

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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| 1. Name and Address of Reporting Person* <u>Elynn James E</u> (Last) (First) (Middle) <u>780 THIRD AVENUE</u> <u>37TH FLOOR</u> (Street) <u>NEW YORK</u> <u>NY</u> <u>10017</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>eHealth, Inc.</u> [<u>EHTH</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>03/06/2015</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Possible Members of 10% Group</u> 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 |
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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 | (A) or (D) | Price | | | |
| Common Stock | 03/06/2015 | | P | | 1,387 ⁽¹⁾ | A | \$9.52 | 600,544 ⁽²⁾ | I | Through Deerfield Special Situations Fund, L.P. ⁽²⁾ |
| Common Stock | 03/06/2015 | | P | | 28,716 ⁽¹⁾ | A | \$9.52 | 1,342,573 ⁽²⁾ | I | Through Deerfield Special Situations Fund, L.P. ⁽²⁾ |
| Common Stock | | | | | | | | 859,141 ⁽²⁾ | I | Through Deerfield Partners, L.P. ⁽²⁾ |
| Common Stock | | | | | | | | 1,062,874 ⁽²⁾ | I | Through Deerfield International Master Fund, L.P. ⁽²⁾ |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

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| 1. Name and Address of Reporting Person* <u>Elynn James E</u> (Last) (First) (Middle) <u>780 THIRD AVENUE</u> <u>37TH FLOOR</u> (Street) <u>NEW YORK</u> <u>NY</u> <u>10017</u> (City) (State) (Zip) |
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| 1. Name and Address of Reporting Person* | | |
| <u>Deerfield Mgmt L.P.</u> | | |
| <hr/> | | |
| (Last) | (First) | (Middle) |
| <u>780 THIRD AVENUE</u> | | |
| <u>37TH FLOOR</u> | | |
| <hr/> | | |
| (Street) | | |
| <u>NEW YORK</u> | <u>NY</u> | <u>10017</u> |
| <hr/> | | |
| (City) | (State) | (Zip) |

Explanation of Responses:

1. This Form 4 is being filed by the undersigned and Deerfield Mgmt, L.P. (the "Reporting Persons"). James E. Flynn is the sole member of the general partner of Deerfield Mgmt, L.P.
2. In accordance with Instruction 4 (b)(iv) to Form 4, amount in column 5 represents the aggregate amount held through Deerfield Special Situations Fund, L.P., Deerfield Partners, L.P. and Deerfield International Master Fund, L.P., of which Deerfield Mgmt, L.P. is the general partner. For purposes of Section 16 of the Securities Exchange Act of 1934, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

Remarks:

Jonathan Isler, Attorney-in-Fact: Power of Attorney, which is hereby incorporated by reference to Exhibit 24 to a Form 3 with regard to Avalanche Biotechnologies, Inc. filed with the Securities and Exchange Commission on July 30, 2014 by Deerfield Mgmt III, L.P., Deerfield Mgmt, L.P., Deerfield Management Company, L.P., Deerfield Special Situations Fund, L.P., Deerfield Special Situations International Master Fund, L.P., Deerfield Private Design Fund III, L.P. and James E. Flynn

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|----------------------------------|-------------------|
| <u>/s/ Jonathan Isler</u> | <u>03/09/2015</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 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).
- 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.

Joint Filer Information

Names: Deerfield Mgmt, L.P.

Address: 780 Third Avenue, 37th Floor
New York, NY 10017

Designated Filer: James E. Flynn

Issuer and Ticker Symbol: eHealth, Inc. [EHTH]

Date of Earliest Transaction Requiring Statement: March 6, 2015

The undersigned, Deerfield Mgmt, L.P. is jointly filing the attached Statement of Changes in Beneficial Ownership on Form 4 with James E. Flynn with respect to the beneficial ownership of securities of eHealth, Inc.

Signatures:

DEERFIELD MGMT, L.P.

By: J.E. Flynn Capital, LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact