

eHealth, Inc.
Form 4
October 20, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
QUESTMARK PARTNERS LP

2. Issuer Name and Ticker or Trading Symbol
eHealth, Inc. [EHTH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/18/2006

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 10/18/2006 | | C | V | Amount 1,481,537 A <u>(1)</u> | D <u>(2)</u> <u>(3)</u> | |
| Common Stock | 10/18/2006 | | C | | Amount 262,445 A <u>(1)</u> | D <u>(4)</u> <u>(5)</u> | |

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

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SEC 1474 (9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|-----------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Series C Convertible Preferred Stock | (1) | 10/18/2006 | 10/18/2006 | C | 1,481,537 | 10/18/2006 | 10/18/2006 | Common Stock | 1,481,537 |
| Series C Convertible Preferred Stock | (1) | 10/18/2006 | 10/18/2006 | C | 262,445 | 10/18/2006 | 10/18/2006 | Common Stock | 262,445 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| QUESTMARK PARTNERS LP | | X | | |
| QUESTMARK PARTNERS SIDE FUND LP | | X | | |
| QUESTMARK ADVISERS LLC | | X | | |
| Schapiro Benjamin S C/O QUESTMARK PARTNERS, L.P. ONE SOUTH STREET, SUITE 800 BALTIMORE, MD 21202 | | X | | |
| Hitchner Thomas R C/O QUESTMARK PARTNERS, L.P. ONE SOUTH STREET, SUITE 800 BALTIMORE, MD 21202 | | X | | |
| Invus Group, LLC 750 LEXINGTON AVENUE NEW YORK, NY 10022 | | X | | |
| Invus, CV C/O THE INVUS GROUP 750 LEXINGTON AVENUE NEW YORK, NY 10022 | | X | | |

Ulys, LLC
 C/O THE INVUS GROUP, LLC
 750 LEXINGTON AVENUE
 NEW YORK, NY 10022 X

DEBBANE RAYMOND
 C/O THE INVUS GROUP, LLC
 750 LEXINGTON AVENUE
 NEW YORK, NY 10022 X

Signatures

/s/ Timothy L. Krongard, by power of attorney
 10/18/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) All of the outstanding shares of the Issuer's Series C Convertible Preferred Stock converted into shares of the Issuer's common stock on a 1-for-1 basis immediately upon the closing of the Issuer's initial public offering.

QuestMark Partners, L.P., is the record holder of the securities. As the general partner of QuestMark Partners, L.P., QuestMark Advisers, L.L.C. may be deemed a beneficial owner of the securities. In their capacities as managing members of QuestMark Advisers, L.L.C., each

(2) of Benjamin S. Shapiro, Thomas R. Hitchner and The Invus Group, LLC, a Delaware limited liability company ("Invus Group"), may be deemed to be beneficial owners of the securities. The managing member of Invus Group is Invus, CV, a limited partnership organized under the laws of the Netherlands. The general partner and Managing Partner of Invus, CV is Ulys, LLC, a Delaware limited liability company ("Ulys").

(3) Mr. Raymond Debbane serves as the President of Invus Group and as the Managing Director of Ulys. In such capacities, Mr. Debbane may be deemed to be a beneficial owner of the securities. Each Joint Filer, other than QuestMark Partners, expressly disclaims beneficial ownership of the securities, except to the extent of its pecuniary interest therein, if any.

(4) QuestMark Partners Side Fund, L.P., is the record holder of the securities. As the general partner of both QuestMark Partners, L.P. and QuestMark Partners Side Fund, L.P., QuestMark Advisers, L.L.C. may be deemed a beneficial owner of the securities. In their capacities as managing members of QuestMark Advisers, L.L.C., each of Benjamin S. Shapiro, Thomas R. Hitchner and Invus Group may be deemed to be beneficial owners of the securities.

(5) The managing member of Invus Group is Invus, CV. The general partner and Managing Partner of Invus, CV is Ulys. Mr. Raymond Debbane serves as the President of Invus Group and as the Managing Director of Ulys. In such capacities, Mr. Debbane may be deemed to be a beneficial owner of the securities. Each Joint Filer, other than QuestMark Partners, expressly disclaims beneficial ownership of the securities, except to the extent of its pecuniary interest therein, if any.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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