

HLTH CORP
Form 8-K
October 30, 2008

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**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
October 30, 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 (17 CFR 240.13e-4(c))
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Item 2.02. Results of Operations and Financial Condition

On October 30, 2008, HLTH Corporation issued a press release announcing its results for the quarter ended September 30, 2008. A copy of the press release is attached as Exhibit 99.1 to this Current Report. Exhibit 99.2 to this Current Report contains the financial tables that accompanied the press release. Exhibit 99.3 to this Current Report contains an Annex to the press release entitled Explanation of Non-GAAP Financial Measures. Exhibits 99.1, 99.2 and 99.3 are being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act), nor shall any of those exhibits be deemed incorporated by reference in any filing under the Securities Act of 1933 (the Securities Act) or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

On October 30, 2008, WebMD Health Corp. (which we refer to as WHC), a publicly-traded subsidiary of HLTH, issued a press release announcing its results for the quarter ended September 30, 2008. A copy of the press release issued by WHC is incorporated by reference, as Exhibit 99.4 hereto, from Exhibit 99.1 to the Current Report on Form 8-K filed today by WHC. A copy of the financial tables that accompanied the WHC press release are incorporated by reference, as Exhibit 99.5 hereto, from Exhibit 99.2 to the Current Report on Form 8-K filed today by WHC. A copy of Annex A to the WHC press release, entitled Explanation of Non-GAAP Financial Measures, is incorporated by reference, as Exhibit 99.7 hereto, from Exhibit 99.4 to the Current Report on Form 8-K filed today by WHC. Exhibits 99.4, 99.5 and 99.7 to this Current Report are being furnished and shall not be deemed filed for purposes of Section 18 of the Exchange Act, nor shall any of those Exhibits be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 7.01. Regulation FD Disclosure

A copy of certain forward-looking financial information that accompanied Exhibit 99.4 is incorporated by reference, as Exhibit 99.6 hereto, from Exhibit 99.3 to the Current Report on Form 8-K filed today by WHC. Exhibit 99.6 is being furnished and shall not be deemed filed for purposes of Section 18 of the Exchange Act, nor shall it be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 8.01. Other Events

On October 27, 2008, HLTH Corporation issued a press release announcing that it has commenced a tender offer to purchase up to 80 million shares of its common stock at a price per share of \$8.80. A copy of the press release is filed as Exhibit 99.8 hereto.

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Item 9.01. Financial Statements and Exhibits

(d) Exhibits. The following exhibits are furnished herewith:

| <i>Exhibit Number</i> | <i>Description</i> |
|---------------------------|--|
| 99.1 | Press Release, dated October 30, 2008, regarding the Registrant's results for the quarter ended September 30, 2008 and other matters |
| 99.2 | Financial Tables accompanying Exhibit 99.1 |
| 99.3 | Annex A to Exhibits 99.1 and 99.2 |
| 99.4 | Press Release, dated October 30, 2008, regarding WebMD Health Corp.'s results for the quarter ended September 30, 2008 and other matters (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by WebMD Health Corp. on October 30, 2008) |
| 99.5 | Financial Tables accompanying Exhibit 99.4 (incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K filed by WebMD Health Corp. on October 30, 2008) |
| 99.6 | WebMD Health Corp. Financial Guidance Summary (incorporated by reference to Exhibit 99.3 to the Current Report on Form 8-K filed by WebMD Health Corp. on October 30, 2008) |
| 99.7 | Annex A to Exhibits 99.4 through 99.6 (incorporated by reference to Exhibit 99.4 to the Current Report on Form 8-K filed by WebMD Health Corp. on October 30, 2008) |
| 99.8 | Press Release, dated October 27, 2008, announcing commencement of tender offer by HLTH Corporation for its common stock (incorporated by reference to Exhibit (a)(1)(G) to the Schedule TO filed by HLTH Corporation on October 27, 2008) |

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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: October 30, 2008

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

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