FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person*  SCHAEPE CHRISTOPHER J  (1.00) (First) (Afiddle)					2. Issuer Name and Ticker or Trading Symbol <u>eHealth, Inc.</u> [ EHTH ]							(Checl	S. Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director X 10% Owner      Officer (give title Other (specify below)						
(Last) (First) (Middle) C/O LIGHTSPEED VENTURE PARTNERS 2200 SAND HILL ROAD						3. Date of Earliest Transaction (Month/Day/Year) 10/18/2006								neiow)			below)		
(Street) MENLO PARK CA 94025					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable Line)     Form filed by One Reporting Person     X Form filed by More than One Reporting Person					
(City)	(Si	tate)	(Zip)																
		Ta	able I - No	n-Der	vative	e Se	ecu	rities Ac	quired	, Di	sposed	of, or	Bene	ficially (	Owned				
1. Title of S	Security (Insti	r. 3)		2. Trans Date (Month/		r) E	Execu f any	eemed ution Date, :h/Day/Year	3. Transa Code ( 8)						5. Amoun Securities Beneficial Owned Fo	i Iy	Form:		7. Nature of Indirect Beneficial Ownership (Instr. 4)
									Code	v	Amount		(A) or (D)	Price	Transaction (Instr. 3 a	on(s) nd 4)			
Common	Stock			10/18	3/2006	Ţ			С		232,2	98(1)	Α	\$0(10)	242,	104		D <sup>(1)</sup>	
Common	Stock			10/18	3/2006				С		60,817	7(1)(13)	A	\$0(11)	302,	921	]	D <sup>(1)</sup>	
Common Stock			10/18	10/18/2006				С		56,08	36 <sup>(1)</sup>	Α	\$0(12)	359,	007		D <sup>(1)</sup>		
Common	Stock			10/18	10/18/2006				С		265,6	69(2)	A	<b>\$0</b> <sup>(10)</sup>	276,	884	]	D <sup>(2)</sup>	
Common	Stock			10/18	3/2006	$\perp$			С		69,554	(2)(13)	A	<b>\$0</b> <sup>(11)</sup>	346,	438	1	D <sup>(2)</sup>	
Common	Stock			10/18/2006					С		64,13	30 <sup>(2)</sup>	A	<b>\$0</b> <sup>(12)</sup>	410,	568	1	D <sup>(2)</sup>	
Common	Stock			10/18	0/18/2006				С		33,47	<sup>7</sup> 9 <sup>(3)</sup>	A	\$0(10)	34,8	392	1	D <sup>(3)</sup>	
Common Stock			10/18	3/2006				С		8,765		A	\$0(11)	43,0		_	D <sup>(3)</sup>		
Common Stock			10/18	3/2006				С		8,09		A	<b>\$0</b> <sup>(12)</sup>	51,7	753	]	D <sup>(3)</sup>		
Common Stock				3/2006	-			С		10,29		A	<b>\$0</b> <sup>(10)</sup>	10,7	727	]	D <sup>(4)</sup>		
Common Stock			10/18	8/2006				С		2,695	(4)(13)	A	<b>\$0</b> <sup>(11)</sup>	13,4	122	]	D <sup>(4)</sup>		
Common				10/18	3/2006				С		2,48	5(4)	A	<b>\$0</b> <sup>(12)</sup>	15,9	907	]	D <sup>(4)</sup>	
Common	Stock			10/18	3/2006	1			С		433,3		A	\$0(10)	451,	687	]	D <sup>(5)</sup>	
Common Stock				18/2006				С		113,46		A	<b>\$0</b> <sup>(11)</sup>	565,	153	]	D <sup>(5)</sup>		
			Table II	Deriv (e.g.,	ative : puts.	Sec cal	urii Is, v	ties Acq warrants	juired, s, optic	Dis <sub>l</sub>	posed o	f, or E tible s	Benefic ecurit	cially Ov ies)	wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution D if any (Month/Day/	I 4 Date, T	ransacti	on	5. N Deri Sec Acq or D of (I	umber of vative urities uired (A) visposed D) (Instr. and 5)		xercis n Dat	sable and e	7. Title Securi Deriva	e and Am ities Und itive Sec 3 and 4)	nount of lerlying urity	8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securitie Beneficie Owned Followin Reported Transact	re es ally eg d	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)
				c	ode V		(A)	(D)	Date Exercisal		Expiration Date	Title	Nur	ount or nber of ares		(Instr. 4)			
Series A Convertible Preferred Stock	(10)	10/18/2006			С			232,298	(10)		(10)	Comm Stocl		32,298	\$0	0		D <sup>(1)</sup>	
Series A Convertible Preferred Stock	(10)	10/18/2006			С			265,669	(10)		(10)	Comm Stock		65,669	\$0	0		D <sup>(2)</sup>	
Series A Convertible Preferred Stock	(10)	10/18/2006			С			33,479	(10)		(10)	Comm Stock		33,479	\$0	0		D <sup>(3)</sup>	
Series A Convertible Preferred Stock	(10)	10/18/2006			С			10,293	(10)		(10)	Comm Stock		10,293	\$0	0		D <sup>(4)</sup>	
Series A Convertible Preferred Stock	(10)	10/18/2006			С			433,391	(10)		(10)	Comm Stock		33,391	\$0	0		D <sup>(5)</sup>	

