

eHealth, Inc.  
Form 8-K  
June 10, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF**

**THE SECURITIES EXCHANGE ACT OF 1934**

**DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED) June 9, 2011**

**eHealth, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**001-33071**  
(Commission

File Number)

**56-2357876**  
(I.R.S. Employer

Identification No.)

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**440 East Middlefield Road**

**Mountain View, California 94043**

**(Address of principal executive offices) (Zip code)**

**(650) 584-2700**

**Registrant's telephone number, including area code**

**Not Applicable**

**(Former name or former address if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On June 9, 2011, the Board of Directors of eHealth, Inc. approved the following changes to the company's non-employee director compensation program and to the company's stock ownership guidelines for non-employee directors:

An increase in the annual retainer for the Lead Independent Director from \$10,000 to \$25,000, to be effective as of July 1, 2011.

A change in the initial equity award applicable to new non-employee directors. Each non-employee director who first becomes a member of our board of directors will receive an initial award of restricted stock units with a value of \$150,000 based on the 20-day volume weighted average trading price of our stock prior to the date of grant. Provided the non-employee director continues in service with us, the restricted stock units vest annually over four years from the date of grant.

A change to the annual equity award applicable to non-employee directors such that upon the conclusion of the 2011 annual meeting of stockholders and each regular annual meeting of our stockholders held in the years thereafter, each non-employee director will receive a grant of restricted stock units with a value of \$150,000, based on the 20-day volume weighted average trading price of our stock prior to the date of grant. The restricted stock units vest as to 100% of the shares subject to the grant on the day prior to our annual stockholder meeting approximately one year following the grant date. Non-employee directors will no longer receive a portion of the annual equity award in the form of options to purchase common stock.

Revisions to the eHealth, Inc. Stock Ownership Guidelines for Non-Employee Directors primarily to increase the ownership requirement for existing non-employee directors from \$90,000 to \$180,000 and for new non-employee directors joining the Board after June 30, 2011 to six times their annual retainer for Board service.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**EHEALTH, INC.**

By: /s/ Stuart M. Huizinga

Stuart M. Huizinga

*Chief Financial Officer (Principal Financial and Accounting Officer)*

Dated: June 9, 2011