

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): August 30, 2024

GoHealth, Inc.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

001-39390  
(Commission File Number)

85-0563805  
(I.R.S. Employer Identification No.)

222 W Merchandise Mart Plaza Suite 1750  
Chicago, Illinois  
(Address of principal executive offices)

60654  
(Zip Code)

(312) 386-8200  
(Registrant's telephone number, including area code)

N/A  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).  
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).  
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).  
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.0001 par value per share	GOCO	The Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

**Item 7.01. Regulation FD Disclosure.**

On August 30, 2024, ETQ Holdings, LLC ("Subscriber"), a wholly-owned subsidiary of GoHealth, Inc. (the "Company"), entered into a Purchase & Subscription Agreement (the "Subscription Agreement"), by and between Subscriber and e-TeleQuote Insurance, Inc. ("ETQ"), pursuant to which Subscriber will subscribe for and acquire newly issued shares of ETQ's common stock representing approximately 18.9% of ETQ's outstanding common stock post-acquisition. Subscriber's acquisition of the Shares is subject to customary terms and conditions set forth in the Subscription Agreement and is scheduled to close on or before September 30, 2024 (the "Closing").

Immediately following the effective time of the Closing, ETQ's current parent company will irrevocably permanently surrender and relinquish all rights in ETQ without receipt of consideration. As a result, ETQ will become a wholly-owned subsidiary of Subscriber.

On September 4, 2024, the Company issued a press release announcing the execution of the Subscription Agreement, a copy of which is furnished as Exhibit 99.1 hereto and incorporated into this Item 7.01 by reference.

The information furnished under Item 7.01 of this Current Report on Form 8-K, including the press release furnished herewith as Exhibit 99.1, shall be deemed "furnished" and not "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, and shall not be incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

The following exhibits are included herewith:

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press Release of GoHealth, Inc., dated September 4, 2024</a>
104	Cover Page Interactive Data File (formatted as inline XBRL)

**Cautionary Note Regarding Forward-Looking Statements**

This Current Report on Form 8-K 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 Securities Exchange Act of 1934, as amended (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 Current Report on Form 8-K may be 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 Current Report on Form 8-K 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 Current Report on Form 8-K 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 factors described in the sections titled "Summary Risk Factors," "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023 ("2023 Annual Report on Form 10-K") and in our other filings with the Securities and Exchange Commission. The factors described in our 2023 Annual Report on Form 10-K should not be construed as exhaustive and should be read together with the other cautionary statements included in this Current Report on Form 8-K, as well as the cautionary statements and other risk factors set forth in the Quarterly Reports on Form 10-Q for the first fiscal quarter ended March 31, 2024 and the second fiscal quarter ended June 30, 2024, and in our other filings with the Securities and Exchange Commission.

You should read this Current Report on Form 8-K and the documents that we reference in this Current Report on Form 8-K 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.

**SIGNATURES**

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**GOHEALTH, INC.**

Date: September 4, 2024

By: /s/ Brad Burd  
\_\_\_\_\_  
Brad Burd  
Chief Legal Officer

## **GoHealth Acquiring e-TeleQuote, Strengthening Position as Leading Medicare Insurance Marketplace**

*Investment further expands industry-leading shopping, enrollment, and engagement platform, delivering a differentiated experience and driving high quality outcomes while ensuring peace of mind in Medicare consumers' healthcare decisions.*

**CHICAGO, IL and CLEARWATER, FL, September 4, 2024** – GoHealth, Inc. (Nasdaq: GOCO), a leading health insurance marketplace, today announced that it entered into a purchase and subscription agreement which will ultimately lead to the acquisition of e-TeleQuote Insurance, Inc., a distinguished name in the Medicare insurance marketplace. The transaction is expected to close on September 30, 2024. This strategic move represents a significant milestone in GoHealth's mission to deliver unparalleled consumer-centric solutions while reinforcing the companies' shared values of integrity, empathy, and accountability.

The investment in e-TeleQuote aligns seamlessly with GoHealth's strategic vision and commitment to enhancing consumer experiences through innovation and operational excellence. Both companies bring to the table a deep reservoir of industry expertise and a complementary set of strengths that will drive mutual growth and deliver even greater value to consumers, especially as the upcoming benefit season expects to bring significant disruption and high demand for a high-quality shopping experience for Medicare consumers.

### **Complementary Attributes for Enhanced Value**

GoHealth and e-TeleQuote share a dedication to putting consumers at the center of their operations. "GoHealth's scale, proprietary technology and operational excellence combined with e-TeleQuote's established talent and high-quality track record will create a mutually accretive relationship poised to drive better outcomes for and meet the evolving needs of our Medicare consumers," said Vijay Kotte, CEO of GoHealth.

### **Consumer-First Orientation**

"At the heart of this transaction is a shared commitment to a consumer-first approach. Both GoHealth and e-TeleQuote have consistently demonstrated a deep understanding of and responsiveness to consumer needs. We are excited to tap into the power of the proprietary technology at GoHealth, including the PlanFit Checkup, which will better serve our consumers while driving increased efficiency and effectiveness in choosing the Medicare plan that best meets their needs. By combining our resources and expertise, we are poised to collectively elevate our consumer experience and deliver even better tailored solutions that prioritize the well-being of our consumers," said Craig Uchytel, CEO of e-TeleQuote.

### **Looking Ahead**

"As we embark on this exciting new chapter, we remain committed to a seamless integration process that prioritizes the interests of our customers, team members, and stakeholders. We are confident that this acquisition will not only strengthen our market position but also enhance our ability to deliver exceptional value and service not only in this upcoming Annual Enrollment Period but for years to come," said Kotte.

Learn more at [www.GoHealth.com](http://www.GoHealth.com)

**About GoHealth, Inc.**

GoHealth is a leading health insurance marketplace and Medicare-focused digital health company. Enrolling in a health insurance plan can be confusing for customers, and the seemingly small differences between plans can lead to significant out-of-pocket costs or lack of access to critical medicines and even providers. GoHealth combines cutting-edge technology, data science and deep industry expertise to build trusted relationships with consumers and match them with the healthcare policy and carrier that is right for them. Since its inception, GoHealth has enrolled millions of people in Medicare plans and individual and family plans. For more information, visit <https://www.gohealth.com>.

**About e-TeleQuote Insurance, Inc.**

e-TeleQuote is a Medicare Insurance Marketplace which specializes in helping Medicare Beneficiaries compare Medicare Advantage and Medicare Supplement plans from top carriers and enroll in the plan that's right for them.

**Forward-Looking Statements**

This release contains forward-looking statements. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical facts contained in this press release 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, investment plans and business transformation are forward-looking statements.

In some cases, you can identify forward-looking statements by terms, such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "targets," "projects," "contemplates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other similar expressions. 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 release 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 important factors described in the section titled "Risk Factors" in our 2023 Form 10-K, and the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2024, and in our other filings with the Securities and Exchange Commission. Any forward-looking statement speaks only as of the date on which it is made, and, except as otherwise required by law, we do not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise. New factors emerge from time to time, and it is not possible for us to predict which will arise. In addition, we

cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

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