SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Ad	•	2. Date of Eve Requiring Sta (Month/Day/Y 10/12/2006	tement ear)	3. Issuer Name and Ticker or Trading Symbol <u>eHealth, Inc.</u> [EHTH]								
(Last) 2750 SAND	(Last) (First) (Middle) 2750 SAND HILL ROAD				4. Relationship of Reporting Pers (Check all applicable) X Director X			10% Owner		5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check		
(Street) MENLO PARK	СА	94025				Officer (give title below)		Other (spec below)	iry	Applic	cable Line) Form filed by	One Reporting Person
(City)	(State)	(Zip)										
Table I - Non-Derivative Securities Beneficially Owned												
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)				4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Common Stock					930			D				
Common Stock					48,872(1)		I ⁽¹⁾ See fo		ootnote ⁽¹⁾			
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 Securitie Underlying Derivative Security			4. Conversion or Exercise Price of		5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	Title		r	Amount or Number of Shares	Derivative Security		Direct (D) or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock		(2)	(2)	C	Common Stock		22,027	(2)		D		
Series A Conv	eries A Convertible Preferred Stock		(2)	(2)	C	Common Stock	1	L,157,733 ⁽³⁾	(2)		I ⁽³⁾	See footnote ⁽³⁾
Series B Conv	eries B Convertible Preferred Stock		(4)	(4)	C	Common Stock		4,758 ⁽⁴⁾		(4)	D	
Series B Convertible Preferred Stock		(4)	(4)	C	Common Stock		250,060 ⁽⁵⁾		(4)	I ⁽⁵⁾	See footnote ⁽⁵⁾	
Series C Convertible Preferred Stock		(6)	(6)	C	Common Stock		10,636		(6)	D		
Series C Convertible Preferred Stock		(6)	(6)	C	Common Stock		559,051 ⁽⁷⁾		(6)	I ⁽⁷⁾	See footnote ⁽⁷⁾	

Explanation of Responses:

1. 48,872 shares of which 47,409 shares are directly held by Kleiner Perkins Caufield & Byers IX-A, L.P. ("KPCB IX-A") and 1,463 shares are directly held by Kleiner Perkins Caufield & Byers IX-B, L.P. ("KPCB IX-B"). KPCB IX Associates, L.L.C. ("Associates") is the general partner of KPCB IX-A and KPCB IX-B. Lacob Ventures, L.L.C. ("Lacob Ventures"), whose manager is Joseph Lacob, is a managing member of Associates. Associates, Lacob Ventures and Mr. Lacob disclaim beneficial ownership of the shares held directly by KPCB IX-A and KPCB IX-B except to the extent of their pecuniary interests in their distributive share thereof.

2. The Series A Convertible Preferred Stock is convertible immediately into Issuer's common stock on a 1-for-1 basis and has no expiration date.

3. 1,157,733 shares of which 1,123,062 shares are directly held by KPCB IX-A and 34,671 shares are directly held by KPCB IX-B. Associates is the general partner of KPCB IX-A and KPCB IX-B. Lacob Ventures, L.L.C., whose manager is Joseph Lacob, is a managing member of Associates. Associates, Lacob Ventures and Mr. Lacob disclaim beneficial ownership of the shares held directly by KPCB IX-A and KPCB IX-B except to the extent of their pecuniary interests in their distributive share thereof.

4. Each share of Series B Convertible Preferred Stock is convertible immediately into 1.3145 shares of the Issuer's common stock and has no expiration date. The number of shares in Column 3 reflects the conversion ratio to be effective upon the closing of the Issuer's initial public offering.

5. 250,060 shares of which 242,572 shares are directly held by KPCB IX-A and 7,488 shares are directly held by KPCB IX-B. Associates is the general partner of KPCB IX-A and KPCB IX-B. Lacob Ventures, L.L.C., whose manager is Joseph Lacob, is a managing member of Associates. Associates, Lacob Ventures and Mr. Lacob disclaim beneficial ownership of the shares held directly by KPCB IX-A and KPCB IX-B except to the extent of their pecuniary interests in their distributive share thereof.

6. The Series C Convertible Preferred Stock is convertible immediately into Issuer's common stock on a 1-for-1 basis and has no expiration date.

7. 559,051shares of which 542,309 shares are directly held by KPCB IX-A and 16,742 shares are directly held by KPCB IX-B. Associates is the general partner of KPCB IX-A and KPCB IX-B. Lacob Ventures, L.L.C., whose manager is Joseph Lacob, is a managing member of Associates. Associates, Lacob Ventures and Mr. Lacob disclaim beneficial ownership of the shares held directly by KPCB IX-A and KPCB IX-B except to the extent of their pecuniary interests in their distributive share thereof.

<u>/s/ Joseph Lacob</u> ** Signature of Reporting Person

<u>10/12/2006</u> Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.