

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

FORM S-8
REGISTRATION STATEMENT

Under
The Securities Act of 1933

EHEALTH, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

440 East Middlefield Road
Mountain View, California 94043
(Address of principal executive offices)

56-2357876
(I.R.S. Employer
Identification Number)

eHealth, Inc.
2006 Equity Incentive Plan
(Full title of the Plan)

Scott Giesler
General Counsel
eHealth, Inc.
440 East Middlefield Road
Mountain View, California 94043
(650) 584-2700
(Name, address, and telephone number, including area code, of agent for service)

Copies to:
Patrick J. Schultheis
Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304-1050
(650) 493-9300

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☒

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock (\$0.001 par value) To be issued under the 2006 Equity Incentive Plan	2,594,971(1)	\$16.94(2)	\$43,958,809	\$5,037.68(3)

- (1) Pursuant to Rule 416 under the Securities Act, this Registration Statement shall also cover any additional shares of the registrant's common stock that become issuable under the registrant's 2006 Equity Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the registrant's receipt of consideration that results in an increase in the number of the registrant's outstanding shares of common stock.
- (2) This calculation is made solely for the purpose of determining the registration fee pursuant to the provisions of Rule 457(c) and (h) under the Securities Act of 1933, as amended, and is based on the average of the high and low prices per share of the registrant's common stock on the Nasdaq Global Market as of a date (May 4, 2012) within five business days prior to filing this Registration Statement.
- (3) Amount of registration fee was calculated pursuant to Section 6(b) of the Securities Act of 1933, which provides that the fee shall be \$114.60 per \$1,000,000 of the proposed maximum aggregate offering price of the securities proposed to be offered.

This Registration Statement on Form S-8 registers an additional 2,594,971 shares of the Registrant’s common stock, par value \$0.001 per share, to be issued pursuant to the Registrant’s 2006 Equity Incentive Plan. Accordingly, the contents of the Registration Statement on Form S-8 filed by the Registrant with the Securities and Exchange Commission on October 13, 2006 (File No. 333-137999) and November 20, 2009 (File No. 333-163269), including periodic reports that the Registrant filed after the filing of such Forms S-8 to maintain current information about the Registrant, are incorporated herein by reference into this Registration Statement pursuant to General Instruction E to Form S-8.

* * * * *

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Securities and Exchange Commission are hereby incorporated by reference in this Registration Statement:

- Our quarterly report on Form 10-Q for the fiscal quarter ended March 31, 2012, filed on May 8, 2012.
- Our annual report on Form 10-K for the fiscal year ended December 31, 2011, filed on March 15, 2012.
- Our current reports on Form 8-K, filed on February 16, 2012, March 22, 2012, March 27, 2012, April 25, 2012 and April 26, 2012.
- The description of our common stock set forth in the Registration Statement on Form 8-A filed on October 10, 2006, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date hereof and prior to the filing of a post-effective amendment which indicates that all of the securities offered hereby have been sold or which deregisters all of the securities covered hereby then remaining unsold, shall also be deemed to be incorporated by reference into this Registration Statement and to be a part hereof commencing on the respective dates on which such documents are filed.

Any statement incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law permits a corporation to include in its charter documents, and in agreements between the corporation and its directors and officers, provisions expanding the scope of indemnification beyond that specifically provided by the current law. The registrant's certificate of incorporation includes provisions that eliminate the personal liability of its directors for monetary damages for breach of fiduciary duty as directors and provisions that permit the registrant to indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding by reason of the fact that such person is or was a director, officer, employee or agent at the request of the registrant or serves or served at any other enterprise as a director, officer, employee or agent at the request of the registrant. The registrant's bylaws provide for the indemnification to the fullest extent permitted by Delaware law of officers, directors and third parties involved in a proceeding by reason of the fact that such person is or was a director or officer of the registrant or is or was serving at the registrant's request as a director, officer or trustee of another corporation, partnership, joint venture, trust or other enterprise and the advancement to such officers, directors and third parties of expenses incurred in connection with defending such a proceeding.

