

eHealth, Inc.
Form DEFA14A
April 29, 2019

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

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

EHEALTH, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount previously paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

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Online

Go to **www.envisionreports.com/EHTH** or scan the QR code login details are located in the shaded bar below.

Votes submitted electronically must be received by 1:00 a.m., Eastern Time, on June 11, 2019.

Important Notice Regarding the Availability of Proxy Materials for the eHealth, Inc. Annual Meeting of Stockholders to be Held on June 11, 2019

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual stockholders meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The Proxy Statement and 2018 Annual Report to Stockholders are available at:

Easy Online Access View your proxy materials and vote.

Step 1: Go to **www.envisionreports.com/EHTH**

Step 2: Click on **Cast Your Vote or Request Materials.**

Step 3: Follow the instructions on the screen to log in.

Step 4: Make your selections as instructed on each screen for your delivery preferences.

Step 5: Vote your shares.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.

Obtaining a Copy of the Proxy Materials If you want to receive a copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your request as instructed on the reverse side on or before May 28, 2019 to facilitate timely delivery.

0322TA

2019 Annual Meeting of Stockholders Notice

eHealth's Annual Meeting of Stockholders will be held on June 11, 2019 at the Garden Court Hotel, 520 Cowper Street, Palo Alto, CA 94301, at 8:30 a.m. Pacific Daylight Time.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends a vote FOR the nominees listed and FOR Proposals 2, 3 and 4:

1. The election of two (2) Class I directors (Scott N. Flanders and Michael D. Goldberg) to serve for terms of three years and until their respective successors are duly elected and qualified, subject to earlier resignation or removal.
2. The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2019.
3. A vote to approve, on an advisory basis, the compensation of our Named Executive Officers.
4. A vote to approve an amendment to eHealth, Inc.'s 2014 Equity Incentive Plan to increase the maximum number of shares that may be issued by 2,500,000 shares.

PLEASE NOTE YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.

For directions to attend the Annual Meeting in person, please call Investor Relations at (650) 210-3111.

Here's how to order a copy of the proxy materials and select delivery preferences:

Current and future delivery requests can be submitted using the options below.

If you request an email copy, you will receive an email with a link to the current meeting materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials.

Internet Go to **www.envisionreports.com/EHTH**. Click Cast Your Vote or Request Materials.

Phone Call us free of charge at 1-866-641-4276.

Email Send an email to investorvote@computershare.com with Proxy Materials eHealth, Inc. in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, all requests for a paper copy of proxy materials must be received by May 28, 2019.

*** Exercise Your *Right* to Vote ***

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on June 11, 2019**

EHEALTH, INC

Meeting Information

Meeting Type: Annual Meeting

For holders as of: April 15, 2019

Date: June 11, 2019 **Time:** 8:30 AM
PDT

Location: Garden Court Hotel
520 Cowper Street
Palo Alto,
CA 94301

You are receiving this communication
because you hold shares in the above named
company.

This is not a ballot. You cannot use this
notice to vote these shares. This
communication presents only an overview of
the more complete proxy materials that are
available to you on the Internet. You may
view the proxy materials online at
www.proxyvote.com or easily request a paper
copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Annual Report
2. Notice & Proxy Statement

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 28, 2019 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: If you choose to vote these shares in person at the meeting, you must request a *legal proxy*. To do so, please follow the instructions at www.proxyvote.com or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

Internal Use
Only

Voting items

**The Board of Directors recommends
that you vote FOR the following:**

1. Election of Directors

Nominees

- | | | | |
|----|-------------------|----|---------------------|
| 01 | Scott N. Flanders | 02 | Michael D. Goldberg |
|----|-------------------|----|---------------------|

The Board of Directors recommends you vote FOR the following proposal (s):

- 2 Ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm of eHealth, Inc. for the fiscal year ending December 31, 2019.
- 3 Approval, on an advisory basis, of the compensation of the Named Executive Officers of eHealth, Inc.
- 4 Approval of an amendment to eHealth, Inc.'s 2014 Equity Incentive Plan to increase the maximum number of shares that may be issued by 2,500,000 shares.

NOTE: In their discretion, each proxy may also vote upon such other business as may properly come before the meeting or any adjournment thereof.

**Reserved for Broadridge Internal Control
Information**

Voting Instructions

THIS SPACE RESERVED FOR LANGUAGE PERTAINING TO
BANKS AND BROKERS
AS REQUIRED BY THE NEW YORK STOCK EXCHANGE

Broadridge Internal Use Only

THIS SPACE RESERVED FOR SIGNATURES IF APPLICABLE

Job #

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