

Hurley Robert S
 Form 4
 September 18, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Hurley Robert S

(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
 Officer (give title below) _____ Other (specify below)
 President, Carrier/Bus Dev.

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 09/14/2018 | | M ⁽¹⁾ | | 3,125 | A | \$ 0 |
| | | | | | 116,968 | | ⁽²⁾ |
| Common Stock | 09/14/2018 | | M ⁽³⁾ | | 3,750 | A | \$ 0 |
| | | | | | 120,718 | | ⁽²⁾ |
| Common Stock | 09/14/2018 | | M ⁽⁴⁾ | | 3,750 | A | \$ 0 |
| | | | | | 124,468 | | ⁽²⁾ |
| Common Stock | 09/14/2018 | | M ⁽⁵⁾ | | 3,750 | A | \$ 0 |
| | | | | | 128,218 | | ⁽²⁾ |
| Common Stock | 09/14/2018 | | M ⁽⁶⁾ | | 3,750 | A | \$ 0 |
| | | | | | 131,968 | | ⁽²⁾ |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|---------|------------------------|---|-------------------------|
| Common Stock | 09/17/2018 | F ⁽⁷⁾ | 1,550 | D | \$ 28.2 | 130,418 ⁽²⁾ | D | |
| Common Stock | | | | | | 6,500 | I | By Trust ⁽⁸⁾ |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Performance Stock Unit | \$ 0 | 09/14/2018 | | M ⁽¹⁾ | 3,125 | ⁽⁹⁾ 03/31/2019 | Common Stock | 3,125 |
| Performance Stock Unit | \$ 0 | 09/14/2018 | | M ⁽³⁾ | 3,750 | ⁽⁹⁾ 03/31/2021 | Common Stock | 3,750 |
| Performance Stock Unit | \$ 0 | 09/14/2018 | | M ⁽⁴⁾ | 3,750 | ⁽⁹⁾ 03/30/2022 | Common Stock | 3,750 |
| Performance Stock Unit | \$ 0 | 09/14/2018 | | M ⁽⁵⁾ | 3,750 | ⁽⁹⁾ 03/30/2022 | Common Stock | 3,750 |
| Performance Stock Unit | \$ 0 | 09/14/2018 | | M ⁽⁶⁾ | 3,750 | ⁽⁹⁾ 03/30/2022 | Common Stock | 3,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Hurley Robert S C/O EHEALTH, INC. 440 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043 | President, Carrier/Bus Dev. |

Signatures

/s/ Scott Giesler, as attorney-in-fact for Robert S.
Hurley

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 3/31/2015. 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 August 16, 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.

(3) 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 August 24, 2019, subject to the individual continuing to provide services to the company through the vesting date.

(4) This represents the achievement of a stock price threshold under a performance restricted stock unit granted on 3/30/2018. 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 June 15, 2019, subject to the individual continuing to provide services to the company through the vesting date.

(5) This represents the achievement of a stock price threshold under a performance restricted stock unit granted on 3/30/2018. 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 July 12, 2019, subject to the individual continuing to provide services to the company through the vesting date.

(6) This represents the achievement of a stock price threshold under a performance restricted stock unit granted on 3/30/2018. 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 August 19, 2019, subject to the individual continuing to provide services to the company through the vesting date.

(7) Represents the withholding of shares to satisfy tax withholding obligation.

(8) Shares held by Robert & Jeanette Riach Hurley, TTEEs, The Riach Hurley Family Trust.

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