

HLTH CORP
Form 8-K
December 11, 2008

**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
December 10, 2008**

**Date of Report (Date of earliest event reported)
HLTH 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
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Item 8.01. Other Events

Reference is made to:

the Indenture between the Registrant and The Bank of New York, as Trustee, dated August 30, 2005, relating to 3 $\frac{1}{8}$ % Convertible Notes due 2025 issued by the Registrant (filed previously as Exhibit 4.1 to Amendment, filed on November 9, 2005, to the Registrant's Current Report on Form 8-K filed on August 30, 2005); and

the Indenture between the Registrant and The Bank of New York, as Trustee, dated June 25, 2003, relating to the 1.75% Convertible Subordinated Notes due 2023 issued by the Registrant (filed previously as Exhibit 4.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003).

As previously announced, the Registrant purchased 83,699,922 shares of its common stock at a price of \$8.80 per share pursuant to a tender offer that expired at 5:00 P.M., New York City time, on November 25, 2008. Under the applicable provisions of the documents referenced above, no adjustment to the conversion rates of either of the securities referenced above will be made as a result of the completion of the tender offer. Under the applicable provisions of the documents referenced above, December 10, 2008 was the end of the period for determining whether a change would be required in the respective conversion rates of the securities referenced above, based in part on trading prices of the Registrant's common stock during that period.

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.

HLTH CORPORATION

Dated: December 11, 2008

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