

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

FORM S-8

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

GoHealth, Inc.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

85-0563805
(IRS Employer Identification No.)

214 West Huron St., Chicago, Illinois 60654
(Address of Principal Executive Offices) (ZIP Code)

GOHEALTH, INC. AMENDED AND RESTATED 2020 INCENTIVE AWARD PLAN
GOHEALTH, INC. 2020 EMPLOYEE STOCK PURCHASE PLAN
(Full title of the plan)

BRIAN FARLEY, ESQ.
Chief Legal Officer and Corporate Secretary
GoHealth, Inc.
214 West Huron St.
Chicago, Illinois 60654
(Name and address of agent for service)

(312) 386-8200
(Telephone number, including area code, of agent for service)

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 of 1934.

Large accelerated filer
Non-accelerated filer

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 the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by GoHealth, Inc. (the “Company”) with the Securities and Exchange Commission (the “Commission”) for the purpose of registering an additional 1,189,386 shares of the Company’s Class A Common Stock, par value \$0.0001 per share (“Common Stock”), issuable under the following employee benefit plans: (i) the Company’s Amended and Restated 2020 Incentive Award Plan (the “2020 Plan”), which, as a result of the operation of an automatic annual increase provision therein, added 1,099,888 shares of Common Stock, and (ii) the Company’s 2020 Employee Stock Purchase Plan (the “ESPP”), which, as a result of the operation of an automatic annual increase provision therein, added 89,498 shares of Common Stock.

On November 17, 2022, the Company effected a 1-for-15 reverse stock split (the “Reverse Stock Split”). As a result of the Reverse Stock Split, for every fifteen (15) outstanding shares of common stock before the Reverse Stock Split represents one (1) share of common stock after the reverse stock split. On a pre-split basis, we had 115,487,153 Class A Common Stock and 205,352,162 Class B Common Stock issued and outstanding as of December 31, 2021 and 84,195,461 Class A Common Stock and 236,997,109 Class B Common Stock issued and outstanding as of December 31, 2020. On a post-split basis, we had 7,699,143 Class A Common Stock and 13,690,144 Class B Common Stock issued and outstanding as of December 31, 2021 and 5,613,030 Class A Common Stock and 15,799,807 Class B Common Stock as of December 31, 2020. As a result of the Reverse Stock Split and based on the Common Stock and per share data from the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021, the Company’s net loss per share of Common Stock, basic and diluted, would have been \$(26.80) and \$(3.35) per share for the years ended December 31, 2021 and December 31, 2020, respectively, as retrospectively adjusted to reflect the Reverse Stock Split.

Pursuant to Instruction E of Form S-8, the contents of the Registration Statements on Form S-8 filed with the Commission on [July 15, 2020](#) (File No. 333-239879), [February 10, 2021](#) (File No. 333-252962), [March 23, 2022](#) (File No. 333-263787) and [June 6, 2022](#) (File No. 333-265442) are incorporated by reference herein; except for Items 3 and 8 which are being updated by this Registration Statement.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed with the Commission by the Company are incorporated in this Registration Statement by reference (excluding any portions of such documents that have been “furnished” but not “filed” for purposes of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)):

- (1) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the Commission on [March 16, 2022](#);
- (2) The Registrant’s Quarterly Reports on Form 10-Q, filed with the Commission on [May 10, 2022](#), [August 16, 2022](#) and [November 14, 2022](#);
- (3) The Registrant’s Current Reports on Form 8-K, filed with the Commission on [January 28, 2022](#), [March 2, 2022](#), [March 16, 2022](#), [April 8, 2022](#), [April 29, 2022](#), [May 5, 2022](#), [May 10, 2022](#), [May 27, 2022](#), [June 8, 2022](#), [July 14, 2022](#), [August 15, 2022](#), [September 15, 2022](#), [September 26, 2022](#), [October 25, 2022](#), [November 18, 2022](#), [November 22, 2022](#), [December 7, 2022](#), and [January 9, 2023](#); and
- (4) The description of the Company’s Common Stock contained in the Company’s Registration Statement on Form 8-A dated [July 15, 2020](#) (File No. 001-39390) filed under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the respective dates of filing of such documents (such documents, and the documents enumerated above, being hereinafter referred to as “Incorporated Documents”).

Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed

Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The Exhibits listed on the accompanying Index to Exhibits are filed as part hereof, or incorporated by reference into, this Registration Statement. See Exhibit Index below.

EXHIBIT INDEX

Exhibit Number	Exhibit Index
4.1	<u>Amended and Restated Certificate of Incorporation of GoHealth, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q (File No. 001-39390), filed on August 20, 2020 with the Commission)</u>
4.2	<u>Certificate of Amendment to Amended and Restated Certificate of Incorporation of GoHealth, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-39390), filed on November 18, 2022 with the Commission)</u>
4.3	<u>Amended and Restated Bylaws of GoHealth, Inc. (incorporated by reference to Exhibit 3.2 to the Quarterly Report on Form 10-Q (File No. 001-39390), filed on August 20, 2020 with the Commission)</u>
5.1*	<u>Opinion of Sidley Austin LLP</u>
23.1*	<u>Consent of Ernst & Young LLP</u>
23.2*	<u>Consent of Sidley Austin LLP (included in Exhibit 5.1)</u>
24.1*	<u>Power of Attorney (included on the signature page hereto)</u>
99.1	<u>GoHealth, Inc. Amended and Restated 2020 Incentive Award Plan (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement, filed on April 13, 2022 with the Commission).</u>
99.2	<u>GoHealth, Inc. 2020 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.7 to the Company's Registration Statement (File No. 333-239287), filed on July 8, 2020 with the Commission).</u>
107*	<u>Filing Fee Table</u>

* Filed herewith.

POWER OF ATTORNEY

Each of the undersigned officers and directors of GoHealth, Inc. hereby constitutes and appoints Vijay Kotte and Jason Schulz, and each of them any of whom may act without joinder of the other, the individual's true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for the person and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement and any and all amendments (including post-effective amendments) to this Registration Statement and all documents relating thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing necessary or advisable to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents, each acting alone, or such person's substitute or substitutes, lawfully may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Vijay Kotte</u> Vijay Kotte	Chief Executive Officer and Director (Principal Executive Officer)	January 13, 2023
<u>/s/ Jason Schulz</u> Jason Schulz	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	January 13, 2023
<u>/s/ Clinton P. Jones</u> Clinton P. Jones	Director	January 13, 2023
<u>/s/ Brandon M. Cruz</u> Brandon M. Cruz	Director	January 13, 2023
<u>/s/ Joseph G. Flanagan</u> Joseph G. Flanagan	Director	January 13, 2023
<u>/s/ David Fisher</u> David Fisher	Director	January 13, 2023
<u>/s/ Jeremy W. Gelber</u> Jeremy W. Gelber	Director	January 13, 2023
<u>/s/ Karolina Hanna Hilu</u> Karolina Hanna Hilu	Director	January 13, 2023
<u>/s/ Christopher Litchford</u> Christopher Litchford	Director	January 13, 2023
<u>/s/ Alexander E. Timm</u> Alexander E. Timm	Director	January 13, 2023

CALCULATION OF FILING FEE TABLE

FORM S-8

(Form Type)

GOHEALTH, INC.

(Exact Name of Registrant as Specified in its Charter)

Table I: Newly Registered Securities

Plan	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Amended and Restated 2020 Incentive Award Plan	Equity	Class A Common Stock, par value \$0.0001 per share	Rule 457(c) and 457(h)	1,099,888 ⁽²⁾	\$12.81 ⁽⁴⁾	\$14,089,565.28	0.00011020	\$1,552.67
2020 Employee Stock Purchase Plan	Equity	Class A Common Stock, par value \$0.0001 per share	Rule 457(c) and 457(h)	89,498 ⁽³⁾	\$12.81 ⁽⁴⁾	\$1,146,469.38	0.00011020	\$126.34
	Total Offering Amounts					\$15,236,034.66		\$1,679.01
	Total Fee Offsets							\$—
	Net Fee Due							\$1,679.01

