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 Address of Reporting Person [*] HealthCor Management, L.P.			Re (M	2. Date of Event Requiring Statement (Month/Day/Year) 11/09/2010			3. Issuer Name and Ticker or Trading Symbol <u>eHealth, Inc.</u> [EHTH]								
(Last) (First) (Middle) 152 WEST 57TH STREET, 43RD FLOOR			11/03/2010			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner				5. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) NEW YORK NY 10019							Officer (give title below)		Other (specify below)		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person				
(City) (S	tate)	(Zip)	,												
			Та	ble I - Non	-Dei	ivati	ve Securities Benefic	iall	ly Owned						
1. Title of Security (Instr. 4)						Amount of Securities eneficially Owned (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		4. Nature of Indirect Beneficial Ownership (Instr. 5)					
Common Stock, \$	0.001 par v	value per share					2,250,000 I See footno		ootnote (1)(2	tnote $(1)(2)^{(1)(2)}$					
		(Securities Beneficia hts, options, converti			s)					
1. Title of Derivative Security (Instr. 4)				2. Date Exercisable ar Expiration Date (Month/Day/Year)			3. Title and Amount of Se Underlying Derivative Se	ties 4. ty (Instr. 4) Conve or Exe		rcise Form:	Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)			
			Date Exercisable	Expi	ration	Title	Amount or Number of of Shares		tive	Direct (D) or Indirect (I) (Instr. 5)					
1. Name and Address <u>HealthCor Ma</u>							1			1		1	1		
(Last) 152 WEST 57TH	(First)	(Midd 43RD FLOOR	dle)												
(Street) NEW YORK	NY	1002	19												
(City)	(State)	(Zip)													
1. Name and Address HealthCor Hy	-	g Person [*] Shore GP, LLC													
(Last) 152 WEST 57TH	(First)	(Midd 43RD FLOOR	dle)												
(Street) NEW YORK	NY	100	19												
(City)	(State)	(Zip)													
1. Name and Address <u>HealthCor Hy</u>		g Person [*] Shore Master F	und	l <u>, L.P.</u>											
(Last) 152 WEST 57TH	(First) [STREET,	(Midd 43RD FLOOR	dle)												
(Street) NEW YORK	NY	100	19												
(City)	(State)	(Zip)													
1. Name and Address	s of Reporting	g Person [*]													

HealthCor Offshore Master Fund, L.P.								
(Last)	(First)	(Middle)	(Middle)					
152 WEST 57TH	I STREET, 43RD	FLOOR						
(Street)								
NEW YORK	NY	10019						
(City)	(State)	(Zip)						
	<u>fshore GP, LL</u>	<u>C</u>						
(Last)	(First)	(Middle)						
152 WEST 57TH STREET								
43RD FLOOR								
(Street)								
NEW YORK	NY	10019						
(City)	(State)	(Zip)						

Explanation of Responses:

1. HealthCor Management, L.P. is the investment manager of HealthCor, L.P., HealthCor Offshore Master Fund, L.P. and HealthCor Hybrid Offshore Master Fund, L.P., which are the direct beneficial owners of the securities reported herein. By virtue of their position as feeder funds, HealthCor Offshore, Ltd. and HealthCor Hybrid Offshore, Ltd. may be deemed beneficial owners of the shares of securities owned by HealthCor Offshore Master Fund, L.P., and HealthCor Hybrid Offshore Master Fund, L.P., respectively. The general partner of HealthCor, L.P. is HealthCor Capital, L.P. and the general partner of HealthCor Capital, L.P. is HealthCor Group, LLC. The general partner of HealthCor Offshore Master Fund, L.P. is HealthCor Offshore GP, LLC.

2. (Continued from footnote 1) The general partner of HealthCor Hybrid Offshore Master Fund, L.P. is HealthCor Hybrid Offshore GP, LLC. HealthCor Group, LLC is the general partner of HealthCor Offshore GP, LLC and HealthCor Hybrid Offshore GP, LLC. HealthCor Associates, LLC is the general partner of HealthCor Management, L.P. and Arthur Cohen and Joseph Healey are the managers of HealthCor Associates, LLC. Each of the Reporting Persons disclaim beneficial ownership of any and all such securities in excess of its or their own actual pecuniary interest.

Remarks:

HealthCor Management, L.P. is the designated filer on behalf of the reporting persons listed on Exhibit 99.1, attached hereto. Due to the number of reporting persons, this is one of two Form 3s filed relating to the same securities.

HEALTHCOR MANAGEMENT, L.P., for itself and as manager on behalf of (i) HEALTHCOR OFFSHORE, LTD., and (ii) HEALTHCOR HYBRID OFFSHORE, LTD., By: HealthCor Associates, LLC, its general partner, By: /s/ John H. Coghlin, General Counsel	<u>11/12/2010</u>
HEALTHCOR HYBRID OFFSHORE GP, LLC, for itself and as general partner on behalf of HEALTHCOR HYBRID OFFSHORE MASTER FUND, L.P., By: HealthCor Group, LLC, its general partner, By: /s/ John H. Coghlin, General Counsel	<u>11/12/2010</u>
HEALTHCOR OFFSHORE GP, LLC, for itself and as general partner on behalf of HEALTHCOR OFFSHORE MASTER FUND, L.P, By: HealthCor Group, LLC, its general partner, By: /s/ John H. Coghlin, General Counsel	<u>11/12/2010</u>
** Signature of Reporting Person	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.

Exhibit 99.1

- 1. HealthCor Associates, LLC, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor New York, New York 10019;
- 2. HealthCor Offshore, Ltd., Carnegie Hall Tower, 152 West 57th Street, 43rd Floor New York, New York 10019;
- 3. HealthCor Hybrid Offshore, Ltd., Carnegie Hall Tower, 152 West 57th Street, 43rd Floor New York, New York 10019;
- 4. HealthCor Group, LLC, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor New York, New York 10019;
- 5. HealthCor Capital, L.P., Carnegie Hall Tower, 152 West 57th Street, 43rd Floor New York, New York 10019;
- 6. HealthCor, L.P. Carnegie Hall Tower, 152 West 57th Street, 43rd Floor New York, New York 10019;
- 7. HealthCor Offshore Master Fund, L.P., Carnegie Hall Tower, 152 West 57th Street, 43rd Floor New York, New York 10019;
- 8. HealthCor Hybrid Offshore Master Fund, L.P., Carnegie Hall Tower, 152 West 57th Street, 43rd Floor New York, New York 10019;
- 9. HealthCor Offshore GP, LLC, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor New York, New York 10019;
- 10. HealthCor Hybrid Offshore GP, LLC, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor New York, New York 10019;
- 11. Joseph Healey; Carnegie Hall Tower, 152 West 57th Street, 43rd Floor New York, New York 10019; and
- 12. Arthur Cohen, 12 South Main Street, #203, Norwalk, Connecticut 06854.