The registrant has entered into indemnification agreements with its officers and directors. The indemnification agreements provide the registrant's officers and directors with further indemnification to the maximum extent permitted by the Delaware General Corporation Law and also provides for certain additional procedural protections. The registrant currently maintains a directors' and officers' liability insurance policy to insure such persons against certain liabilities.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Title</u>
4.1	Amended and Restated Certificate of Incorporation of the registrant (<i>incorporated herein by reference to Exhibit 3.1.1 of the registrant's Registration Statement on Form S-1 (No. 333-133526) filed April 25, 2006</i>)
4.2	Amended and Restated Bylaws of registrant (<i>incorporated herein by reference to Exhibit 3.1 of the registrant's Current Report on Form 8-K (No. 001-33071) filed November 17, 2008</i>)
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, P.C., as to legality of securities being registered
23.1	Consent of Independent Registered Public Accounting Firm
23.2	Consent of Wilson Sonsini Goodrich & Rosati, P.C. (<i>included in Exhibit 5.1 to this Registration Statement</i>)
24.1	Power of Attorney (<i>included on signature page</i>)
99.1	2006 Equity Incentive Plan (<i>incorporated herein by reference to Exhibit 10.5 to the registrant's Current Report on Form 8-K (No. 001-33071) filed June 21, 2010</i>)

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post effective amendment to this Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a

director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

* * * * *

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mountain View, State of California on May 8, 2012.

EHEALTH, INC.

By: /s/ Gary L. Lauer

Gary L. Lauer

Chairman of the Board and

Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints, jointly and severally, Gary L. Lauer and Stuart M. Huizinga, and each of them, as his or her attorneys-in-fact, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments), and any and all registration statements filed pursuant to Rule 462 under the Securities Act of 1933, as amended, in connection with or related to the offering contemplated by this Registration Statement and its amendments, if any, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorney to any and all amendments to said registration statement.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Gary L. Lauer Gary L. Lauer	Chief Executive Officer and Director (Principal Executive Officer)	May 3, 2012
/s/ Stuart M. Huizinga Stuart M. Huizinga	Chief Financial Officer (Principal Financial and Accounting Officer)	May 7, 2012
<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ William Shaughnessy William Shaughnessy	President, Chief Operating Officer and Director	May 2, 2012
/s/ Steven M. Cakebread Steven M. Cakebread	Director	May 8, 2012
/s/ Scott N. Flanders Scott N. Flanders	Director	May 8, 2012
/s/ Michael D. Goldberg Michael D. Goldberg	Director	May 8, 2012
/s/ Lawrence M. Higby Lawrence M. Higby	Director	May 8, 2012
/s/ Randall S. Livingston Randall S. Livingston	Director	May 8, 2012
/s/ Jack L. Oliver III Jack L. Oliver III	Director	May 8, 2012

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**OPINION OF WILSON SONSINI GOODRICH & ROSATI,
PROFESSIONAL CORPORATION**

May 8, 2012

eHealth, Inc.
440 East Middlefield Road
Mountain View, California 94043

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the “Registration Statement”) to be filed by you with the Securities and Exchange Commission on or about the date hereof, in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 2,594,971 shares of your common stock, par value \$0.001 per share (the “Shares”), reserved for issuance under the 2006 Equity Incentive Plan (the “Plan”). As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Shares to be issued under the Plan.

It is our opinion that the Shares, when issued and sold in the manner referred to in the Plan and pursuant to the agreements which accompany the Plan, will be legally and validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2006 Equity Incentive Plan of eHealth, Inc. of our reports dated March 14, 2012, with respect to the consolidated financial statements of eHealth, Inc. and the effectiveness of internal control over financial reporting of eHealth, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2011, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Jose, California

May 8, 2012