

eHealth, Inc.
Form SC 13G/A
February 14, 2008

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

EHEALTH, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

E007468

(CUSIP Number)

12/31/07

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☒ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. E007468

1. Names of Reporting Persons
Kleiner Perkins Caufield & Byers IX-A, L.P., a California limited partnership (KPCB IX-A)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power
-0-

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
586,605

7. Sole Dispositive Power
-0-

8. Shared Dispositive Power
586,605

9. Aggregate Amount Beneficially Owned by Each Reporting Person
586,605

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)
2.4%

12. Type of Reporting Person (See Instructions)
PN

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CUSIP No. E007468

1. Names of Reporting Persons
Kleiner Perkins Caufield & Byers IX-B, L.P., a California limited partnership (KPCB IX-B)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power
-0-

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
18,109

7. Sole Dispositive Power
-0-

8. Shared Dispositive Power
18,109

9. Aggregate Amount Beneficially Owned by Each Reporting Person
18,109

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)
0.1%

12. Type of Reporting Person (See Instructions)
PN

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CUSIP No. E007468

- | | |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | Names of Reporting Persons
KPCB IX Associates, LLC, a California limited liability company (KPCB IX Associates) |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
California |
| 5. | Sole Voting Power
-0- |
| 6. | Shared Voting Power
604,714 shares of which 586,605 shares are held directly by KPCB IX-A, 18,109 shares are held directly by KPCB IX-B. KPCB IX Associates is the general partner of KPCB IX-A and KPCB IX-B. |
| 7. | Sole Dispositive Power
-0- |
| 8. | Shared Dispositive Power
604,714 shares of which 586,605 shares are held directly by KPCB IX-A, 18,109 shares are held directly by KPCB IX-B. KPCB IX Associates is the general partner of KPCB IX-A and KPCB IX-B. |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
604,714 |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9)
2.5% |
| 12. | Type of Reporting Person (See Instructions)
PN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. E007468

Item 1.

- (a) Name of Issuer
EHEALTH, INC.
- (b) Address of Issuer's Principal Executive Offices
440 East Middlefield Road
Mountain View, CA 94043

Item 2.

- (a) Name of Person Filing
- Kleiner Perkins Caufield & Byers IX-A, L.P., a California limited partnership
 - Kleiner Perkins Caufield & Byers IX-B, L.P., a California limited partnership
 - KPCB IX Associates, LLC, a California limited liability company
- (b) Address of Principal Business Office or, if none, Residence
c/o Kleiner Perkins Caufield & Byers
2750 Sand Hill Road
Menlo Park, California 94025
- (c) Citizenship
The entities listed in Item 2(a) are California entities.
- (d) Title of Class of Securities
Common Stock
- (e) CUSIP Number
E007468

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(J).

CUSIP No. E007468

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1. See rows 5-11 of cover sheets hereto.

- | | |
|-------|---------------------------------------------------------|
| (a) | Amount beneficially owned: |
| (b) | Percent of class: |
| (c) | Number of shares as to which the person has: |
| (i) | Sole power to vote or to direct the vote |
| (ii) | Shared power to vote or to direct the vote |
| (iii) | Sole power to dispose or to direct the disposition of |
| (iv) | Shared power to dispose or to direct the disposition of |

Instruction. For computations regarding securities which represent a right to acquire an underlying security see §240.13d-3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☐.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

Not Applicable.

CUSIP No. E007468

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

KPCB IX ASSOCIATES, LLC,
a California Limited Liability Company

By: /s/ Joseph S. Lacob
A Managing Director

KLEINER PERKINS CAUFIELD & BYERS IX-A, L.P.,
a California Limited Partnership

By: **KPCB IX Associates, LLC**
a California Limited Liability Company, its General Partner

By: /s/ Joseph S. Lacob
A Managing Director

KLEINER PERKINS CAUFIELD & BYERS IX-B, L.P.,
a California Limited Partnership

By: **KPCB IX Associates, LLC**
a California Limited Liability Company, its General Partner

By: /s/ Joseph S. Lacob
A Managing Director

CUSIP No. E007468

EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
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EXHIBIT A

Agreement of Joint Filing

The undersigned hereby agree that they are filing jointly pursuant to Rule 13d-1 of the Act the statement dated February 14, 2008 containing the information required by Schedule 13G, for the securities of eHealth, Inc., held by Kleiner Perkins Caufield & Byers IX-A, L.P., a California limited partnership, and Kleiner Perkins Caufield & Byers IX-B, L.P., a California limited partnership, and with respect to its general partner, such other holdings as may be reported therein.

Date: February 14, 2008

KPCB IX ASSOCIATES, LLC,
a California Limited Liability Company

By: /s/ Joseph S. Lacob
A Managing Director

KLEINER PERKINS CAUFIELD & BYERS IX-A, L.P.,
a California Limited Partnership

By: **KPCB IX Associates, LLC**
a California Limited Liability Company, its General Partner

By: /s/ Joseph S. Lacob
A Managing Director

KLEINER PERKINS CAUFIELD & BYERS IX-B, L.P.,
a California Limited Partnership

By: **KPCB IX Associates, LLC**
a California Limited Liability Company, its General Partner

By: /s/ Joseph S. Lacob
A Managing Director