

eHealth, Inc.
Form 4
October 19, 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 *
KPCB IX ASSOCIATES LLC

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)
2750 SAND HILL ROAD
(Street)

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

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

MENLO PARK, CA 94025

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
____ 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 | (A) 1,157,733 (1) | \$ 0 (2) 1,206,605 | I (1) | See footnote (1) |
| Common Stock | 10/18/2006 | | C | (A) 250,060 (3) | \$ 0 (4) 1,456,665 | I (3) | See footnote (3) |
| Common Stock | 10/18/2006 | | C | (A) 559,051 (5) | \$ 0 (6) 2,015,716 | I (5) | See footnote (5) |

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

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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series A Convertible Preferred Stock | (2) | 10/18/2006 | | C | 1,157,733 | (2) (2) | | Common Stock | 1,157, (1) |
| Series B Convertible Preferred Stock | (4) | 10/18/2006 | | C | 190,232 | (4) (4) | | Common Stock | 250,0 (3) (3) |
| Series C Convertible Preferred Stock | (6) | 10/18/2006 | | C | 559,051 | (6) (6) | | Common Stock | 559,0 (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KPCB IX ASSOCIATES LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025 | | X | | |

Signatures

/s/ Joseph Lacob,
Manager
10/18/2006
Date

**Signature of Reporting Person

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)

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Of the 1,157,733 shares reported on this line, 1,123,062 shares are directly held by KPCB IX-A and 34,671 shares are directly held by KPCB IX-B. The Reporting Person is the general partner of KPCB IX-A and KPCB IX-B. The Reporting Person disclaims beneficial ownership of the shares held directly by KPCB IX-A and KPCB IX-B except to the extent of its pecuniary interest in its distributive share thereof.

- (2) The Series A Convertible Preferred Stock converted into Issuer's common stock on a 1-for-1 basis and had no expiration date.

Of the 250,060 shares reported on this line, 242,572 shares are directly held by KPCB IX-A and 7,488 shares are directly held by KPCB IX-B. The Reporting Person is the general partner of KPCB IX-A and KPCB IX-B. The Reporting Person disclaims beneficial ownership of the shares held directly by KPCB IX-A and KPCB IX-B except to the extent of its pecuniary interest in its distributive share thereof.

- (4) The Series B Convertible Preferred Stock converted into Issuer's common stock on a 1-for-1.3145 basis and had no expiration date.

Of the 559,051 shares reported on this line, 542,309 shares are directly held by KPCB IX-A and 16,742 shares are directly held by KPCB IX-B. The Reporting Person is the general partner of KPCB IX-A and KPCB IX-B. The Reporting Person disclaims beneficial ownership of the shares held directly by KPCB IX-A and KPCB IX-B except to the extent of its pecuniary interest in its distributive share thereof.

- (6) The Series C Convertible Preferred Stock converted into Issuer's common stock on a 1-for-1 basis and had no expiration date.

- (7) Reflects the 1-for-1.3145 conversion ratio which became effective upon the closing of the Issuer's initial public offering.

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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