

Edgar Filing: eHealth, Inc. - Form SC 13G/A

eHealth, Inc.  
Form SC 13G/A  
November 12, 2013

OMB APPROVAL

OMB Number: 3235-0145  
Estimated average burden  
hours per response 11

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 5)

eHealth, Inc.  
(Name of Issuer)

Common Shares  
(Title of Class of Securities)

28238P109  
(CUSIP Number)

October 31, 2013  
(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 disclosures provided in a prior cover page.

The information required on 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).

Potential persons who are to respond to the collection of information  
contained in this form are not required to respond unless the form displays  
a currently valid OMB control number. SEC 1745 (02-02)

Edgar Filing: eHealth, Inc. - Form SC 13G/A

-----  
1 NAME OF REPORTING PERSONS  
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

RS Investment Management Co. LLC  
-----

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

Delaware  
-----

|  |   |   |
|--|---|---|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 5 | SOLE VOTING POWER<br>-0-                |
|  | 6 | SHARED VOTING POWER<br>-1,126,331-      |
|  | 7 | SOLE DISPOSITIVE POWER<br>-0-           |
|  | 8 | SHARED DISPOSITIVE POWER<br>-1,126,331- |

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-1,126,331-  
-----

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See  
Instructions)  
-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
6.12%  
-----

12 TYPE OF REPORTING PERSON (See Instructions)  
IA  
-----

CUSIP No. 28238P109

13G

-----  
1 NAME OF REPORTING PERSONS  
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

RS Partners Fund

Edgar Filing: eHealth, Inc. - Form SC 13G/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

Massachusetts  
-----

|  |   |                                       |
|--|---|---------------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 5 | SOLE VOTING POWER<br>-0-              |
|  | 6 | SHARED VOTING POWER<br>-588,585-      |
|  | 7 | SOLE DISPOSITIVE POWER<br>-0-         |
|  | 8 | SHARED DISPOSITIVE POWER<br>-588,585- |

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-588,585-  
-----

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See  
Instructions)  
-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
3.2%  
-----

12 TYPE OF REPORTING PERSON (See Instructions)  
IV  
-----

CUSIP No. 28238P109

13G

ITEM 1.

(a) The name of the issuer is eHealth, Inc. (the "Issuer").

(b) The principal executive office of the Issuer is located at:  
440 East Middlefield Road, Mountain View, CA 94043.

ITEM 2.

Edgar Filing: eHealth, Inc. - Form SC 13G/A

(a-c) See Annex I for information on the persons filing this statement (collectively, the "Filers")

(d) This statement relates to shares of common stock of the Issuer (the "Stock").

(e) The CUSIP number of the Stock is 28238P109.

CUSIP No. 28238P109

13G

ITEM 3. If this statement is filed pursuant to rules 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).

\*RS Partners Fund is a registered investment company.

Edgar Filing: eHealth, Inc. - Form SC 13G/A

- (e)  An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E). \*RS Investment Management Co. LLC is a registered investment adviser.
- (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 rule 240.13d-1(b)(1)(ii)(J)

CUSIP No. 28238P109

13G

ITEM 4. OWNERSHIP

See Items 5-9 and 11 on the cover page for each Filer.

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

RS Investment Management Co. LLC is a registered investment adviser whose clients have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Stock. No individual client's holdings of the Stock are more than five percent of the outstanding Stock.

CUSIP No. 28238P109

13G

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

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

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 28238P109

13G

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.

Dated: November 8, 2013

RS INVESTMENT MANAGEMENT CO. LLC

By: /s/ James L. Smith  
James L. Smith  
Chief Compliance Officer

RS PARTNERS FUND

By: RS INVESTMENT MANAGEMENT CO. LLC  
Investment Adviser

By: /s/ James L. Smith  
James L. Smith  
Chief Compliance Officer

CUSIP No. 28238P109

13G

Annex I

The filers are:

I.

(a) RS Investment Management Co. LLC is a Delaware limited liability Company.

(b) registered investment adviser

II.

(a) RS Partners Fund is a series of a Massachusetts business trust.

(b) investment company