

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB Number: 3235-0287
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1. Name and Address of Reporting Person * <u>Francis David K.</u> (Last) (First) (Middle) <u>C/O EHEALTH, INC.</u> <u>2625 AUGUSTINE DRIVE, SECOND FLOOR</u> (Street) <u>SANTA CLARA CA</u> <u>95054</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>eHealth, Inc. [EHTH]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>09/12/2019</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	09/12/2019		M ⁽¹⁾		9,000	A	\$0	234,603 ⁽²⁾	D	
Common Stock	09/12/2019		M ⁽³⁾		9,000	A	\$0	243,603 ⁽²⁾	D	
Common Stock	09/12/2019		M ⁽⁴⁾		9,000	A	\$0	252,603 ⁽²⁾	D	

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				
Performance Stock Unit	\$0.0	09/12/2019		M ⁽¹⁾			9,000	(5)	04/16/2023	Common Stock	9,000	\$0	18,000	D	
Performance Stock Unit	\$0.0	09/12/2019		M ⁽³⁾			9,000	(5)	04/16/2023	Common Stock	9,000	\$0	9,000	D	
Performance Stock Unit	\$0.0	09/12/2019		M ⁽⁴⁾			9,000	(5)	04/16/2023	Common Stock	9,000	\$0	0	D	

Explanation of Responses:

1. This represents the achievement of a stock price threshold under a performance restricted stock unit granted on April 16, 2019. Each unit represents a contingent right to receive one share of the company's common stock upon vesting. The shares are scheduled to vest on June 28, 2020, subject to the individual continuing to provide services to the company through the vesting date.
2. Total amount of shares beneficially owned includes shares deferred upon vesting of certain restricted stock units. The deferred shares will be settled in accordance with the terms of the deferral election.
3. This represents the achievement of a stock price threshold under a performance restricted stock unit granted on April 16, 2019. Each unit represents a contingent right to receive one share of the company's common stock upon vesting. The shares are scheduled to vest on July 10, 2020, subject to the individual continuing to provide services to the company through the vesting date.
4. This represents the achievement of a stock price threshold under a performance restricted stock unit granted on April 16, 2019. Each unit represents a contingent right to receive one share of the company's common stock upon vesting. The shares are scheduled to vest on July 29, 2020, subject to the individual continuing to provide services to the company through the vesting date.
5. The performance-based restricted stock units will be eligible to vest during a four-year performance period following the award's grant date based on the company's stock price trading at certain pre-determined price thresholds. Once a price threshold is achieved, the portion of the award related to that threshold will vest one year later, subject to the individual continuing to provide services to the company through the applicable vesting date. Any shares underlying the performance-based restricted stock units that vest will be settled pursuant to the terms of a deferral election.

Remarks:

/s/ Scott Giesler, as attorney-in-
fact for David K. Francis 09/16/2019

** 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.