

Healey Joseph Patrick
Form 4
January 04, 2013

FORM 4

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

OMB APPROVAL

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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 *
HealthCor Management, L.P.

(Last) (First) (Middle)

152 W. 57TH STREET, 43RD FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
eHealth, Inc. [EHTH]

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, \$0.001 par value per share | 01/02/2013 | | S | 40,612 D \$ 27.5719 (1) | 2,309,388 | I | See Footnote (3) |
| Common Stock, \$0.001 par value per share | 01/03/2013 | | S | 17,007 D \$ 27.38 (2) | 2,292,381 | I | See Footnote (3) |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HealthCor Management, L.P. 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019 | | X | | |
| HealthCor Associates, LLC 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019 | | X | | |
| HealthCor Offshore GP, LLC 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019 | | X | | |
| HealthCor Group, LLC 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019 | | X | | |
| HealthCor Offshore Master Fund, L.P. 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019 | | X | | |
| HealthCor Long Master GP LLC 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019 | | X | | |
| | | X | | |

HealthCor Long OffShore Master Fund LP
152 W. 57TH STREET, 43RD FLOOR
NEW YORK, NY 10019

Cohen Arthur Bruce
152 W. 57TH STREET, 43RD FLOOR X
NEW YORK, NY 10019

Healey Joseph Patrick
152 W. 57TH STREET, 43RD FLOOR X
NEW YORK, NY 10019

Signatures

HealthCor Management, L.P., by HealthCor Associates, LLC, its general partner, By: /s/ John H. Coghlin , General Counsel 01/04/2013
Date

__Signature of Reporting Person

HealthCor Associates, LLC, By: /s/ John H. Coghlin, General Counsel 01/04/2013
Date

__Signature of Reporting Person

HealthCor Offshore GP, LLC, for itself and as general partner on behalf of HealthCor Offshore Master Fund, L.P., by HealthCor Group, LLC, its general partner, By: /s/ John H. Coghlin , General Counsel 01/04/2013
Date

__Signature of Reporting Person

HealthCor Group, LLC, By: /s/ John H. Coghlin, General Counsel 01/04/2013
Date

__Signature of Reporting Person

HealthCor Long Master GP, LLC, for itself and as general partner on behalf of HealthCor Long Offshore Master Fund, L.P., by HealthCor Group, LLC, its general partner, By: /s/ John H. Coghlin , General Counsel 01/04/2013
Date

__Signature of Reporting Person

/s/ John H. Coghlin as attorney-in-fact for Arthur Cohen 01/04/2013
Date

__Signature of Reporting Person

/s/ John H. Coghlin as attorney-in-fact for Joseph Healey 01/04/2013
Date

__Signature of Reporting Person

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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.315 to \$27.78, inclusive. The reporting person undertakes to provide to eHealth, Inc., any security holder of eHealth, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (2).

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.35 to \$27.38, inclusive.

(3)

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HealthCor Management, L.P. is the investment manager of HealthCor Offshore Master Fund, L.P. and HealthCor Long Offshore Master Fund L.P., which are the direct beneficial owners of the securities reported herein. The general partner of HealthCor Offshore Master Fund, L.P. is HealthCor Offshore GP, LLC. The general partner of HealthCor Long Offshore Master Fund L.P. is HealthCor Long Master GP, LLC. HealthCor Group, LLC is the managing member of HealthCor Offshore GP, LLC and HealthCor Long Master GP, LLC. HealthCor Associates, LLC is the general partner of HealthCor Management, L.P., and Arthur Cohen and Joseph Healey are the managers of HealthCor Associates, LLC. Each of the reporting persons disclaims beneficial ownership of any and all such securities in excess of its or his own pecuniary interest.

Remarks:

Certain shares previously reported as being indirectly owned by the designated filer through HealthCor Hybrid Offshore Master

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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