	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)	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)	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		(Instr. 4)		
Series A Convertible Preferred Stock	(10)	10/18/2006		С			3,629	(10)	(10)	Common Stock	3,629	\$0	0	D <sup>(6)</sup>	
Series A Convertible Preferred Stock	(10)	10/18/2006		С			88,953	(10)	(10)	Common Stock	88,953	\$0	0	D <sup>(7)</sup>	
Series A Convertible Preferred Stock	(10)	10/18/2006		С			9,751	(10)	(10)	Common Stock	9,751	\$0	0	D <sup>(8)</sup>	
Series A Convertible Preferred Stock	(10)	10/18/2006		С			6,013	(10)	(10)	Common Stock	6,013	\$0	0	D <sup>(9)</sup>	
Series B Convertible Preferred Stock	(11)	10/18/2006		С			46,266	(11)	(11)	Common Stock	60,817 <sup>(13)</sup>	\$0	0	D <sup>(1)</sup>	
Series B Convertible Preferred Stock	(11)	10/18/2006		С			52,913	(11)	(11)	Common Stock	69,554 <sup>(13)</sup>	\$0	0	D <sup>(2)</sup>	
Series B Convertible Preferred Stock	(11)	10/18/2006		С			6,668	(11)	(11)	Common Stock	8,765(13)	\$0	0	D <sup>(3)</sup>	
Series B Convertible Preferred Stock	(11)	10/18/2006		С			2,050	(11)	(11)	Common Stock	2,695(13)	\$0	0	D <sup>(4)</sup>	
Series B Convertible Preferred Stock	(11)	10/18/2006		С			86,319	(11)	(11)	Common Stock	113,466(13)	\$0	0	D <sup>(5)</sup>	

Preferred Stock	(11)	10/16/2006		, C	
Series B Convertible Preferred Stock	(11)	10/18/2006		С	
Series B Convertible Preferred Stock	(11)	10/18/2006		С	
1		Reporting Person*  ISTOPHER J			
l .	HTSPEED V	(First) VENTURE PAR OAD	(Middle) TNERS		
(Street) MENLO	PARK	CA	94025		
(City)		(State)	(Zip)		
1	Peck & G	Reporting Person <sup>*</sup> reer Venture	Associates V		
(Last) 2200 SAI	ND HILL R	(First) OAD	(Middle)		
(Street) MENLO	PARK	CA	94025		
(City)		(State)	(Zip)		
1		Reporting Person*  n Sciences Er	ntrepreneur F	und I	<u>[</u> ,

2200 SAND HILL ROAD

CA

(Street)

MENLO PARK

(Middle)

94025

(City)	(State)	(Zip)
1. Name and Address WPG Informat A, L.L.C		epreneur Fund II-
(Last) 2200 SAND HILL	(First)	(Middle)
(Street) MENLO PARK	CA	94025
(City)	(State)	(Zip)
1. Name and Address WPG VC Fund	of Reporting Person*  1 Adviser, L.L.C.	
(Last) 2200 SAND HILL	(First)	(Middle)
(Street) MENLO PARK	CA	94025
(City)	(State)	(Zip)
1. Name and Address WPG VC FUN	of Reporting Person*    D ADVISER II,	L.L.C.
(Last) 2200 SAND HILL	(First)	(Middle)
(Street) MENLO PARK	CA	94025

