, the

"Company Charter"), (ii) the Second Amended and Restated Limited Liability Company Agreement of GoHealth Holdings, dated July 15, 2020 (as amended through the date hereof, the "GoHealth Holdings LLC Agreement"), (iii) various minutes and records of the corporate proceedings of the Company with respect to the Registration Statement and the issuance of the Shares and (iv) the Registration Statement and the exhibits thereto. I am also familiar, through my employment with the Company, with the procedures undertaken by others with respect to the issuance of the Shares.

For the purposes of this opinion, I have assumed the authenticity of all documents submitted to me as originals, the conformity to the originals of all documents submitted to me as copies and the authenticity of the originals of all documents submitted to me as copies. I have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto (other than the Company) and the due authorization, execution and delivery of all documents by the parties thereto (other than the Company). I have also assumed that the Company followed the procedures in place and such procedures were properly reviewed by the auditors, consistent with the normal scope of each audit.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, I am of the opinion that the Shares have been duly authorized and (i) the Outstanding Shares are validly issued, fully paid and non-assessable and (ii) when the Issuable Shares have been duly issued upon the exchange of common units of GoHealth Holdings and the cancellation of a corresponding number of shares of Class B Common Stock, in each case, in accordance with the GoHealth Holdings LLC Agreement and the Company Charter, the Issuable Shares will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the General Corporation Law of the State of Delaware. I express no opinion as to any other law or any matter other than as expressly set forth above, and no opinion as to any other law or matter may be inferred or implied herefrom. The opinions expressed herein are rendered as of the date hereof, and I expressly disclaim any obligation to update or supplement this letter or advise you of any change in any matter after the date hereof.

I do not find it necessary for the purposes of this opinion, and accordingly I do not purport to cover herein, the application of the securities or "Blue Sky" laws of the various states to the issuance and sale of the Shares. I hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. I also consent to the reference to my name under the heading "Legal Matters" in the Registration Statement. In giving this consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission.

This opinion is furnished to you in connection with the filing of the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act.

Sincerely,

/s/ Bradley Burd

Bradley Burd

Chief Legal Officer, GoHealth, Inc.

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the caption "Experts" in this Registration Statement (Form S-3) and related Prospectus of GoHealth, Inc. for the registration of Class A common stock and to the incorporation by reference therein of our report dated February 27, 2025, with respect to the consolidated financial statements of GoHealth, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2024, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Chicago, Illinois December 16, 2025