

eHealth, Inc.
Form 3
April 02, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Tsao Tom G. | | (Month/Day/Year) | eHealth, Inc. [EHTH] | |
| (Last) | (First) | (Middle) | 03/26/2014 | |
| C/O EHEALTH, INC.,Â 440 | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| EAST MIDDLEFIELD ROAD | | | | |
| (Street) | | (Check all applicable) | | |
| MOUNTAIN | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| VIEW,Â CAÂ 94043 | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | SVP, Product Management | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 3,624 ⁽¹⁾ | D | Â |
| Common Stock | 5,889 ⁽²⁾ | D | Â |
| Common Stock | 9,292 ⁽³⁾ | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------|--------------|--|
|--|--|--|---------------|--------------|--|

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| | Date Exercisable | Expiration Date | Derivative Security (Instr. 4) Title | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|------------------|-----------------|---|----------------------------|--|--|------------|
| Employee Stock Option (right to buy) | Â (4) | 07/17/2019 | Common Stock | 11,667 | \$ 17.7 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Tsao Tom G. C/O EHEALTH, INC. 440 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043 | Â | Â | Â SVP, Product Management | Â |

Signatures

/s/ Jennifer Cashio, as attorney-in-fact for Tom G. Tsao
04/02/2014

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This represents an award of restricted stock units. Each unit represents a contingent right to receive one share of the Issuer's common stock upon vesting. The restricted stock units vest in four equal annual installments from the vesting commencement date of June 11, 2012, subject to the reporting person's continued service through each vesting date.
- (2) This represents an award of restricted stock units. Each unit represents a contingent right to receive one share of the Issuer's common stock upon vesting. The restricted stock units vest in four equal annual installments from the vesting commencement date of March 20, 2013, subject to the reporting person's continued service through each vesting date.
- (3) The reported shares represent the number of shares eligible for service-based vesting as a result of the achievement of 2013 performance measures under a performance based restricted stock unit grant. The reported shares will vest in four equal annual installments from the vesting commencement date of March 20, 2013, subject to the reporting person's continued service through each vesting date.
- (4) The option shares become vested as to 25% of the shares one year after June 11, 2012 and 1/48th of the shares upon each month of continuous service thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.