

Flanders Scott N  
Form 4  
September 18, 2018

# FORM 4

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

OMB APPROVAL

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## 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 \*  
Flanders Scott N

(Last) (First) (Middle)

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

(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 Executive 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |   |
| Common Stock                    | 09/04/2018                           |  | G <sup>(1)</sup>               | V 3,000 D \$ 0  | 524,485 <sup>(2)</sup>  | D  |   |
| Common Stock                    | 09/04/2018                           |  | G <sup>(1)</sup>               | V 3,000 A \$ 0  | 3,000   | I  | UTMA Accounts For Grandchildren                       |
| Common Stock                    | 09/14/2018                           |  | M <sup>(3)</sup>               | 31,250 A \$ 0   | 555,735 <sup>(2)</sup>  | D  |   |
| Common Stock                    | 09/14/2018                           |  | M <sup>(4)</sup>               | 41,875 A \$ 0   | 597,610 <sup>(2)</sup>  | D  |   |
| Common Stock                    | 09/14/2018                           |  | M <sup>(5)</sup>               | 41,875 A \$ 0   | 639,485 <sup>(2)</sup>  | D  |   |

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Common Stock 09/14/2018 M<sup>(6)</sup> 41,875 A \$ 0 681,360 <sup>(2)</sup> D

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

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**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>(3)</sup>               | 31,250  | <sup>(7)</sup> 03/31/2021                                | Common Stock  | 31,250                     |
| Performance Stock Unit                     | \$ 0   | 09/14/2018                           |  | M <sup>(4)</sup>               | 41,875  | <sup>(7)</sup> 03/30/2022                                | Common Stock  | 41,875                     |
| Performance Stock Unit                     | \$ 0   | 09/14/2018                           |  | M <sup>(5)</sup>               | 41,875  | <sup>(7)</sup> 03/30/2022                                | Common Stock  | 41,875                     |
| Performance Stock Unit                     | \$ 0   | 09/14/2018                           |  | M <sup>(6)</sup>               | 41,875  | <sup>(7)</sup> 03/30/2022                                | Common Stock  | 41,875                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Flanders Scott N<br>C/O EHEALTH, INC.<br>440 EAST MIDDLEFIELD RD.<br>MOUNTAIN VIEW, CA 94043 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Scott Giesler as attorney-in-fact for Scott N.  
Flanders

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 transaction involved a gift of common stock by the reporting person to his grandchildren under the Uniform Transfers to Minors Act.
- (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.

This represents the achievement of a stock price threshold under a performance restricted stock unit granted on 3/31/2017. Each unit
- (3) represents a contingent right to receive one share of the company's common stock upon vesting. The shares are scheduled to vest on August 24, 2019, subject to the individual continuing to provide services to the company through the vesting date.

This represents the achievement of a stock price threshold under a performance restricted stock unit granted on 3/30/2018. Each unit
- (4) 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.

This represents the achievement of a stock price threshold under a performance restricted stock unit granted on 3/30/2018. Each unit
- (5) 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.

This represents the achievement of a stock price threshold under a performance restricted stock unit granted on 3/30/2018. Each unit
- (6) 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.

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.
- (7)

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.