

Francis David K.
Form 4
September 18, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Francis David K.

(Last) (First) (Middle)

C/O EHEALTH, INC., 440 EAST
MIDDLEFIELD ROAD

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
eHealth, Inc. [EHTH]

3. Date of Earliest Transaction
(Month/Day/Year)
09/14/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	09/14/2018		M ⁽¹⁾		10,000	A	\$ 0	181,951 ⁽²⁾	D	
Common Stock	09/14/2018		M ⁽³⁾		13,750	A	\$ 0	195,701 ⁽²⁾	D	
Common Stock	09/14/2018		M ⁽⁴⁾		13,750	A	\$ 0	209,451 ⁽²⁾	D	
Common Stock	09/14/2018		M ⁽⁵⁾		13,750	A	\$ 0	223,201 ⁽²⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Stock Unit	\$ 0	09/14/2018		M ⁽¹⁾		10,000		⁽⁶⁾	03/31/2021	Common Stock	10,000
Performance Stock Unit	\$ 0	09/14/2018		M ⁽³⁾		13,750		⁽⁶⁾	03/30/2022	Common Stock	13,750
Performance Stock Unit	\$ 0	09/14/2018		M ⁽⁴⁾		13,750		⁽⁶⁾	03/30/2022	Common Stock	13,750
Performance Stock Unit	\$ 0	09/14/2018		M ⁽⁵⁾		13,750		⁽⁶⁾	03/30/2022	Common Stock	13,750

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Francis David K. C/O EHEALTH, INC. 440 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	Chief Operating Officer

Signatures

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

09/18/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) This represents the achievement of a stock price threshold under a performance restricted stock unit granted on 3/31/2017. 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

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August 24, 2019, 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.

This represents the achievement of a stock price threshold under a performance restricted stock unit granted on 3/30/2018. Each unit

- (3) represents a contingent right to receive one share of the company's common stock upon vesting. The shares are scheduled to vest on June 15, 2019, subject to the individual continuing to provide services to the company through the vesting date.

This represents the achievement of a stock price threshold under a performance restricted stock unit granted on 3/30/2018. Each unit

- (4) represents a contingent right to receive one share of the company's common stock upon vesting. The shares are scheduled to vest on July 12, 2019, subject to the individual continuing to provide services to the company through the vesting date.

This represents the achievement of a stock price threshold under a performance restricted stock unit granted on 3/30/2018. Each unit

- (5) represents a contingent right to receive one share of the company's common stock upon vesting. The shares are scheduled to vest on August 19, 2019, subject to the individual continuing to provide services to the company through the vesting date.

The performance-based restricted stock units are eligible to vest during a four-year performance period following the award's grant date

- (6) 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.

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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