

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

EHEALTH, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

**2625 Augustine Drive, Suite 150
Santa Clara, California 95054**
(Address of principal executive offices, including zip code)

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

**eHealth, Inc.
Amended and Restated 2021 Inducement Plan**
(Full title of the Plan)

**Gavin Galimi
Senior Vice President, General Counsel and Secretary
eHealth, Inc.
2625 Augustine Drive, Suite 150
Santa Clara, California 95054
(650) 210-3150**

(Name, address, and telephone number, including area code, of agent for service)

Copies to:

**Patrick J. Schultheis
Jeana S. Kim
Wilson Sonsini Goodrich & Rosati
Professional Corporation
701 Fifth Avenue, Suite 5100
Seattle, Washington 98104
(206) 883-2500**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act

EXPLANATORY NOTE

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

This registration statement on Form S-8 (the "Registration Statement") registers an additional 1,500,000 shares of common stock, par value \$0.001 per share, of eHealth, Inc. (the "Registrant") to be issued pursuant to the Registrant's Amended and Restated 2021 Inducement Plan. Accordingly, the contents of (i) the previous Registration Statement on Form S-8 filed by the Registrant with the Securities and Exchange Commission (the "Commission") on October 8, 2021 (File No. 333-260144) and (ii) the previous Registration Statement on Form S-8 filed by the Registrant with the Commission on March 22, 2022 (File No. 333-263760) (together, the "Previous Forms S-8"), including periodic and other reports that the Registrant filed after the filing of the Previous Forms S-8 to maintain current information about the Registrant, are incorporated herein by reference into this Registration Statement pursuant to General Instruction E to Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission are hereby incorporated by reference in this Registration Statement:

- The Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2021, filed with the Commission on March 1, 2022 (the "Annual Report");
- All other reports filed with the Commission pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the end of the fiscal year covered by the Annual Report; and
- The description of the Registrant's common stock set forth in the Registration Statement on [Form 8-A](#) filed with the Commission on October 10, 2006, including any amendments or reports filed for the purpose of updating such description, including Exhibit 4.2 to the Annual Report.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date hereof and prior to the filing of a post-effective amendment which indicates that all of the securities offered hereby have been sold or which deregisters all of the securities covered hereby then remaining unsold, shall also be deemed to be incorporated by reference into this Registration Statement and to be a part hereof commencing on the respective dates on which such documents are filed.

Any statement incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The following exhibits are filed herewith:

Exhibit Number	Description of Exhibit	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.1	Amended and Restated Certificate of Incorporation of the Registrant	S-1	333-133526	3.1	April 25, 2006	
4.2	Certificate of Designations of Series A Preferred Stock, par value \$0.001, of the Registrant	8-K	001-33071	3.1	May 3, 2021	
4.3	Amended and Restated Bylaws of the Registrant	8-K	001-33071	3.1	December 17, 2021	
4.4	Form of the Registrant's Common Stock Certificate	S-1	333-133526	4.1	June 28, 2006	
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation					X
23.1	Consent of Independent Registered Public Accounting Firm					X
23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 5.1)					X
24.1	Powers of Attorney (included on the signature page)					X
99.1	Amended and Restated 2021 Inducement Plan	8-K	001-33071	10.1	October 5, 2022	
99.2	Form of Notice of Stock Option Grant and Stock Option Agreement under the Amended and Restated 2021 Inducement Plan	8-K	001-33071	10.2	September 23, 2021	
99.3	Form of Notice of Stock Option Grant and Stock Option Agreement (Performance-Based Vesting) under the Amended and Restated 2021 Inducement Plan	8-K	001-33071	10.3	September 23, 2021	
99.4	Form of Notice of Stock Unit Grant and Stock Unit Agreement under the Amended and Restated 2021 Inducement Plan	8-K	001-33071	10.4	September 23, 2021	
99.5	Form of Notice of Stock Unit Grant and Stock Unit Agreement (Performance-Based Vesting) under the Amended and Restated 2021 Inducement Plan	8-K	001-33071	10.5	September 23, 2021	
107	Filing Fee Table					X

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California on November 8, 2022.

EHEALTH, INC.

