

Francis David K.  
Form 4  
September 18, 2018

**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 \*  
Francis David K.

(Last) (First) (Middle)

C/O EHEALTH, INC., 440 EAST MIDDLEFIELD ROAD

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
09/14/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

Chief Operating Officer

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

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |                                   |
| Common Stock                    | 09/14/2018                           |  | M <sup>(1)</sup>               | 10,000 A \$ 0   | 181,951 <sup>(2)</sup>  | D  |                                   |
| Common Stock                    | 09/14/2018                           |  | M <sup>(3)</sup>               | 13,750 A \$ 0   | 195,701 <sup>(2)</sup>  | D  |                                   |
| Common Stock                    | 09/14/2018                           |  | M <sup>(4)</sup>               | 13,750 A \$ 0   | 209,451 <sup>(2)</sup>  | D  |                                   |
| Common Stock                    | 09/14/2018                           |  | M <sup>(5)</sup>               | 13,750 A \$ 0   | 223,201 <sup>(2)</sup>  | D  |                                   |

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)

| 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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Performance Stock Unit                     | \$ 0   | 09/14/2018                           |  | M <sup>(1)</sup>               | 10,000  | <u>(6)</u> 03/31/2021                                    | Common Stock  | 10,000                     |
| Performance Stock Unit                     | \$ 0   | 09/14/2018                           |  | M <sup>(3)</sup>               | 13,750  | <u>(6)</u> 03/30/2022                                    | Common Stock  | 13,750                     |
| Performance Stock Unit                     | \$ 0   | 09/14/2018                           |  | M <sup>(4)</sup>               | 13,750  | <u>(6)</u> 03/30/2022                                    | Common Stock  | 13,750                     |
| Performance Stock Unit                     | \$ 0   | 09/14/2018                           |  | M <sup>(5)</sup>               | 13,750  | <u>(6)</u> 03/30/2022                                    | Common Stock  | 13,750                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Francis David K.<br>C/O EHEALTH, INC.<br>440 EAST MIDDLEFIELD ROAD<br>MOUNTAIN VIEW, CA 94043 |               |           | Chief Operating Officer |       |

## Signatures

/s/ Scott Giesler, as attorney-in-fact for David K. Francis

09/18/2018

\*\*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) This represents the achievement of a stock price threshold under a performance restricted stock unit granted on 3/31/2017. Each unit represents a contingent right to receive one share of the company's common stock upon vesting. The shares are scheduled to vest on

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August 24, 2019, subject to the individual continuing to provide services to the company through the vesting date.

- (2) Total amount of shares beneficially owned includes shares deferred upon vesting of certain restricted stock units. The deferred shares will be settled in accordance with the terms of the deferral election.

- (3) This represents the achievement of a stock price threshold under a performance restricted stock unit granted on 3/30/2018. Each unit represents a contingent right to receive one share of the company's common stock upon vesting. The shares are scheduled to vest on June 15, 2019, subject to the individual continuing to provide services to the company through the vesting date.

- (4) This represents the achievement of a stock price threshold under a performance restricted stock unit granted on 3/30/2018. Each unit represents a contingent right to receive one share of the company's common stock upon vesting. The shares are scheduled to vest on July 12, 2019, subject to the individual continuing to provide services to the company through the vesting date.

- (5) This represents the achievement of a stock price threshold under a performance restricted stock unit granted on 3/30/2018. Each unit represents a contingent right to receive one share of the company's common stock upon vesting. The shares are scheduled to vest on August 19, 2019, subject to the individual continuing to provide services to the company through the vesting date.

- (6) The performance-based restricted stock units are eligible to vest during a four-year performance period following the award's grant date based on the company's stock price trading at certain pre-determined price thresholds. Once a price threshold is achieved, the portion of the award related to that threshold will vest one year later, subject to the individual continuing to provide services to the company through the applicable vesting date.

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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