

Hannan Timothy C.  
Form 4  
September 18, 2018

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hannan Timothy C.

(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) below)

Chief Marketing 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)
Common Stock	09/14/2018		M <sup>(1)</sup>	3,750 A \$ 0	36,635	D	
Common Stock	09/14/2018		M <sup>(2)</sup>	3,750 A \$ 0	40,385	D	
Common Stock	09/14/2018		M <sup>(3)</sup>	3,750 A \$ 0	44,135	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

number.

**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 or Number of Shares
Performance Stock Unit	\$ 0	09/14/2018		M <sup>(1)</sup>	3,750	<sup>(4)</sup> 03/30/2022	Common Stock 3,750
Performance Stock Unit	\$ 0	09/14/2018		M <sup>(2)</sup>	3,750	<sup>(4)</sup> 03/30/2022	Common Stock 3,750
Performance Stock Unit	\$ 0	09/14/2018		M <sup>(3)</sup>	3,750	<sup>(4)</sup> 03/30/2022	Common Stock 3,750

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hannan Timothy C. C/O EHEALTH, INC. 440 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	Chief Marketing Officer

## Signatures

/s/ Scott Giesler, as attorney-in-fact for Timothy C. Hannan 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).

This represents the achievement of a stock price threshold under a performance restricted stock unit granted on 3/30/2018. Each unit  
(1) 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  
(2) 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.

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