

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): November 20, 2023

EHEALTH, INC.

(Exact Name of Registrant as Specified in its Charter)

001-33071

(Commission File Number)

56-2357876

(I.R.S. Employer Identification No.)

Delaware

(State or other jurisdiction of incorporation)

2625 AUGUSTINE DRIVE, SUITE 150
SANTA CLARA, CA 95054

(Address of principal executive offices) (Zip Code)

(650) 210-3150

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	EHTH	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 20, 2023, Roman Rariy notified eHealth, Inc. (the “Company”) of his decision to resign from his position as the Company’s chief operating officer and chief transformation officer, effective December 31, 2023. Mr. Rariy’s resignation is not the result of any disagreement regarding any matter related to the Company’s operations, policies or practices.

Item 7.01 **Regulation FD Disclosure.**

On November 20, 2023, the Company issued a press release announcing Mr. Rariy’s resignation and reaffirming its 2023 annual guidance. The Company also announced that the Company’s chief marketing officer, Michelle Barbeau, will be appointed chief revenue officer, effective January 1, 2024. A copy of such press release is attached hereto as Exhibit 99.1.

The information in Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto is intended to be “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended. Except as shall be expressly set forth by specific reference in such filing, the information contained herein and in the accompanying Exhibit 99.1 shall not be incorporated by reference into any filing with the Securities and Exchange Commission made by the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of eHealth, Inc. dated November 20, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 20, 2023

eHealth, Inc.

/s/ Gavin G. Galimi

Gavin G. Galimi
SVP, General Counsel and Secretary

eHealth, Inc. Announces Senior Leadership Changes and Reaffirms Full Year Fiscal 2023 Guidance

SANTA CLARA, CA – November 20, 2023 – eHealth, Inc. (Nasdaq: EHTH) ([eHealth.com](https://www.ehealth.com)), a leading online private health insurance marketplace, today announced senior leadership changes and reaffirmed guidance for the fiscal year ending December 31, 2023.

Chief Operating Officer and Chief Transformation Officer, **Roman Rariy**, will depart eHealth at the end of the year after nearly two years of service. Mr. Rariy will be taking on a new role as Chief Executive Officer at a manufacturing company.

Chief Marketing Officer, **Michelle Barbeau**, has been appointed Chief Revenue Officer effective January 1st, 2024 and will assume the responsibility for Sales, in addition to her Marketing responsibilities, in the newly formed Revenue Organization.

“Roman joined eHealth to focus on mobilizing and driving the execution of our value creation plan, managing our cost transformation, and bringing a keen focus on operational excellence across the Company. Throughout 2023, eHealth successfully implemented the remaining major components of our transformation plan and is now focusing on initiatives supporting continued profitable growth and business diversification. We wish Roman well in his next role,” commented Fran Soistman, Chief Executive Officer and Director at eHealth.

“As eHealth embarks on a new chapter of growth, I am pleased to announce Michelle Barbeau’s appointment as our Chief Revenue Officer. Michelle’s leadership and dedication to our customers have been instrumental in driving our success. In the past year, she has played a pivotal role in transforming our Marketing organization and its effectiveness. Under Michelle’s leadership, eHealth has launched a rebranding strategy that aligns with our core values and future goals,” Fran Soistman continued. “I remain confident in eHealth’s ability to achieve our growth and margin expansion goals, and create meaningful shareholder value, and I’m excited for new opportunities to enhance our carrier partnerships and further enhance our customer experience.”

Based on information available as of November 20, 2023, eHealth reaffirms its guidance for the full year ending December 31, 2023, as discussed on its November 8, 2023 earnings call. These expectations are forward-looking statements and we assume no obligation to update these statements. Actual results may be materially different and are affected by the risks and uncertainties identified in this press release and in eHealth’s annual and quarterly reports filed with the Securities and Exchange Commission.

About eHealth

We’re Matchmakers. For over 25 years, eHealth has helped millions of Americans find the healthcare coverage that fits their needs at a price they can afford. Consumers can visit our health insurance marketplace at [eHealth.com](https://www.ehealth.com) or call us to speak with a licensed insurance agent at 1-833-964-1202, TTY 711. As a leading independent licensed insurance agency and advisor, eHealth offers access to over 180 health insurers, including national and regional companies.