## **Explanation of Responses:**

- 1. Shares are held by WPG Enterprise Fund III, LLC ("WPGEF III"). Mr. Schaepe is a managing member of WPG VC Fund Adviser, LLC, which is the fund investment advisory member of WPGEF III. Mr. Schaepe disclaims beneficial ownership of any of the shares held by WPGEF III, except to the extent of his pecuniary interest therein.
- 2. Shares are held by Weiss, Peck & Greer Venture Associates IV, LLC ("WPGVA IV"). Mr. Schaepe is a managing member of WPG VC Fund Adviser, LLC, which is the fund investment advisory member of WPGVA IV. Mr. Schaepe disclaims beneficial ownership of any of the shares held by WPGVA IV, except to the extent of his pecuniary interest therein. 3. Shares are held by Weiss, Peck & Greer Venture Associates IV Cayman, LP ("WPGVA IV Cayman"). Mr. Schaepe is a managing member of WPG VC Fund Adviser, LLC, which is the fund investment advisory
- partner of WPGVA IV Cayman. Mr. Schaepe disclaims beneficial ownership of any of the shares held by WPGVA IV Cayman, except to the extent of his pecuniary interest therein. 4. Shares are held by WPG Information Sciences Entrepreneur Fund, LP ("WPGISEF"). Mr. Schaepe is a managing member of WPG VC Fund Adviser, LLC, which is the general partner of WPGISEF. Mr. Schaepe
- disclaims beneficial ownership of any of the shares held by WPGISEF, except to the extent of his pecuniary interest therein. 5. Shares are held by Weiss, Peck & Greer Venture Associates V, LLC ("WPGVA V"). Mr. Schaepe is a managing member of WPG VC Fund Adviser II, LLC, which is the fund investment advisory member of
- WPGVA V. Mr. Schaepe disclaims beneficial ownership of any of the shares held by WPGVA V, except to the extent of his pecuniary interest therein.
- 6. Shares are held by Weiss, Peck & Greer Venture Associates V-A, LLC ("WPGVA V-A"). Mr. Schaepe is a managing member of WPG VC Fund Adviser II, LLC, which is the fund investment advisory member of WPGVA V-A. Mr. Schaepe disclaims beneficial ownership of any of the shares held by WPGVA V-A, except to the extent of his pecuniary interest therein. 7. Shares are held by Weiss, Peck & Greer Venture Associates V Cayman, LP ("WPGVA V Cayman"). Mr. Schaepe is a managing member of WPG VC Fund Adviser II, LLC, which is the fund investment advisory
- partner of WPGVA V Cayman, Mr. Schaepe disclaims beneficial ownership of any of the shares held by WPGVA V Cayman, except to the extent of his pecuniary interest therein. 8. Shares are held by WPG Information Sciences Entrepreneur Fund II, LLC ("WPGISEF II"), Mr. Schaepe is a managing member of WPG VC Fund Adviser II, LLC, which is the fund investment advisory member of
- WPGISEF II. Mr. Schaepe disclaims beneficial ownership of any of the shares held by WPGISEF II, except to the extent of his pecuniary interest therein. 9. Shares are held by WPG Information Sciences Entrepreneur Fund II-A, LLC ("WPGISEF II-A"). Mr. Schaepe is a managing member of WPG VC Fund Adviser II, LLC, which is the fund investment advisory member of WPGISEF II-A. Mr. Schaepe disclaims beneficial ownership of any of the shares held by WPGISEF II-A, except to the extent of his pecuniary interest therein.
- 10. The Series A Convertible Preferred Stock converted into Issuer's common stock on a 1-for-1 basis and had no expiration date.
- 11. The Series B Convertible Preferred Stock converted into Issuer's common stock on a 1-for-1.3145 basis and had no expiration date.
- 12. The Series C Convertible Preferred Stock converted into Issuer's common stock on a 1-for-1 basis and had no expiration date.
- 13. Reflects the 1-for-1.3145 conversion ratio which became effective upon the closing of the Issuer's initial public offering.

