

Emdeon Inc.  
Form DEFA14A  
October 28, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**EMDEON INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



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**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): October 27, 2011 (October 19, 2011)**

**Emdeon Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**3055 Lebanon Pike, Suite 1000**

**001-34435**  
**(Commission**

**File Number)**

**20-5799664**  
**(I.R.S. Employer**

**Identification No.)**

**37214**

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Nashville, TN

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (615) 932-3000

Not Applicable

(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 (*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 8.01 Other Events**

This Current Report on Form 8-K (the Current Report ) is being filed to disclose certain information regarding litigation related to the proposed transactions (the Transactions ) contemplated by the previously announced Agreement and Plan of Merger, dated as of August 3, 2011, by and among Emdeon Inc., a Delaware corporation ( Emdeon ), Beagle Parent Corp., a Delaware corporation ( Parent ), and Beagle Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Parent (the Merger ).

On October 19, 2011, the plaintiff in the previously-disclosed action, *Henry Rohrbacher v. Emdeon Inc., et al.*, Case 3:11-cv-00845 (M.D.Tenn.), filed a voluntary notice of dismissal. On October 24, 2011 plaintiffs in the previously-disclosed action, *City of Pontiac General Employees Retirement System v. Emdeon Inc., et al.*, No. 11-1094.III (Ch. Ct., Davidson Cty., Tenn.), filed a voluntary notice of dismissal. On October 25, 2011 plaintiffs in the previously-disclosed action, *In re Emdeon Inc. Shareholder Litig.*, C.A. No. 6767-VCN (Del. Ch.), filed a voluntary notice of dismissal.

**Forward-Looking Statements**

Statements made in this Current Report that express Emdeon s or management s intentions, plans, beliefs, expectations or predictions of future events are forward-looking statements, which Emdeon intends to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. These statements often include words such as may, will, should, believe, expect, anticipate, intend, plan, estimate or similar expressions. Forward-looking statements also may include information concerning the Transactions and Emdeon s possible or assumed future results of operations, including descriptions of Emdeon s revenues, profitability and outlook and its overall business strategy. You should not place undue reliance on these statements because they are subject to numerous uncertainties and factors relating to the Transactions and Emdeon s operations and business environment, all of which are difficult to predict and many of which are beyond Emdeon s control. Although Emdeon believes that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect Emdeon s actual financial results or results of operations and could cause actual results to differ materially from those in the forward-looking statements. Such factors related to the Transactions include unexpected costs or liabilities, delays due to regulatory review, certain closing conditions (including the committed financing) may not be timely satisfied or waived, litigation may be commenced and general and business conditions may change. Other factors that may cause actual results to differ materially include those set forth in the risks discussed in the Risk Factors and Management s Discussion and Analysis of Financial Condition and Results of Operations sections and elsewhere in Emdeon s Annual Report on Form 10-K for the year ended December 31, 2010, as well as Emdeon s periodic and other reports, filed with the Securities and Exchange Commission (the SEC ).

You should keep in mind that any forward-looking statement made by Emdeon herein, or elsewhere, speaks only as of the date on which made. Emdeon expressly disclaims any intent, obligation or undertaking to update or revise any forward-looking statements made herein to reflect any change in Emdeon s expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based.

**Important Additional Information Filed with the SEC:**

In connection with the proposed Merger, Emdeon filed a definitive proxy statement with the SEC on September 29, 2011 (the proxy statement ) and an amendment No. 4 to the Rule 13e-3 Transaction Statement on October 5, 2011. The proxy statement and a form of proxy have been mailed to Emdeon s stockholders. EMDEON S STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT AND THE RULE 13E-3 TRANSACTION STATEMENT REGARDING THE PROPOSED MERGER CAREFULLY BECAUSE THEY CONTAIN IMPORTANT INFORMATION. Emdeon s stockholders are able to obtain, without charge, a copy of the proxy statement, the Rule 13e-3 Transaction Statement and other relevant documents (when available) filed with the SEC from the SEC s website at <http://www.sec.gov>. Emdeon s stockholders are able to obtain, without charge, a copy of the proxy statement, the Rule 13e-3 Transaction Statement and other relevant documents (when available) by directing a request by mail or telephone to Emdeon Inc., Attn: Secretary, 3055 Lebanon Pike, Suite 1000, Nashville, TN 37214, telephone: (615) 932-3000, or from Emdeon s website, <http://www.emdeon.com>.

**Participants in Solicitation:**

Emdeon and its executive officers and directors may be deemed to be participants in the solicitation of proxies from Emdeon's stockholders with respect to the proposed Merger. Information regarding any interests that Emdeon's directors and executive officers may have in the Transactions is set forth in the proxy statement. In addition, information about the Company's directors and executive officers is contained in the Company's most recent proxy statement for its annual meeting of stockholders and annual report on Form 10-K, which are available on the Company's website and at [www.sec.gov](http://www.sec.gov).

**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.

**EMDEON INC.**

Date: October 27, 2011

By: /s/ Gregory T. Stevens

Name: Gregory T. Stevens

Title: Executive Vice President, General Counsel and Secretary