For more information, visit [eHealth.com](https://www.ehealth.com) or follow us on [LinkedIn](#), [Facebook](#), [Instagram](#), and [X](#). Open positions can be found on our [career page](#).

Forward-Looking Statements

This press release contains statements that are forward-looking statements as defined within the Private Securities Litigation Reform Act of 1995. These include statements regarding our expectations regarding our business, operations, initiatives and

strategies, including our value creation and cost transformation plans, business diversification and market opportunity; our expectations regarding our financial performance, growth and profitability; our expectations regarding the impact of investments in our marketing organization and our rebranding strategy; our growth and margin expansion goals; enhancements to our carrier partnerships and customer experience, our 2023 annual guidance for total revenue, GAAP net loss, adjusted EBITDA and operating cash flow; and other statements regarding our future operations, financial condition, prospects and business strategies.

These forward-looking statements are inherently subject to various risks and uncertainties that could cause actual results to differ materially from the statements made. In particular, we are required by Accounting Standards Codification 606 — Revenue from Contracts with Customers to make numerous assumptions that are based on historical trends and our management's judgment. These assumptions may change over time and have a material impact on our revenue recognition, guidance, and results of operations. Please review the assumptions stated in this press release carefully.

The risks and uncertainties that could cause our results to differ materially from those expressed or implied by such forward-looking statements include, but are not limited to, our ability to retain existing members and enroll new members during the annual healthcare open enrollment period, the Medicare annual enrollment period, the Medicare Advantage open enrollment period and other special enrollment periods; changes in laws, regulations and guidelines, including in connection with healthcare reform or with respect to the marketing and sale of Medicare plans; competition, including competition from government-run health insurance exchanges and other sources; the seasonality of our business and the fluctuation of our operating results; our ability to accurately estimate membership, lifetime value of commissions and commissions receivable; changes in product offerings among carriers on our ecommerce platform and changes in our estimated conversion rate of an approved member to a paying member and the resulting impact of each on our commission revenue; the concentration of our revenue with a small number of health insurance carriers; our ability to execute on our growth strategy and other business initiatives; changes in our management and key employees; our ability to hire, train, retain and ensure the productivity of licensed insurance agents, or benefit advisors, and other employees; exposure to security risks and our ability to safeguard the security and privacy of confidential data; our relationships with health insurance carriers; the success of our carrier advertising and sponsorship program; our success in marketing and selling health insurance plans and our unit cost of acquisition; our ability to effectively manage our operations as our business evolves and execute on our transformation plan and other strategic initiatives; the need for health insurance carrier and regulatory approvals in connection with the marketing of Medicare-related insurance products; changes in the market for private health insurance; consumer satisfaction of our service and actions we take to improve the quality of enrollments; changes in member conversion rates; changes in commission rates; our ability to sell qualified health insurance plans to subsidy-eligible individuals and to enroll subsidy-eligible individuals through government-run health insurance exchanges; our ability to maintain and enhance our brand identity; our ability to derive desired benefits from investments in our business, including membership growth and retention initiatives; reliance on marketing partners; the impact of our direct-to-consumer mail, email, social media, telephone and television marketing efforts; timing of receipt and accuracy of commission reports; payment practices of health insurance carriers; dependence on our operations in China; the restrictions in our debt obligations; the restrictions in our investment agreement with convertible preferred stock investors; our ability to raise additional capital; compliance with insurance, privacy, cybersecurity and other laws and regulations; the outcome of litigation in which we may from time to time be involved; the performance, reliability and availability of our information technology systems, ecommerce platform and underlying network infrastructure, including any new systems we may implement; public health crises, pandemics, natural disasters, changing climate conditions and other extreme events; general economic conditions, including inflation, recession, financial, banking and credit market disruptions; and our ability to affectively administer our self-insurance program. Other factors that could cause operating, financial and other results to differ are described in our most recent Quarterly Report on Form 10-Q or Annual Report on Form 10-K filed with the Securities and Exchange Commission and available on the Investor Relations page of our website at <http://www.ehealthinsurance.com> and on the Securities and Exchange Commission's website at <http://www.sec.gov>.

All forward-looking statements in this press release are based on information available to us as of the date hereof, and we do not assume any obligation to update the forward-looking statements provided to reflect events that occur or circumstances that exist after the date on which they were made, except as required by law.

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