

EMDEON CORP  
Form SC TO-C  
September 26, 2006

**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  
September 26, 2006**

Date of Report (Date of earliest event reported)

**EMDEON CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

**0-24975**

**94-3236644**

(State or other jurisdiction of  
incorporation)

(Commission File Number)

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

**669 River Drive, Center 2  
Elmwood Park, New Jersey 07407-1361**

(Address of principal executive offices, including zip code)

**(201) 703-3400**

(Registrant's telephone number, including area code)

(Former name or 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 (*see* General Instruction A.2. below):

- 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))
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**Item 8.01. Other Events**

On September 26, 2006, the Registrant issued a press release announcing its intention to commence a tender offer within approximately two weeks to purchase up to 100,000,000 shares of its common stock at a price per share of \$12.25 in cash. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference. In addition, on September 26, 2006, the Registrant issued a press release announcing that it had agreed to sell to General Atlantic LLC a 52% interest in a limited liability company that will own the Registrant's Emdeon Business Services segment (other than VIPS, Inc. and its subsidiaries). A copy of that press release, which is referred to in Exhibit 99.1, is attached as Exhibit 99.2 hereto and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits

The following exhibit is filed herewith:

- 99.1 Press Release, dated September 26, 2006, announcing that the Registrant intends to commence a tender offer for up to 100,000,000 shares of its common stock
- 99.2 Press Release, dated September 26, 2006, announcing agreement to sell a 52% interest in the Registrant's Emdeon Business Services segment to General Atlantic LLC

**SIGNATURE**

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 thereunto duly authorized.

**EMDEON CORPORATION**

Dated: September 26, 2006

By: /s/ Lewis H. Leicher  
Lewis H. Leicher  
Senior Vice President

**EXHIBIT INDEX**

| <i>Exhibit<br/>Number</i> | <i>Description</i>  |
|---------------------------|---|
| 99.1                      | Press Release, dated September 26, 2006, announcing that the Registrant intends to commence a tender offer for up to 100,000,000 shares of its common stock       |
| 99.2                      | Press Release, dated September 26, 2006, announcing agreement to sell a 52% interest in the Registrant's Emdeon Business Services segment to General Atlantic LLC |