

eHealth, Inc.  
Form 8-K  
June 17, 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 14, 2011**

**eHealth, Inc.**

**(Exact name of registrant as specified in its charter)**

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**Delaware**  
(State or other jurisdiction

**001-33071**  
(Commission

**56-2357876**  
(I.R.S. Employer  
Identification No.)

of incorporation)

File Number)  
**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 5.07. Submission of Matters to a Vote of Security Holders.**

eHealth, Inc. (the Company) held its annual meeting of stockholders (the Annual Meeting) on June 14, 2011. A total of 18,897,792 shares of the Company's common stock were represented at the Annual Meeting in person or by proxy, or 88.38% of the total shares entitled to vote.

Summarized below are the final voting results for each proposal submitted to a vote of the stockholders at the Annual Meeting:

Proposal 1 Election of Directors. Our stockholders voted to re-elect two Class II directors, Lawrence M. Higby and Randall S. Livingston, to serve for terms of three years and until their respective successors are duly elected and qualified, subject to earlier resignation or removal, with voting results as follows:

| Name                  | Votes For  | Votes Withheld | Broker Non-Votes |
|-----------------------|------------|----------------|------------------|
| Lawrence M. Higby     | 15,732,869 | 968,790        | 2,196,133        |
| Randall S. Livingston | 16,591,369 | 110,290        | 2,196,133        |

Proposal 2 Ratification of the Appointment of Independent Registered Public Accounting Firm. Our stockholders voted to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011 with voting results as follows:

| Votes For  | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 18,882,371 | 15,421        | 0       | 0                |

Proposal 3 A Non-Binding, Advisory Vote With Respect To the Compensation of the Named Executive Officers. Our stockholders approved the compensation of our chief executive officer, chief financial officer and our three other most highly compensated executive officers (collectively referred to as our Named Executive Officers) with voting results as follows:

| Votes For  | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 16,289,146 | 412,313       | 200     | 2,196,133        |

Proposal 4 A Non-Binding, Advisory Vote Regarding the Frequency of the Voting With Respect To the Compensation of the Named Executive Officers. The frequency of Every Year received the highest number of votes cast from our stockholders with voting results as follows:

| One Year   | Two Years | Three Years | Abstain | Broker Non-Votes |
|------------|-----------|-------------|---------|------------------|
| 10,926,533 | 35,327    | 5,739,199   | 600     | 2,196,133        |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, 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 17, 2011