

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

**FORM 8-K**  
**CURRENT REPORT**

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (date of earliest event reported): May 6, 2021

**EHEALTH, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**001-33071**  
(Commission File Number)

**56-2357876**  
(I.R.S. Employer Identification No.)

**2625 AUGUSTINE DRIVE, SECOND FLOOR**  
**SANTA CLARA, CA 95054**

(Address of principal executive offices) (Zip Code)

**(650) 584-2700**  
(Registrant's telephone number, including area code)

Not applicable  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class                       | Trading Symbol(s) | Name of each exchange on which registered |
|---|-------------------|---|
| Common Stock, par value \$0.001 per share | EHTH              | The Nasdaq Stock Market LLC               |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02      Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 6, 2021, the board of directors (the “Board”) of eHealth, Inc. (the “Company”) appointed Cesar M. Soriano as a Class III director. Mr. Soriano’s addition to the Board was pursuant to the terms of the Cooperation Agreement, dated March 10, 2021, by and between the Company and Hudson Executive Capital LP, on behalf of itself, its affiliates and its affiliated funds.

Mr. Soriano has served as chief executive officer of Confie Corporation (“Confie”), a leading national personal lines insurance distributor, since August 2017. Mr. Soriano joined Confie in September 2016 as its chief strategy officer and subsequently served as its chief operating officer from November 2016 to July 2017 where he defined and led Confie’s stabilization, integration, innovation and growth plan. Mr. Soriano also served as president and chief executive officer of Interstate National Corporation, a provider of finance and insurance products and services, from 2011 to 2016. Mr. Soriano’s background also includes roles as chief executive officer and president of RSM McGladrey Financial Process Outsourcing Solutions, leader of business transformation at TravelClick, Inc., senior vice president, global operations at Bowne Corporation, vice president, reengineering and strategy at Dun and Bradstreet, and leadership roles at Xerox Corporation. Mr. Soriano started his career having served worldwide, including Southwest Asia, as a military intelligence officer in the United States Army. Mr. Soriano holds a B.S. in electrical engineering and a M.S. in management information systems from the Florida Institute of Technology.

Mr. Soriano has been named to the compensation committee of the Board. Other than as described in this Current Report on Form 8-K, no arrangement or understanding exists between Mr. Soriano and any other person pursuant to which he was selected as a director. Furthermore, there are no transactions or currently proposed transactions between Mr. Soriano or any member of his immediate family, on the one hand, and the Company or any of its subsidiaries, on the other hand, that require disclosure under Item 404(a) of Regulation S-K.

On May 6, 2021, in connection with Mr. Soriano’s appointment to the Board as a non-employee director and pursuant to the Company’s 2014 Equity Incentive Plan, Mr. Soriano received an automatic grant of restricted stock units covering 2,876 shares of the Company’s common stock. The restricted stock units vest annually over four years from the date of grant.

**Important Additional Information**

The Company, its directors and certain of its executive officers are deemed to be participants in the solicitation of proxies from the Company’s shareholders in connection with the Company’s 2021 annual meeting of shareholders (the “2021 Annual Meeting”). The Company intends to file a definitive proxy statement and a GREEN proxy card with the Securities and Exchange Commission (the “SEC”) in connection with any such solicitation of proxies from the Company’s shareholders. **SHAREHOLDERS OF THE COMPANY ARE STRONGLY ENCOURAGED TO READ SUCH PROXY STATEMENT, ACCOMPANYING GREEN PROXY CARD AND ALL OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION.** The Company’s definitive proxy statement for the 2020 annual meeting of shareholders contains information regarding the direct and indirect interests, by security holdings or otherwise, of the Company’s directors and executive officers in the Company’s securities. Information regarding subsequent changes to their holdings of the Company’s securities can be found in the SEC filings on Forms 3, 4, and 5, which are available on the Company’s website at <https://ir.ehealthinsurance.com> or on the SEC’s website at [www.sec.gov](http://www.sec.gov). Information can also be found in the Company’s Annual Report on Form 10-K for the year ended December 31, 2020, as amended by Amendment No. 1 on Form 10-K/A, on file with the SEC. Updated information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, will be set forth in the definitive proxy statement and other materials to be filed with the SEC in connection with the 2021 Annual Meeting. Shareholders will be able to obtain the definitive proxy statement and any amendments or supplements to the proxy statement, when they become available, and other documents filed by the Company with the SEC at no charge on the SEC’s website at [www.sec.gov](http://www.sec.gov). Copies will also be available at no charge at the Company’s website at <https://ir.ehealthinsurance.com>.

**Item 7.01      Regulation FD Disclosure.**

On May 6, 2021, the Company issued a press release announcing the appointment of Mr. Soriano to the Board. A copy of the press release is furnished with this report as Exhibit 99.1 and incorporated in this Item 7.01 by reference.

The information in this Item 7.01, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that

section. The information in this Item 7.01 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, except as otherwise expressly stated in such filing.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

| <b><u>t No.</u></b> | <b><u>Description</u></b>   |
|---------------------|---|
|                     | Press release issued May 6, 2021 by eHealth, Inc.                           |
|                     | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 6, 2021

**eHealth, Inc.**

/s/ Derek N. Yung

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Derek N. Yung  
*Chief Financial Officer*  
*(Principal Financial Officer)*

## **eHealth Appoints Cesar Soriano as New Independent Board Director**

**SANTA CLARA, Calif.**, May 6, 2021 — eHealth, Inc. (NASDAQ: EHTH) today announced the appointment of Cesar Soriano, Chief Executive Officer of Confie Corporation, to its board of directors, effective immediately. Mr. Soriano brings more than 20 years of leadership in the financial, insurance, and business services industries, as well as significant operations, sales effectiveness, and technology experience.

