

eHealth, Inc.
Form SC 13G/A
February 06, 2015

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

(AMENDMENT NO. 1)

EHEALTH, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001 PER SHARE

(Title of Class of Securities)

28238P109

(CUSIP Number)

DECEMBER 31, 2014

(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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| | |
|---|---|
| 1 NAMES OF REPORTING PERSONS Integrated Core Strategies (US) LLC | |
| 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/> | |
| 3 SEC USE ONLY | |
| 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| 5 SOLE VOTING POWER -0- | |
| 6 SHARED VOTING POWER -0- | |
| 7 SOLE DISPOSITIVE POWER -0- | |
| 8 SHARED DISPOSITIVE POWER -0- | |
| 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0- | |
| 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% | |

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| | |
|---|---|
| 1 NAMES OF REPORTING PERSONS Integrated Assets II LLC | |
| 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/> | |
| 3 SEC USE ONLY | |
| 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| 5 SOLE VOTING POWER -0- | |
| 6 SHARED VOTING POWER 193,377 | |
| 7 SOLE DISPOSITIVE POWER -0- | |
| 8 SHARED DISPOSITIVE POWER 193,377 | |
| 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 193,377 | |
| 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.1% | |

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| | |
|---|---|
| 1 NAMES OF REPORTING PERSONS Integrated Assets, Ltd. | |
| 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/> | |
| 3 SEC USE ONLY | |
| 4 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands | |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| 5 SOLE VOTING POWER -0- | |
| 6 SHARED VOTING POWER -0- | |
| 7 SOLE DISPOSITIVE POWER -0- | |
| 8 SHARED DISPOSITIVE POWER -0- | |
| 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0- | |
| 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% | |

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| | |
|---|---|
| 1 NAMES OF REPORTING PERSONS ICS Opportunities, Ltd. | |
| 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/> | |
| 3 SEC USE ONLY | |
| 4 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands | |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| 5 SOLE VOTING POWER -0- | |
| 6 SHARED VOTING POWER -0- | |
| 7 SOLE DISPOSITIVE POWER -0- | |
| 8 SHARED DISPOSITIVE POWER -0- | |
| 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0- | |
| 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% | |

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| | |
|---|---|
| 1 NAMES OF REPORTING PERSONS Millennium International Management LP | |
| 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/> | |
| 3 SEC USE ONLY | |
| 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| 5 SOLE VOTING POWER -0- | |
| 6 SHARED VOTING POWER -0- | |
| 7 SOLE DISPOSITIVE POWER -0- | |
| 8 SHARED DISPOSITIVE POWER -0- | |
| 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0- | |
| 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% | |

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| | |
|---|---|
| 1 NAMES OF REPORTING PERSONS Millennium International Management GP LLC | |
| 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/> | |
| 3 SEC USE ONLY | |
| 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| 5 SOLE VOTING POWER -0- | |
| 6 SHARED VOTING POWER -0- | |
| 7 SOLE DISPOSITIVE POWER -0- | |
| 8 SHARED DISPOSITIVE POWER -0- | |
| 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0- | |
| 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% | |

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| | |
|---|---|
| 1 NAMES OF REPORTING PERSONS Millennium Management LLC | |
| 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/> | |
| 3 SEC USE ONLY | |
| 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| 5 SOLE VOTING POWER -0- | |
| 6 SHARED VOTING POWER 193,377 | |
| 7 SOLE DISPOSITIVE POWER -0- | |
| 8 SHARED DISPOSITIVE POWER 193,377 | |
| 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 193,377 | |
| 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/> | |
| 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.1% | |

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| | |
|---|---|
| 1 NAMES OF REPORTING PERSONS Israel A. Englander | |
| 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/> | |
| 3 SEC USE ONLY | |
| 4 CITIZENSHIP OR PLACE OF ORGANIZATION United States | |
| 5 SOLE VOTING POWER -0- | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| 6 SHARED VOTING POWER 193,377 | |
| 7 SOLE DISPOSITIVE POWER -0- | |
| 8 SHARED DISPOSITIVE POWER 193,377 | |
| 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 193,377 | |
| 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/> | |
| 11 | |

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.1%

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Item 1.

(a)Name of Issuer:

eHealth, Inc., a Delaware corporation (the "Issuer").

(b)Address of Issuer's Principal Executive Offices:

440 East Middlefield Road
Mountain View, California 94043

Item 2.

