

UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES

OMB APPROVAL	
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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* <u>H.I.G.-GPII, Inc.</u>	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/10/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>eHealth, Inc. [ EHTH ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(Last) (First) (Middle) <u>1450 BRICKELL AVENUE, 31ST FLOOR</u>			
(Street) <u>MIAMI FL 33131</u>			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Series A Preferred Stock</u>	<u>(1)(2)</u>	<u>(1)(2)</u>	<u>Common Stock</u>	<u>(1)(2)</u>	<u>(1)(2)</u>	<u>I</u>	<u>See Notes<sup>(3)(4)</sup></u>

1. Name and Address of Reporting Person* <u>H.I.G.-GPII, Inc.</u>
(Last) (First) (Middle) <u>1450 BRICKELL AVENUE, 31ST FLOOR</u>
(Street) <u>MIAMI FL 33131</u>
(City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Echelon Health SPV, LP</u>
(Last) (First) (Middle) <u>C/O H.I.G. CAPITAL, LLC</u> <u>1450 BRICKELL AVENUE, 31ST FLOOR</u>
(Street) <u>MIAMI FL 33131</u>
(City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Echelon Health SPV GP, LLC</u>

(Last)	(First)	(Middle)
C/O H.I.G. CAPITAL, LLC		
1450 BRICKELL AVENUE, 31ST FLOOR		
(Street)		
MIAMI	FL	33131
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[H.I.G. Echelon, LP](#)

(Last)

(First)

(Middle)

C/O H.I.G. CAPITAL, LLC

1450 BRICKELL AVENUE, 31ST FLOOR

(Street)

MIAMI

FL

33131

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[H.I.G. Middle Market LBO Fund III, L.P.](#)

(Last)

(First)

(Middle)

1450 BRICKELL AVENUE, 31ST FLOOR

(Street)

MIAMI

FL

33131

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[H.I.G. Middle Market Advisors III, LLC](#)

(Last)

(First)

(Middle)

C/O H.I.G. CAPITAL, LLC

1450 BRICKELL AVENUE, 31ST FLOOR

(Street)

MIAMI

FL

33131

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[MNAYMNEH SAMI](#)

(Last)

(First)

(Middle)

C/O H.I.G. CAPITAL, LLC

1450 BRICKELL AVENUE, 31ST FLOOR

(Street)

MIAMI

FL

33131

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[TAMER ANTHONY](#)

(Last)

(First)

(Middle)

C/O H.I.G. CAPITAL, LLC

1450 BRICKELL AVENUE, 31ST FLOOR

(Street)	MIAMI	FL	33131
(City)	(State)	(Zip)	

#### Explanation of Responses:

1. The Reporting Persons beneficially own 2,250,000 shares of the Issuer's Series A Preferred Stock (the "Series A Preferred Stock"). The Series A Preferred Stock provides for paid-in-kind ("PIK") dividends at an annual rate of 8%, which accrue daily and compound semi-annually. The Series A Preferred Stock became convertible into shares of the Issuer's common stock (the "Common Stock") on June 1, 2021. The number of shares of Common Stock issuable upon conversion of a share of Series A Preferred Stock equals (A) \$100 plus PIK dividends calculated up to the most recent semi-annual dividend payment date plus PIK dividends accrued since the most recent semi-annual dividend payment date divided by (B) the conversion price of \$79.5861, which is subject to adjustment upon the occurrence of certain specified events.

2. As of September 10, 2021, the Series A Preferred Stock beneficially owned by the Reporting Persons was convertible into 2,910,708.48 shares of Common Stock. As of March 25, 2022, the Series A Preferred Stock beneficially owned by the Reporting Persons was convertible into 3,035,822.97 shares of Common Stock.

3. The securities reported herein are held directly by Echelon Health SPV, LP ("Echelon LP"), Echelon Health SPV GP, LLC, a Delaware limited liability company ("Echelon GP"), is the general partner of Echelon LP. H.I.G. Echelon, LP, a Delaware limited partnership ("Holdco"), is the sole member of Echelon LP. H.I.G. Middle Market LBO Fund III, L.P., a Delaware limited partnership ("Middle Market LBO III"), is the controlling interest holder of Holdco and Echelon GP. H.I.G. Middle Market Advisors III, LLC, a Delaware limited liability company ("Middle Market Advisors III"), is the general partner of Middle Market LBO III and the manager of Echelon GP. H.I.G.-GPII, Inc., a Delaware corporation ("GPII") and together with Echelon LP, Echelon GP, Holdco, Middle Market LBO III and Middle Market Advisors III, the "HIG Funds"), is the general partner of Holdco and the manager of Middle Market Advisors III.

4. Sami W. Mnaymneh and Anthony A. Tamer are the sole shareholders of GPII. As a result of the foregoing relationships, each of the HIG Funds and Messrs. Mnaymneh and Tamer may be deemed to beneficially own the Series A Preferred Stock held by Echelon LP. Messrs. Mnaymneh and Tamer disclaim beneficial ownership of the shares held by the HIG Funds except to the extent of their pecuniary interest therein.

#### Remarks:

<a href="#"><u>ECHELON HEALTH SPV, LP, By: Echelon Health SPV GP, LLC, its general partner, /s/ Richard Siegel</u></a>	<a href="#"><u>03/25/2022</u></a>
<a href="#"><u>ECHELON HEALTH SPV GP, LLC, /s/ Richard Siegel</u></a>	<a href="#"><u>03/25/2022</u></a>
<a href="#"><u>ECHELON HEALTH, LP, By: H.I.G.-GPII, Inc., its general partner, /s/ Richard Siegel</u></a>	<a href="#"><u>03/25/2022</u></a>
<a href="#"><u>H.I.G. MIDDLE MARKET LBO FUND III, L.P., By: H.I.G. Middle Market Advisors III, LLC, its general partner, /s/ Richard Siegel</u></a>	<a href="#"><u>03/25/2022</u></a>
<a href="#"><u>H.I.G. MIDDLE MARKET ADVISORS III, LLC, /s/ Richard Siegel</u></a>	<a href="#"><u>03/25/2022</u></a>
<a href="#"><u>H.I.G.-GPII, INC., /s/ Richard Siegel</u></a>	<a href="#"><u>03/25/2022</u></a>
<a href="#"><u>SAMI W. MNAYMNEH, /s/ Sami W. Mnaymneh</u></a>	<a href="#"><u>03/25/2022</u></a>
<a href="#"><u>ANTHONY A. TAMER, /s/ Anthony A. Tamer</u></a>	<a href="#"><u>03/25/2022</u></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 5 (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.**