Yung Derek N. Form 4 July 19, 2018

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

1. Name and Address of Reporting Person \* Yung Derek N.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(City)

(First) (Middle) eHealth, Inc. [EHTH] 3. Date of Earliest Transaction

Director 10% Owner

C/O EHEALTH, INC., 440 EAST

(Street)

(State)

(Month/Day/Year)

07/17/2018

X\_ Officer (give title Other (specify

below)

below) SVP, Chief Financial Officer

MIDDLEFIELD ROAD

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_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

**MOUNTAIN VIEW, CA 94043** 

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4) Reported

(A) or

Transaction(s) (Instr. 3 and 4)

Amount (D) Price

Common Stock

07/17/2018

 $A^{(1)}$ 

Code V

25,000 Α

\$0 25,000 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(9-02)

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3 Transaction Data 3A Danmad

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	SA. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
Performance Stock Units	\$ 0	07/17/2018		A	25,000	(2)	07/17/2022	Common Stock	25,00
Performance Stock Option	\$ 23.99	07/17/2018		A	42,500	<u>(3)</u>	07/17/2025	Common Stock	42,50
Employee Stock Option (right to buy)	\$ 23.99	07/17/2018		A	42,500	<u>(4)</u>	07/17/2025	Common Stock	42,50

# **Reporting Owners**

Reporting Owner Name / Address	Ketationships					
	Director	10% Owner	Officer	Other		

Yung Derek N. C/O EHEALTH, INC. 440 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043

SVP, Chief Financial Officer

5 Number of 6 Date Evergisable and

### **Signatures**

1 Title of

/s/ Scott Giesler as attorney-in-fact for Derek N.
Yung
07/19/2018

\*\*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).
- This represents an award of restricted stock units. Each unit represents a contingent right to receive one share of the company's common (1) stock upon vesting. The restricted stock units vest in four equal annual installments from the vesting commencement date of June 4, 2018, subject to the individual continuing to provide services to the company through the applicable vesting date.
- The performance-based restricted stock units will be 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.
- The performance-based stock options will be eligible to vest during a four-year performance period following the awards'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.

**(4)** 

Reporting Owners 2

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The stock option will vest as to 25% of the shares one year after the vesting commencement date of June 4, 2018 and 1/48th of the shares each month thereafter, 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.