(a)Name of Person Filing:

(b)Address of Principal Business Office:

(c)Citizenship:

Integrated Core Strategies (US) LLC
c/o Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Integrated Assets II LLC
c/o Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

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Integrated Assets, Ltd.
c/o Millennium International Management LP
666 Fifth Avenue
New York, New York 10103
Citizenship: Cayman Islands

ICS Opportunities, Ltd.
c/o Millennium International Management LP
666 Fifth Avenue
New York, New York 10103
Citizenship: Cayman Islands

Millennium International Management LP
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Millennium International Management GP LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Israel A. Englander
c/o Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: United States

(d)Title of Class of Securities: common stock, par value \$0.001 per share ("Common Stock")

(e)CUSIP Number: 28238P109

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Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), 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);
-

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(h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(i) o 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) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

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.

(a) Amount Beneficially Owned

As of the close of business on February 5, 2015:

i) Integrated Core Strategies (US) LLC, a Delaware limited liability company, no longer beneficially owned any shares of the Issuer's Common Stock;

ii) Integrated Assets II LLC, a Delaware limited liability company ("Integrated Assets II"), beneficially owned 193,377 shares of the Issuer's Common Stock;

iii) Integrated Assets, Ltd., an exempted limited company organized under the laws of the Cayman Islands, no longer beneficially owned any shares of the Issuer's Common Stock; and

iv) ICS Opportunities, Ltd., an exempted limited company organized under the laws of the Cayman Islands, no longer beneficially owned any shares of the Issuer's Common Stock.

Millennium Management LLC, a Delaware limited liability company ("Millennium Management") is the general partner of the managing member of Integrated Assets II and may be deemed to have shared voting control and investment discretion over securities owned by Integrated Assets II.

Israel A. Englander, a United States citizen ("Mr. Englander"), is the managing member of Millennium Management and may also be deemed to have shared voting control and investment discretion over securities owned by Integrated Assets II.

The foregoing should not be construed in and of itself as an admission by Millennium Management or Mr. Englander as to beneficial ownership of the securities owned by Integrated Assets II.

(b) Percent of Class:

As of the close of business on February 5, 2015, Millennium Management and Mr. Englander may be deemed to have beneficially owned 193,377 shares or 1.1% of the Issuer's Common Stock outstanding (see Item 4(a) above),

which percentage was calculated based on 17,817,864 shares of the Issuer's Common Stock outstanding as of November 1, 2014, as per the Issuer's Form 10-Q dated November 10, 2014.

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(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

-0-

(ii) Shared power to vote or to direct the vote

193,377 (See Item 4(b))

(iii) Sole power to dispose or to direct the disposition of

-0-

(iv) Shared power to dispose or to direct the disposition of

193,377 (See Item 4(b))

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.

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Exhibit I.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above 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.

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Exhibits:

Exhibit I: Joint Filing Agreement, dated as of February 5, 2015, by and among Integrated Core Strategies (US) LLC, Integrated Assets II LLC, Integrated Assets, Ltd., ICS Opportunities, Ltd., Millennium International Management LP, Millennium International Management GP LLC, Millennium Management LLC and Israel A. Englander.

&ont>

* Represents less than 5% of the Plan's net assets available for benefits as of this date.

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Consolidated Communications, Inc. 401(k) Plan

Notes to Financial Statements - Continued

During 2014, the Plan's investments, including gains and losses on investments bought and sold as well as held during the year, appreciated in value by \$7,353,722 as follows:

| | | |
|---|----|-----------|
| Mutual funds | \$ | 3,525,430 |
| Consolidated Communications Holdings, Inc. common stock | | 3,828,292 |
| | \$ | 7,353,722 |

4. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2014 and 2013.

Common stock: Valued at the closing price reported on the active market on which the individual securities are traded.

T. Rowe Price Stable Value Common Trust Fund: Units in the fund are valued based on the net asset value of the fund, which is based on the fair value of the underlying investments held by the fund less its liabilities as reported by the issuer of the fund. The T. Rowe Price Stable Value Common Trust Fund invests primarily in guaranteed investment contracts (GICs) issued by insurance companies, investment contracts issued by banks (BICs), structured or synthetic investment contracts issued by banks (SICs), insurance companies and other issuers, as well as the securities supporting such SICs, separate account contracts and other similar instruments that are intended to maintain a constant net asset value. The fund generally provides for daily redemptions at the reported net asset value per unit with no advance notification requirements and has no unfunded commitments.

