

eHealth, Inc.  
Form 3  
April 02, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Tsao Tom G.		(Month/Day/Year)	eHealth, Inc. [EHTH]	
(Last)	(First)	(Middle)	03/26/2014	
C/O EHEALTH, INC.,Â 440 EAST MIDDLEFIELD ROAD			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
MOUNTAIN VIEW,Â CAÂ 94043			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			SVP, Product Management	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,624 <sup>(1)</sup>	D	Â
Common Stock	5,889 <sup>(2)</sup>	D	Â
Common Stock	9,292 <sup>(3)</sup>	D	Â

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option (right to buy)	Â (4)	07/17/2019	Common Stock	11,667	\$ 17.7	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tsao Tom G. C/O EHEALTH, INC. 440 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	Â	Â	Â SVP, Product Management	Â

## Signatures

/s/ Jennifer Cashio, as attorney-in-fact for Tom G. Tsao  
04/02/2014

\_\_\_\_\_  
Signature of Reporting Person

\_\_\_\_\_  
Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 an award of restricted stock units. Each unit represents a contingent right to receive one share of the Issuer's common stock upon vesting. The restricted stock units vest in four equal annual installments from the vesting commencement date of June 11, 2012, subject to the reporting person's continued service through each vesting date.
- (2) This represents an award of restricted stock units. Each unit represents a contingent right to receive one share of the Issuer's common stock upon vesting. The restricted stock units vest in four equal annual installments from the vesting commencement date of March 20, 2013, subject to the reporting person's continued service through each vesting date.
- (3) The reported shares represent the number of shares eligible for service-based vesting as a result of the achievement of 2013 performance measures under a performance based restricted stock unit grant. The reported shares will vest in four equal annual installments from the vesting commencement date of March 20, 2013, subject to the reporting person's continued service through each vesting date.
- (4) The option shares become vested as to 25% of the shares one year after June 11, 2012 and 1/48th of the shares upon each month of continuous service thereafter.

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.