By: /s/ Christine Janofsky
Christine Janofsky
Senior Vice President, Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints, jointly and severally, Francis Soistman and Christine Janofsky, and each of them, as his or her attorneys-in-fact, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments), and any and all registration statements filed pursuant to Rule 462 under the Securities Act of 1933, as amended, in connection with or related to the offering contemplated by this Registration Statement and its amendments, if any, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorney to any and all amendments to said registration statement.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Francis S. Soistman</u> Francis S. Soistman	Chief Executive Officer and Director (Principal Executive Officer)	November 8, 2022
<u>/s/ Christine A. Janofsky</u> Christine A. Janofsky	Senior Vice President, Chief Financial Officer (Principal Financial and Accounting Officer)	November 8, 2022
<u>/s/ John Joseph Dolan</u> John Joseph Dolan	Chief Accounting Officer (Principal Accounting Officer)	November 8, 2022

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Andrea C. Brimmer</u> Andrea C. Brimmer	Director	November 8, 2022
<u>/s/ Beth A. Brooke</u> Beth A. Brooke	Director	November 8, 2022
<u>/s/ A. John Hass, III</u> A. John Hass, III	Director	November 8, 2022
<u>/s/ Randall S. Livingston</u> Randall S. Livingston	Director	November 8, 2022
<u>/s/ Erin L. Russell</u> Erin L. Russell	Director	November 8, 2022
<u>/s/ Cesar M. Soriano</u> Cesar M. Soriano	Director	November 8, 2022
<u>/s/ Aaron C. Tolson</u> Aaron C. Tolson	Director	November 8, 2022
<u>/s/ Dale B. Wolf</u> Dale B. Wolf	Director	November 8, 2022

Calculation of Filing Fee Table

Form S-8
(Form Type)

eHealth, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.001 per share, reserved for issuance under the Amended and Restated 2021 Inducement Plan	Other	1,500,000 ⁽²⁾	\$2.84 ⁽³⁾	\$4,260,000	\$110.20 per \$1,000,000	\$469.45
Total Offering Amounts					\$4,260,000		\$469.45
Total Fee Offsets							\$—
Net Fee Due							\$469.45

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the registrant’s common stock that become issuable under the registrant’s Amended and Restated 2021 Inducement Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the registrant’s receipt of consideration that results in an increase in the number of the registrant’s outstanding shares of common stock.
- (2) Represents an increase of 1,500,000 shares of the registrant’s common stock reserved for issuance pursuant to awards granted under the registrant’s Amended and Restated 2021 Inducement Plan.
- (3) Estimated in accordance with Rules 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$2.84 per share, which is the average of the high and low prices per share of the registrant’s common stock on the Nasdaq Global Select Market as of November 2, 2022.



Wilson Sonsini Goodrich & Rosati
Professional Corporation

701 Fifth Avenue
Suite 5100
Seattle, Washington 98104-7036

O: 206.883.2500
F: 206.883.2699

November 8, 2022

eHealth, Inc.
2625 Augustine Drive, Suite 150 Floor
Santa Clara, California 95054

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by eHealth, Inc., a Delaware corporation, with the Securities and Exchange Commission on or about the date hereof, in connection with the registration under the Securities Act of 1933, as amended, of 1,500,000 shares of common stock (the "Shares") reserved for issuance pursuant to the eHealth, Inc. Amended and Restated 2021 Inducement Plan (the "Plan"). As your legal counsel, we have examined the proceedings taken and proposed to be taken in connection with the issuance, sale and payment of consideration for the Shares to be issued under the Plan.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when issued and sold in the manner referred to in the Plan and pursuant to the agreements that accompany the Plan, will be legally and validly issued, fully paid, and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati P.C.

AUSTIN BEIJING BOSTON BOULDER BRUSSELS HONG KONG LONDON LOS ANGELES NEW YORK PALO ALTO
SALT LAKE CITY SAN DIEGO SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, DC WILMINGTON, DE

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the eHealth, Inc. Amended and Restated 2021 Inducement Plan of our reports dated March 1, 2022, with respect to the consolidated financial statements of eHealth, Inc. and the effectiveness of internal control over financial reporting of eHealth, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Mateo, California
November 8, 2022