Table of Contents**Consolidated Communications, Inc. 401(k) Plan****Notes to Financial Statements - Continued**

Mutual funds: Valued at quoted market prices, which represents the net asset values of the shares held by the Plan at year end. The mutual funds held by the Plan are deemed to be actively traded.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2014 and 2013:

| | December 31, 2014 | | | |
|------------------------------|--------------------------|----------------|----------------|----------------|
| | Total | Level 1 | Level 2 | Level 3 |
| Mutual funds: | | | | |
| Equities | | | | |
| US | | | | |
| Index | \$ 33,413,326 | \$ 33,413,326 | | \$ |
| Growth | 30,620,004 | 30,620,004 | | |
| Value | 11,611,414 | 11,611,414 | | |
| International | | | | |
| Index | 11,342,599 | 11,342,599 | | |
| Growth | 832,392 | 832,392 | | |
| Bond | | | | |
| US | 9,759,729 | 9,759,729 | | |
| International | 857,622 | 857,622 | | |
| Diversified | 60,203,286 | 60,203,286 | | |
| Money market | 61,580 | 61,580 | | |
| Common stock | 12,569,278 | 12,569,278 | | |
| Common collective trust fund | 24,743,143 | | 24,743,143 | |
| | \$ 196,014,373 | \$ 171,271,230 | \$ 24,743,143 | \$ |

Table of Contents**Consolidated Communications, Inc. 401(k) Plan****Notes to Financial Statements - Continued**

| | December 31, 2013 | | | |
|------------------------------|--------------------------|----------------|----------------|----------------|
| | Total | Level 1 | Level 2 | Level 3 |
| Mutual funds: | | | | |
| Equities | | | | |
| US | | | | |
| Index | \$ 16,997,501 | \$ 16,997,501 | | \$ |
| Growth | 17,723,529 | 17,723,529 | | |
| Value | 6,724,147 | 6,724,147 | | |
| International | | | | |
| Index | 7,757,105 | 7,757,105 | | |
| Growth | 587,249 | 587,249 | | |
| Bond | | | | |
| US | 4,384,053 | 4,384,053 | | |
| International | 538,971 | 538,971 | | |
| Diversified | 17,740,203 | 17,740,203 | | |
| Money market | 18,039 | 18,039 | | |
| Common stock | 684,946 | 684,946 | | |
| Common collective trust fund | 17,558,871 | | 17,558,871 | |
| | \$ 90,714,614 | \$ 73,155,743 | \$ 17,558,871 | \$ |

There were no significant transfers between level 1 and level 2 investments during the years ended December 31, 2014 and 2013.

5. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

6. Tax Status

The IRS has determined and informed Accudraft.com Inc., the Prototype Sponsor, by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Prototype Sponsor has informed the Plan Administrator that the Plan was amended since receiving the determination letter to comply with the Pension Protection Act of 2006, HEART Act and other IRS guidance. The plan Administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by a plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

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Consolidated Communications, Inc. 401(k) Plan

Notes to Financial Statements - Continued

7. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in values of investment funds will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

8. Related Party and Party-In-Interest Transactions

Certain plan investments are shares of a common collective trust and mutual funds managed by T. Rowe Price Trust Company, the trustee of the Plan. The Plan also invests in the common stock of the Company. These transactions qualify as party-in-interest transactions under the provisions of ERISA for which a statutory exemption exists. At December 31, 2014 and 2013, the Plan held 451,645 and 34,893 shares of Consolidated common stock with fair values of \$12,569,278 and \$684,946, respectively. The Plan also transacts with certain parties who may perform services to the Plan. Such parties qualify as parties-in-interest under ERISA.

9. Plan Merger

In connection with the Company's acquisition of SureWest Communications, Inc. (SureWest) in July 2012, the SureWest KSOP was merged into the Plan effective December 31, 2013. At December 31, 2013, the net assets transferred to the Plan of \$96,928,003 were in transit and included as a receivable from a merged plan in the statements of net assets available for benefits. The plan assets were received by the Plan on January 2, 2014.