This is the third of four Forms 4 filed by the Reporting Person on this date to report transactions occurring on October 18, 2006 because there are more than 10 joint filers and multiple transactions. See Exhibit 99 Joint Filer Information

> /s/ Christopher J. Schaepe 10/18/2006 /s/ Christopher J. Schaepe, Managing Member, WPG VC Fund Adviser, LLC, for WPGEF 10/18/2006 <u>III, WPGVA IV, WPGVA IV</u> Cayman, WPGISEF /s/ Christopher J. Schaepe, Managing Member, WPG VC Fund Adviser II, LLC, for 10/18/2006 WPGVA V, WPGVA V-A,

WPGVA V Cayman, WPGISEF

II, WPGISEF II-A

\*\* 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.

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Name: WPG Enterprise Fund III, LLC
Address: c/o Lightspeed Venture Partners, 2200 Sand Hill Road,
Menlo Park, CA 94025
Designated Filer: Schaepe, Christopher J.
Issuer and Ticker Symbol: eHealth, Inc. (EHTH)
Date of Event Requiring Statement: October 18, 2006
Name: Weiss, Peck & Greer Venture Associates IV, LLC
Address: c/o Lightspeed Venture Partners, 2200 Sand Hill Road,
Menlo Park, CA 94025
Designated Filer: Schaepe, Christopher J.
Issuer and Ticker Symbol: eHealth, Inc. (EHTH)
Date of Event Requiring Statement: October 18, 2006
Name: Weiss, Peck & Greer Venture Associates IV Cayman, LP,
Address: c/o Lightspeed Venture Partners, 2200 Sand Hill Road,
Menlo Park, CA 94025
Designated Filer: Schaepe, Christopher J.
Issuer and Ticker Symbol: eHealth, Inc. (EHTH)
Date of Event Requiring Statement: October 18, 2006
Name: WPG Information Sciences Entrepreneur Fund, LP
Address: c/o Lightspeed Venture Partners, 2200 Sand Hill Road,
Menlo Park, CA 94025
Designated Filer: Schaepe, Christopher J.
Issuer and Ticker Symbol: eHealth, Inc. (EHTH)
Date of Event Requiring Statement: October 18, 2006
Name: Weiss, Peck & Greer Venture Associates V, LLC
Address: c/o Lightspeed Venture Partners, 2200 Sand Hill Road,
Menlo Park, CA 94025
Designated Filer: Schaepe, Christopher J.
Issuer and Ticker Symbol: eHealth, Inc. (EHTH)
Date of Event Requiring Statement: October 18, 2006
Name: Weiss, Peck & Greer Venture Associates V-A, LLC
Address: c/o Lightspeed Venture Partners, 2200 Sand Hill Road,
Menlo Park, CA 94025
Designated Filer: Schaepe, Christopher J.
Issuer and Ticker Symbol: eHealth, Inc. (EHTH)
Date of Event Requiring Statement: October 18, 2006
Name: Weiss, Peck & Greer Venture Associates V Cayman, LP
Address: c/o Lightspeed Venture Partners, 2200 Sand Hill Road,
Menlo Park, CA 94025
Designated Filer: Schaepe, Christopher J.
Issuer and Ticker Symbol: eHealth, Inc. (EHTH)
Date of Event Requiring Statement: October 18, 2006
Name: WPG Information Sciences Entrepreneur Fund II, LLC
Address: c/o Lightspeed Venture Partners, 2200 Sand Hill Road,
Menlo Park, CA 94025
Designated Filer: Schaepe, Christopher J.
Issuer and Ticker Symbol: eHealth, Inc.(EHTH)
Date of Event Requiring Statement: October 18, 2006
Name: WPG Information Sciences Entrepreneur Fund II-A, LLC
Address:c/o Lightspeed Venture Partners, 2200 Sand Hill Road,
Menlo Park, CA 94025
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                                            (EHTH)
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Address: c/o Lightspeed Venture Partners, 2200 Sand Hill Road,
Menlo Park, CA 94025
Designated Filer: Schaepe, Christopher J.
Issuer and Ticker Symbol: eHealth, Inc. (EHTH)
Date of Event Requiring Statement: October 18, 2006
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