

EMDEON CORP  
Form SC TO-I/A  
November 13, 2006

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**SCHEDULE TO  
(AMENDMENT NO. 2)  
Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934**

**EMDEON CORPORATION**  
(Name of Subject Company (Issuer))

**EMDEON CORPORATION (Issuer)**  
(Names of Filing Persons (Issuer and Offeror))  
**Common Stock, Par Value \$0.0001 Per Share**  
(Title of Class of Securities)  
**290849108**  
(CUSIP Number of Class of Securities)

**CHARLES A. MELE, ESQ.**  
**EMDEON CORPORATION**  
**669 RIVER DRIVE, CENTER 2**  
**ELMWOOD PARK, NEW JERSEY 07407-1361**  
**(201) 703-3400**  
(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of Filing Persons)

Copy to:  
**STEVEN L. GROSSMAN, ESQ.**  
**O'MELVENY & MYERS LLP**  
**1999 AVENUE OF THE STARS, 7TH FLOOR**  
**LOS ANGELES, CALIFORNIA 90067**  
**CALCULATION OF FILING FEE**

<b>Transaction Valuation(1)</b>	<b>Amount of Filing Fee(2)</b>
<b>\$1,225,000,000</b>	<b>\$131,075</b>

- (1) Estimated solely for purposes of calculating the filing fee only, based on the purchase of 100,000,000 shares of common stock at the offer price of \$12.25 per share.
- (2) The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities and Exchange Act of 1934, as amended, equals \$107.00 per million of the value of the transaction.
- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

\$131,075 Filing Party: Emdeon Corporation

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Amount Previously

Paid:

Form or Registration

Date Filed: October 20, 2006

No.: Schedule TO

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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### INTRODUCTION

This Amendment No. 2 (this Amendment ) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the Commission ) on October 20, 2006 (as amended through the date hereof, the Schedule TO ) relating to the offer by Emdeon Corporation, a Delaware corporation, to purchase up to 100,000,000 shares of its common stock, par value \$0.0001 per share, upon the terms and subject to the conditions set forth in the Offer to Purchase dated October 20, 2006, as amended through the date hereof (as amended, the Offer to Purchase ), and in the related Letter of Transmittal (the Letter of Transmittal ), copies of which are filed as Exhibits (a)(1)(A) and (a)(1)(B) to the Schedule TO, respectively.

The information in the Offer to Purchase and related Letter of Transmittal is incorporated in this Amendment No. 2 to the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

#### **Item 11. Additional Information.**

- (b) On November 10, 2006, the company issued a press release announcing that it will increase the number of shares subject to the tender offer to 140,000,000 and decrease the purchase price at which stockholders may tender to \$12.00 per share. A copy of this press release is filed as exhibit (a)(1)(O) to the Schedule TO and is incorporated herein by reference.

#### **Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

- (a)(1)(O) Press Release dated November 10, 2006.

**SIGNATURE**

After due 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.

Date: November 10, 2006

EMDEON CORPORATION

By: /s/ Lewis H. Leicher

Name: Lewis H. Leicher

Title: Senior Vice President

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**EXHIBIT INDEX**

- (a)(1)(A)\* Offer to Purchase dated October 20, 2006.
- (a)(1)(B)\* Letter of Transmittal.
- (a)(1)(C)\* Notice of Guaranteed Delivery.
- (a)(1)(D)\* Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(E)\* Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(F)\* Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
- (a)(1)(G)\* Press Release dated October 20, 2006.
- (a)(1)(H)\* Summary Advertisement.
- (a)(1)(I)\* Letter to Stockholders dated October 20, 2006.
- (a)(1)(J)\*\* Letter to Participants in the Emdeon 401(k) Savings and Employee Stock Ownership Plan dated October 26, 2006.
- (a)(1)(K)\*\* Letter to Participants in the Porex Corporation 401(k) Savings Plan dated October 26, 2006.
- (a)(1)(L)\*\* Letter to Holders of Option to Purchase Emdeon Common Stock dated October 26, 2006.
- (a)(1)(M)\*\* Email communication to Employees.
- (a)(1)(N) Notice to Directors and Executive Officers of Emdeon Corporation, dated October 26, 2006, regarding Blackout Period with Respect to Trading of Emdeon Securities (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by the Company on October 26, 2006).
- (a)(1)(O)\*\*\* Press Release dated November 10, 2006.
- (a)(5)(A)\* Risk Factors.
- (b) Not Applicable.
- (d)(1) WebMD Corporation 2001 Employee Non-Qualified Stock Option Plan, as amended (incorporated by reference to Exhibit 10.46 to the Company's Form 10-K for the year ended December 31, 2001, as amended by Amendment No. 1 on Form 10-K/A).
- (d)(2) Healtheon Corporation 1996 Stock Plan and Form of Stock Option Agreement (incorporated by reference to Exhibit 10.2 to Amendment No. 2 to the Company's Registration Statement on Form S-1 (No. 333-70553) filed February 10, 1999).
- (d)(3)

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Emdeon Corporation 2000 Long-Term Incentive Plan (incorporated by reference to Annex E to the Proxy Statement/Prospectus, filed on August 14, 2006, and included in the Company's Registration Statement on Form S-4 (No. 333-39592)).

- (d)(4) Envoy Stock Plan (incorporated by reference to Exhibit 99.1 to the Company's Registration Statement on Form S-8 (No. 333-42616) filed July 31, 2000).
- (d)(5) WebMD Corporation 2002 Restricted Stock Plan (incorporated by reference to Exhibit 10.21 to the Company's Annual Report on Form 10-K for the year ended December 31, 2002).
- (d)(6) 2003 Non-Qualified Stock Option Plan for Employees of Advanced Business Fulfillment, Inc. (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003).
- (d)(7) Registration Rights Agreement (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K/A filed on November 9, 2005 (amending the Current Report on Form 8-K filed on August 30, 2005)).
- (g) Not Applicable.
- (h) Not Applicable.

\* Previously filed  
with the  
Schedule TO on  
October 20,  
2006

\*\* Previously filed  
with  
Amendment No.  
1 to Schedule  
TO on October  
27, 2006

\*\*\* Filed herewith