

HEALTHAXIS INC
Form 425
November 20, 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

Date of Report (Date of earliest event reported): November 19, 2008

EBIX, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other Jurisdiction of
Incorporation)

0-15946

(Commission File Number)

77-0021975

(IRS Employer Identification No.)

5 Concourse Parkway, Suite 3200, Atlanta, Georgia 30328

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(678) 281-2020**

(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))

Item 8.01: Other Events.

On November 19, 2008, the registrant, Ebix, Inc. (NASDAQ: EBIX), announced via a press release that it had decided to extend until December 31, 2008, its all stock offer at \$0.85 per share in respect to a business combination transaction with HealthAxis, Inc. (HealthAxis) (NASDAQ: HAXS). The equivalent consideration to be provided will be payable in the form of shares of Ebix common stock valued at the 15-day average closing price preceding the date that the business combination is consummated. Ebix will allow existing HealthAxis warrant holders to convert their warrants to into Ebix common stock when Ebix s stock price increases proportionately by the same percentage as would have been required of HealthAxis s common stock under the terms of HealthAxis warrants.

A copy of this press release is attached as Exhibit 99.1 and is incorporated herein by reference. A copy of Ebix s letter to the HealthAxis board of directors is attached as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01: Exhibits.

The following exhibits are being furnished with this report pursuant to Item 8.01of this Form 8-K:

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Press Release dated November 19, 2008 re: Ebix s Extension of its Offer to Purchase HealthAxis. |
| 99.2 | Letter dated November 19, 2008 from Ebix to HealthAxis s Board of Directors. |

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.

EBIX, INC.

By: /s/ Robert F. Kerris

Robert Kerris
Chief Financial Officer
and Corporate Secretary

November 20, 2008

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Press Release dated November 19, 2008 re: Ebix's Extension of its Offer to Purchase HealthAxis. |
| 99.2 | Letter dated November 19, 2008 from Ebix to HealthAxis's Board of Directors. |