

eHealth, Inc.
Form 4
October 19, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LACOB JOSEPH

(Last) (First) (Middle)
2750 SAND HILL ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/18/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
Common Stock	10/18/2006		C	V Amount 22,027	(A) or (D) Price \$ 0 (1)	22,957	D
Common Stock	10/18/2006		C	V Amount 4,758	(A) or (D) Price \$ 0 (2)	27,715	D
Common Stock	10/18/2006		C	V Amount 10,636	(A) or (D) Price \$ 0 (3)	38,351	D
Common Stock	10/18/2006		C	V Amount 1,157,733 (4)	(A) or (D) Price \$ 0 (1)	1,206,605	I (4) See footnote (4)
Common Stock	10/18/2006		C	V Amount 250,060 (5)	(A) or (D) Price \$ 0 (2)	1,456,665	I (5) See footnote

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Common Stock	10/18/2006	C	559,051 <u>(6)</u>	A	\$ 0 <u>(3)</u>	2,015,716	I <u>(6)</u>	<u>(5)</u> See footnote <u>(6)</u>
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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 Number Shares
Series A Convertible Preferred Stock	<u>(1)</u>	10/18/2006		C	22,027	<u>(1)</u> <u>(1)</u>	Common Stock 22,027
Series B Convertible Preferred Stock	<u>(2)</u>	10/18/2006		C	3,619	<u>(2)</u> <u>(2)</u>	Common Stock 4,758
Series C Convertible Preferred Stock	<u>(3)</u>	10/18/2006		C	10,636	<u>(3)</u> <u>(3)</u>	Common Stock 10,636
Series A Convertible Preferred Stock	<u>(1)</u>	10/18/2006		C	1,157,733	<u>(1)</u> <u>(1)</u>	Common Stock 1,157,733 <u>(4)</u>
Series B Convertible Preferred Stock	<u>(2)</u>	10/18/2006		C	190,232	<u>(2)</u> <u>(2)</u>	Common Stock 250,000 <u>(5)</u> <u>(5)</u>
Series C Convertible Preferred Stock	<u>(3)</u>	10/18/2006		C	559,051	<u>(3)</u> <u>(3)</u>	Common Stock 559,051 <u>(6)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LACOB JOSEPH 2750 SAND HILL ROAD MENLO PARK, CA 94025	X	X		

Signatures

/s/ Joseph Lacob 10/18/2006

__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) The Series A Convertible Preferred Stock converted into Issuer's common stock on a 1-for-1 basis and had no expiration date.
- (2) The Series B Convertible Preferred Stock converted into Issuer's common stock on a 1-for-1.3145 basis and had no expiration date.
- (3) The Series C Convertible Preferred Stock converted into Issuer's common stock on a 1-for-1 basis and had no expiration date.

Of the 1,157,733 shares reported on this line, 1,123,062 shares are directly held by Kleiner Perkins Caufield & Byers IX-A, L.P. ("KPCB IX-A") and 34,671 shares are directly held by Kleiner Perkins Caufield & Byers IX-B, L.P. ("KPCB IX-B"). KPCB IX Associates, L.L.C.

- (4) ("Associates") is the general partner of KPCB IX-A and KPCB IX-B. Lacob Ventures, L.L.C., whose manager is Joseph Lacob, is a managing member of Associates. Associates, Lacob Ventures and Mr. Lacob disclaim beneficial ownership of the shares held directly by KPCB IX-A and KPCB IX-B except to the extent of their pecuniary interests in their distributive share thereof.

Of the 250,060 shares reported on this line, 242,572 shares are directly held by KPCB IX-A and 7,488 shares are directly held by KPCB IX-B. Associates is the general partner of KPCB IX-A and KPCB IX-B. Lacob Ventures, L.L.C., whose manager is Joseph Lacob, is a managing member of Associates. Associates, Lacob Ventures and Mr. Lacob disclaim beneficial ownership of the shares held directly by KPCB IX-A and KPCB IX-B except to the extent of their pecuniary interests in their distributive share thereof.

- (5) Associates is the general partner of KPCB IX-A and KPCB IX-B. Lacob Ventures, L.L.C., whose manager is Joseph Lacob, is a managing member of Associates. Associates, Lacob Ventures and Mr. Lacob disclaim beneficial ownership of the shares held directly by KPCB IX-A and KPCB IX-B except to the extent of their pecuniary interests in their distributive share thereof.
- (6) Associates is the general partner of KPCB IX-A and KPCB IX-B. Lacob Ventures, L.L.C., whose manager is Joseph Lacob, is a managing member of Associates. Associates, Lacob Ventures and Mr. Lacob disclaim beneficial ownership of the shares held directly by KPCB IX-A and KPCB IX-B except to the extent of their pecuniary interests in their distributive share thereof.
- (7) Reflects the 1-for-1.3145 conversion ratio which became effective upon the closing of the Issuer's initial public offering.

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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