10. Reconciliation of Financial Statements to Form 5500

The following are reconciliations of net assets available for benefits per the financial statements to the Form 5500:

| | December 31, | |
|----|--------------|----------------|
| | 2014 | 2013 |
| \$ | 199,876,415 | \$ 189,085,223 |

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| | | | |
|--|----|-------------|----------------|
| Net assets available for benefits per the financial statements | | | |
| Adjustment from fair value to contract value for common collective trust | | 358,695 | 245,384 |
| Net assets available for benefits per the Form 5500 | \$ | 200,235,110 | \$ 189,330,607 |

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Consolidated Communications, Inc. 401(k) Plan

Notes to Financial Statements - Continued

The following is a reconciliation of total additions per the financial statements to total income per the Form 5500:

| | Year Ended December 31, 2014 |
|--|---|
| Total additions per the financial statements | \$ 27,085,281 |
| Net change in adjustments from fair value to contract value for common collective trust | 113,311 |
| Total income per the Form 5500 | \$ 27,198,592 |

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SUPPLEMENTAL SCHEDULE

Table of Contents**Consolidated Communications, Inc. 401(k) Plan**

EIN: 02-0636475 Plan Number: 002

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

December 31, 2014

| (a) | (b) Identity of Issuer, Borrower, Lessor or Similar Party | (c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value | (e) Current Value |
|-----|---|---|-------------------------|
| | Common Stock: | | |
| * | Consolidated Communications Holdings, Inc. | 451,645 shares | \$ 12,569,278 |
| | Common Collective Trust: | | |
| * | T. Rowe Price Stable Value Fund - N | 24,384,448 shares | 24,743,143 |
| | Mutual Funds: | | |
| | Metropolitan West Total Return Bond I | 895,388 shares | 9,759,729 |
| | Templeton Global Bond, A | 68,830 shares | 857,622 |
| | American Funds American Mutual R4 | 234,005 shares | 8,665,201 |
| * | T. Rowe Price Capital Appreciation | 56,664 shares | 1,480,619 |
| | Goldman Sachs Growth Opportunities Instl | 215,873 shares | 5,990,481 |
| | Goldman Sachs Small Cap Value | 26,488 shares | 1,474,038 |
| * | T. Rowe Price Growth Stock | 380,768 shares | 19,780,883 |
| | Harbor International | 175,094 shares | 11,342,599 |
| | Oppenheimer Developing Markets Y | 23,742 shares | 832,392 |
| * | T. Rowe Price Mid Cap Value Fund | 102,228 shares | 2,946,213 |
| * | T. Rowe Price Prime Reserve Fund | 61,580 shares | 61,580 |
| | Prudential Jennison Small Company Z | 181,529 shares | 4,848,640 |
| * | T. Rowe Price Retirement Balanced Fund | 339,331 shares | 5,035,673 |
| * | T. Rowe Price Retirement 2005 Fund | 3 shares | 42 |
| * | T. Rowe Price Retirement 2010 Fund | 90,864 shares | 1,611,018 |
| * | T. Rowe Price Retirement 2015 Fund | 445,003 shares | 6,439,193 |
| * | T. Rowe Price Retirement 2020 Fund | 487,787 shares | 10,102,061 |
| * | T. Rowe Price Retirement 2025 Fund | 379,813 shares | 5,966,867 |
| * | T. Rowe Price Retirement 2030 Fund | 441,622 shares | 10,166,142 |
| * | T. Rowe Price Retirement 2035 Fund | 224,247 shares | 3,735,948 |
| * | T. Rowe Price Retirement 2040 Fund | 466,004 shares | 11,146,814 |
| * | T. Rowe Price Retirement 2045 Fund | 179,951 shares | 2,879,219 |
| * | T. Rowe Price Retirement 2050 Fund | 82,904 shares | 1,111,749 |
| * | T. Rowe Price Retirement 2055 Fund | 39,665 shares | 527,941 |
| | Vanguard Institutional Index | 157,912 shares | 29,793,340 |
| | Vanguard Small Cap Index Admiral | 14,739 shares | 823,455 |
| | Vanguard Mid Cap Index Admiral | 8,645 shares | 1,322,493 |
| * | Notes receivable from participants | Interest rates ranging from 4.25% to 9.25%; maturing January 2015 - August 2037 | 4,220,737 |
| | Total | | \$ 200,235,110 |

* Represents a party-in-interest to the Plan as defined by ERISA.

Column (d), cost, has been omitted, as investments are all participant directed.

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SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this Annual Report to be signed on their behalf by the undersigned hereto duly authorized.

Dated: June 19, 2015

CONSOLIDATED COMMUNICATIONS, INC. 401(k) PLAN, BY
CONSOLIDATED COMMUNICATIONS HOLDINGS, INC., AS PLAN
ADMINISTRATOR

By: /s/ Steven L. Childers
Steven L. Childers
Chief Financial Officer
Consolidated Communications Holdings, Inc.

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EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---|
| 23.1 | Consent of Independent Registered Public Accounting Firm. |