“We are pleased to welcome Cesar Soriano to the eHealth board,” said Scott Flanders, Chief Executive Officer of eHealth. “We are eager to benefit from his insights and fresh perspectives, particularly given his leadership for companies that rely on online, telephonic, and in-person sales operations, and his track record of driving value. I look forward to working closely with him to build on the momentum from our strong start to 2021.”

The addition of Mr. Soriano to the board of directors satisfies the condition of the March 2021 agreement between eHealth and Hudson Executive Capital to cooperate in good faith to agree on a second director to add to eHealth’s board of directors. Mr. Soriano’s appointment follows the previously announced appointment of former Rosetta Stone CEO, John Hass.

Mr. Soriano commented, “eHealth’s leadership position in the market and strong focus on driving growth through technology makes it an exciting time to join the company. I look forward to collaborating with Scott and my colleagues on the board to expand eHealth’s unique, customer-focused platform and create value for shareholders.”

### **About Cesar Soriano**

Cesar Soriano currently serves as the Chief Executive Officer of Confie Corporation, a leading personal lines insurance distributor in the United States. He joined Confie in 2016 as its Chief Strategy Officer and subsequently served as its Chief Operating Officer where he defined and led Confie’s stabilization, integration, innovation, and growth plan. Prior to Confie, he was the President and Chief Operating Officer of Interstate National, a provider of finance and insurance products and services. His prior roles also include serving as CEO and President of RSM McGladrey Financial Process Outsourcing, Leader of Business Transformation at TravelClick, Senior Vice President, Global Operations at Bowne Corporation, Vice President, Reengineering and Strategy at Dun and Bradstreet, and leadership roles at Xerox Corporation. Mr. Soriano started his career as a Military Intelligence Officer in the United States Army. He holds a Bachelor of Science in Electrical Engineering (Distinguished Military Graduate) and Master of Science in Management Information Systems from the Florida Institute of Technology.

### **About eHealth**

eHealth, Inc. (NASDAQ: EHTH) operates a leading health insurance marketplace at eHealth.com and eHealthMedicare.com with technology that provides consumers with health insurance enrollment solutions. Since 1997, we have connected more than 8 million members with quality, affordable health insurance, Medicare options, and ancillary plans. Our proprietary marketplace offers Medicare Advantage, Medicare Supplement, Medicare Part D prescription drug, individual, family, small business and other plans from over 180 health insurance carriers across fifty states and the District of Columbia.

### **Forward-Looking Statements**

This press release contains statements that are forward-looking statements as defined within the Private Securities Litigation Reform Act of 1995. These include statements regarding the benefits of adding new a new director, the growth of our business, and the creation of value for shareholders.

These forward-looking statements are inherently subject to various risks and uncertainties that could cause actual results to differ materially from the statements made. The risks and uncertainties that could cause our results to differ materially from those expressed or implied by such forward-looking statements include those described in eHealth’s most recent Annual Report on Form 10-K filed with the Securities and Exchange Commission (the “SEC”) and available on the investor relations page of eHealth’s website

at <http://www.ehealthinsurance.com> and on the Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov).

All forward-looking statements in this press release are based on information available to eHealth as of the date hereof, and eHealth does not assume any obligation to update the forward-looking statements provided to reflect events that occur or circumstances that exist after the date on which they were made, except as required by law.

### **Important Additional Information**

eHealth, Inc., its directors and certain of its executive officers are deemed to be participants in the solicitation of proxies from eHealth's shareholders in connection with eHealth's 2021 annual meeting of shareholders (the "2021 Annual Meeting"). eHealth intends to file a definitive proxy statement and a GREEN proxy card with the SEC in connection with any such solicitation of proxies from eHealth's shareholders. **SHAREHOLDERS OF EHEALTH ARE STRONGLY ENCOURAGED TO READ SUCH PROXY STATEMENT, ACCOMPANYING GREEN PROXY CARD AND ALL OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION.** eHealth's definitive proxy statement for the 2020 annual meeting of shareholders contains information regarding the direct and indirect interests, by security holdings or otherwise, of eHealth's directors and executive officers in eHealth's securities. Information regarding subsequent changes to their holdings of eHealth's securities can be found in the SEC filings on Forms 3, 4, and 5, which are available on eHealth's website at <https://ir.ehealthinsurance.com> or on the SEC's website at [www.sec.gov](http://www.sec.gov). Information can also be found in eHealth's Annual Report on Form 10-K for the year ended December 31, 2020, as amended by Amendment No. 1 on Form 10-K/A, on file with the SEC. Updated information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, will be set forth in the definitive proxy statement and other materials to be filed with the SEC in connection with the 2021 Annual Meeting. Shareholders will be able to obtain the definitive proxy statement and any amendments or supplements to the proxy statement, when they become available, and other documents filed by eHealth with the SEC at no charge on the SEC's website at [www.sec.gov](http://www.sec.gov). Copies will also be available at no charge at eHealth's website at <https://ir.ehealthinsurance.com>.

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