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Class A Common Stock, par value \$0.0001 per share ("Common Stock"), of GoHealth, Inc. (the "Company") that become issuable under the Company's Amended and Restated 2020 Incentive Award Plan (the "2020 Plan") and the Company's 2020 Employee Stock Purchase Plan (the "2020 ESPP") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Common Stock.
- (2) Represents 1,099,888 additional shares of the Company's Common Stock that became available for issuance on January 1, 2023 under the 2020 Plan, pursuant to the terms of the 2020 Plan.
- (3) Represents 89,498 additional shares of the Company's Common Stock that became available for issuance on January 1, 2023 under the 2020 ESPP, pursuant to the terms of the 2020 ESPP.
- (4) This estimate is made pursuant to Rule 457(c) and Rule 457(h) of the Securities Act solely for purposes of calculating the registration fee. The Proposed Maximum Offering Price Per Unit for shares available for future grant is the average of the high and low prices for the registrant's Common Stock as reported on The Nasdaq Global Select Market on January 9, 2023.



SIDLEY AUSTIN LLP
ONE SOUTH DEARBORN STREET
CHICAGO, IL 60603
+1 312 853 7000
+1 312 853 7036 FAX

AMERICA • ASIA PACIFIC • EUROPE

January 13, 2023

GoHealth, Inc.
214 West Huron St.
Chicago, IL 60654

Re: 1,189,386 shares of Class A Common Stock, \$0.0001 par value per share

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") being filed by GoHealth, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of (i) 1,099,888 shares of Class A Common Stock, \$0.0001 par value per share (the "Common Stock"), of the Company which may be issued under the GoHealth, Inc. Amended and Restated 2020 Incentive Award Plan (the "2020 Plan") and (ii) 89,498 shares of Common Stock which may be issued under the GoHealth, Inc. 2020 Employee Stock Purchase Plan (together with the 2020 Plan, the "Plans") and the aggregate shares of Common Stock to be registered under the Registration Statement, the "Registered Shares").

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined the Registration Statement, the Company's Amended and Restated Certificate of Incorporation, as amended, the Amended and Restated Bylaws, the Plans, the resolutions adopted by the board of directors of the Company relating to the Registration Statement and the Plans, and the resolutions adopted by the stockholders of the Company relating to the Plans. We have also examined originals, or copies of originals certified to our satisfaction, of such agreements, documents, certificates and statements of the Company and other corporate documents and instruments, and have examined such questions of law, as we have considered relevant and necessary as a basis for this opinion letter. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all persons and the conformity with the original documents of any copies thereof submitted to us for examination. As to facts relevant to the opinions expressed herein, we have relied without independent investigation or verification upon, and assumed the accuracy and completeness of, certificates, letters and oral and written statements and representations of public officials and officers and other representatives of the Company.

Based on the foregoing, we are of the opinion that each Registered Share that is newly issued pursuant to each Plan will be validly issued, fully paid and non-assessable when: (i) the

SIDLEY

GoHealth, Inc.
January 13, 2023
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Registration Statement, as finally amended, shall have become effective under the Securities Act; (ii) such Registered Share shall have been duly issued and delivered in accordance with the applicable Plan; and (iii) certificates representing such Registered Share shall have been duly executed, countersigned and registered and duly delivered to the person entitled thereto against payment of the agreed consideration therefor (in an amount not less than the par value thereof) or, if any Registered Share is to be issued in uncertificated form, the Company's books shall reflect the issuance of such Registered Share to the person entitled thereto against payment of the agreed consideration therefor (in an amount not less than the par value thereof), all in accordance with the applicable Plan.

This opinion letter is limited to the General Corporation Law of the State of Delaware. We express no opinion as to the laws, rules or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

We hereby consent to the filing of this opinion letter as an Exhibit to the Registration Statement and to all references to our Firm included in or made a part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Sidley Austin LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2020 Incentive Award Plan, as amended, and the 2020 Employee Stock Purchase Plan of GoHealth, Inc. of our reports dated March 16, 2022, with respect to the consolidated financial statements of GoHealth, Inc. and the effectiveness of internal control over financial reporting of GoHealth, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Chicago, Illinois
January 13, 2023
