

eHealth, Inc.
Form 4
June 04, 2015

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 *
Lauer Gary L

(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)
06/02/2015

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)
Chr. of the Board and CEO

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 | Price | |
| Common Stock | 06/02/2015 | | M ⁽¹⁾ | | 40,936 | A \$ 8.8 | 211,870 ⁽²⁾ D |
| Common Stock | 06/02/2015 | | S ⁽¹⁾ | | 40,936 | D \$ 12.6598 ⁽³⁾ | 170,934 D |
| Common Stock | 06/02/2015 | | M ⁽¹⁾ | | 11,363 | A \$ 8.8 | 182,297 D |
| Common Stock | 06/02/2015 | | S ⁽¹⁾ | | 11,363 | D \$ 12.5806 ⁽⁴⁾ | 170,934 D |
| | 06/03/2015 | | M ⁽¹⁾ | | 47,700 | A \$ 8.8 | 218,634 D |

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Common
Stock

| | | | | | | | | |
|-----------------|------------|--|--------------|--------|---|---------------|---------|---|
| Common Stock | 06/03/2015 | | <u>S</u> (1) | 47,700 | D | \$ 12.5241 | 170,934 | D |
| | | | | | | <u>(6)</u> | | |

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 required to respond unless the form displays a currently valid OMB control number.

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 8.8 | 06/02/2015 | | <u>M</u> (1) | 40,936 | <u>(5)</u> 12/14/2015 | Common Stock | 40,936 |
| Employee Stock Option (right to buy) | \$ 8.8 | 06/02/2015 | | <u>M</u> (1) | 11,363 | <u>(5)</u> 12/14/2015 | Common Stock | 11,363 |
| Employee Stock Option (right to buy) | \$ 8.8 | 06/03/2015 | | <u>M</u> (1) | 47,700 | <u>(5)</u> 12/14/2015 | Common Stock | 47,700 |

Reporting Owners

Reporting Owner Name / Address

Relationships

| | | | |
|----------|-----------|---------------------------|-------|
| Director | 10% Owner | Officer | Other |
| X | | Chr. of the Board and CEO | |

Lauer Gary L
C/O EHEALTH, INC.
440 EAST MIDDLEFIELD ROAD
MOUNTAIN VIEW, CA 94043

Signatures

/s/ Jennifer Thompson, as attorney-in-fact for Gary L.
Lauer

06/04/2015

__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) The transactions reported on this date were effected pursuant to a Rule 10b5-1 trading plan.
- (2) Since the date of the reporting person's last ownership report, he transferred 98,448 shares of eHealth, Inc. to his ex-wife pursuant to a domestic relations order.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.44 to \$12.90, inclusive. The reporting person undertakes to provide to eHealth, Inc., any security holder of eHealth, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.
- (3)

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.43 to \$12.66, inclusive. The reporting person undertakes to provide to eHealth, Inc., any security holder of eHealth, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.
- (4) Immediately exercisable for all option shares. The option shares become vested as to 20% of the shares 1 year after December 14, 2005 and 1/60th of the shares upon completion of each month of continuous service thereafter.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.35 to \$12.85, inclusive. The reporting person undertakes to provide to eHealth, Inc., any security holder of eHealth, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (6) to this Form 4.
- (5) (6)

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.