

LIVINGSTON RANDALL S
Form 4
August 03, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
LIVINGSTON RANDALL 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)
08/01/2018

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)

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 or Disposed of (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/01/2018 | | M ⁽¹⁾ | 10,000 A | \$ 12.4 | 74,704 ⁽²⁾ | D |
| Common Stock | 08/01/2018 | | S ⁽¹⁾ | 10,000 D | \$ 25 | 64,704 ⁽²⁾ | D |
| Common Stock | 08/01/2018 | | M ⁽¹⁾ | 3,250 A | \$ 17.76 | 67,954 ⁽²⁾ | D |
| Common Stock | 08/01/2018 | | S ⁽¹⁾ | 3,250 D | \$ 25 | 64,704 ⁽²⁾ | D |
| Common Stock | 08/01/2018 | | M ⁽¹⁾ | 7,500 A | \$ 12.2 | 72,204 ⁽²⁾ | D |

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Common Stock 08/01/2018 S⁽¹⁾ 7,500 D \$ 25 64,704 ⁽²⁾ D

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

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 12.4 | 08/01/2018 | | M ⁽¹⁾ | 10,000 | ⁽³⁾ 12/17/2018 | Common Stock | 10,000 |
| Employee Stock Option (right to buy) | \$ 17.76 | 08/01/2018 | | M ⁽¹⁾ | 3,250 | ⁽⁴⁾ 06/09/2019 | Common Stock | 3,250 |
| Employee Stock Option (right to buy) | \$ 12.2 | 08/01/2018 | | M ⁽¹⁾ | 7,500 | ⁽⁴⁾ 06/15/2020 | Common Stock | 7,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LIVINGSTON RANDALL S C/O EHEALTH, INC. 440 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043 | | X | | |

Signatures

/s/ Scott Giesler, as attorney-in-fact for Randall S.
Livingston

08/03/2018

__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) The transactions reported on this date were effected pursuant to a Rule 10b5-1 trading plan.
- (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) Immediately exercisable for all shares subject to the option. The option vested as to 25% of the shares one year after December 17, 2008 and 1/48th of the shares upon completion of each month of continuous service thereafter.
- (4) Immediately exercisable for all shares subject to the option. The option vested as to 100% of the shares on the day prior to the Company's annual stockholder meeting approximately one year following the grant 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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