

EMDEON CORP  
Form 8-K/A  
November 09, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K/A  
Amendment No. 1  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
August 24, 2005**

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))
-

*This Amendment is being filed to add Exhibits 4.1 and 4.2 to this Current Report on Form 8-K.*

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits

The following exhibits are filed herewith:

- 4.1 Indenture between the Registrant and The Bank of New York, dated as of August 30, 2005
- 4.2 Registration Rights Agreement dated as of August 30, 2005 between the Registrant and Citigroup Global Markets Inc.
- 99.1 Press release announcing the pricing of the Registrant's 38% Convertible Notes due 2025\*

\*Previously filed.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, Emdeon Corporation has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**EMDEON CORPORATION**

Dated: November 9, 2005

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

3

---

**EXHIBIT INDEX**

***Exhibit  
Number***

***Description***

- |      |                                                                                                                    |
|------|--------------------------------------------------------------------------------------------------------------------|
| 4.1  | Indenture between the Registrant and The Bank of New York, dated as of August 30, 2005                             |
| 4.2  | Registration Rights Agreement dated as of August 30, 2005 between the Registrant and Citigroup Global Markets Inc. |
| 99.1 | Press release announcing the pricing of the Registrant's 38% Convertible Notes due 2025*                           |

\*Previously filed.