

Emdeon Inc.
Form S-1MEF
August 11, 2009

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As filed with the Securities and Exchange Commission on August 11, 2009

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Emdeon Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

7374

(Primary Standard Industrial
Classification Code Number)
3055 Lebanon Pike, Suite 1000
Nashville, TN 37214
(615) 932-3000

20-5799664

(IRS Employer
Identification Number)

(Address, including zip code, and telephone number, including area code, of Registrant's principal
executive offices)

**Gregory T. Stevens, Esq.
Executive Vice President, General Counsel and Secretary
3055 Lebanon Pike, Suite 1000
Nashville, TN 37214
(615) 932-3000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**John C. Kennedy, Esq.
Paul, Weiss, Rifkind, Wharton &
Garrison LLP
1285 Avenue of the Americas
New York, New York 10019-6064
(212) 373-3000**

**Michael Kaplan, Esq.
Davis, Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017
(212) 450-4000**

**Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable
after this Registration Statement becomes effective.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to
Rule 415 under the Securities Act of 1933, check the following box:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act,
check the following box and list the Securities Act registration statement number of the earlier effective registration
statement for the same offering: 333-153451

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the
following box and list the Securities Act registration statement number of the earlier effective registration statement
for the same offering:

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the
following box and list the Securities Act registration statement number of the earlier effective registration statement

for the same offering:

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)(2)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee
Class A common Stock, \$0.00001 par value per share	2,587,500	\$15.50	\$40,106,250	\$2,238

(1) The 2,587,500 shares of Class A common stock being registered in this Registration Statement are in addition to the 24,667,500 shares of Class A common stock registered pursuant to the registrant's Registration Statement on Form S-1 (File No. 333-153451).

(2) Including 337,500 shares of Class A common stock which may be purchased by the underwriters to cover over-allotments, if any.

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule

457(o) under the
Securities Act.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

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EXPLANATORY NOTE

This registration statement is being filed pursuant to Rule 462(b) (Rule 462(b)) and General Instruction V of Form S-1, both as promulgated under the Securities Act of 1933, as amended. Pursuant to Rule 462(b), the contents of the Registration Statement on Form S-1 (File No. 333-153451) of Emdeon Inc. (the Registrant), including the exhibits thereto, which was declared effective by the Securities and Exchange Commission (the Commission) on August 11, 2009, are incorporated by reference into this registration statement.

The Registrant hereby certifies that it (i) has instructed its bank to transmit to the Commission the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission s account at U.S. Bank as soon as practicable (but no later than the close of business on August 12, 2009), (ii) will not revoke such instructions, (iii) has sufficient funds in the relevant account to cover the amount of such filing fee, and (iv) will confirm receipt of such instructions by its bank during the bank s regular business hours no later than August 12, 2009.

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**PART II
INFORMATION NOT REQUIRED IN PROSPECTUS**

Item 16. Exhibits and Financial Statement Schedules.

All exhibits filed with or incorporated by reference in Registration Statement No. 333-153451 are incorporated by reference into, and shall be deemed to be a part of, this registration statement, except for the following, which are filed herewith.

Exhibit

Number Description of Exhibit

- | | |
|------|---|
| 5.1 | Opinion of Paul, Weiss, Rifkind, Wharton & Garrison LLP as to the legality of the shares registered hereunder. |
| 23.1 | Consent of Ernst & Young LLP, independent registered public accounting firm. |
| 23.2 | Consent of Paul, Weiss, Rifkind, Wharton & Garrison LLP (included in Exhibit 5.1). |
| 24.1 | Powers of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form S-1 of Emdeon Inc. (Registration No. 333-153451)). |
| 24.2 | Power of Attorney of Dinyar S. Devitre (incorporated by reference to Exhibit 24.2 to Amendment No. 1 to the Registration Statement on Form S-1 of Emdeon Inc. (Registration No. 333-153451)). |
| 24.3 | Power of Attorney of Philip M. Pead (incorporated by reference to Exhibit 24.3 to Amendment No. 2 to the Registration Statement on Form S-1 of Emdeon Inc. (Registration No. 333-153451)). |
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on August 11, 2009.

EMDEON INC.

By: /s/ George I. Lazenby
 George I. Lazenby
 Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on August 11, 2009, by the following persons in the capacities indicated.

Signature	Title
/s/ George I. Lazenby	Chief Executive Officer and Director (Principal Executive Officer)
George I. Lazenby	
/s/ Bob A. Newport, Jr.	Chief Financial Officer
Bob A. Newport, Jr.	(Principal Financial and Accounting Officer)
*	
Tracy L. Bahl	Executive Chairman
*	
Mark F. Dzialga	Director
*	
Jonathan C. Korngold	Director
*	
Philip U. Hammarskjold	Director
*	
Jim D. Kever	Director
*	
Allen R. Thorpe	Director
*	Director

Dinyar S. Devitre

*

Philip Pead

Director

*By: /s/ Gregory T. Stevens

Gregory T. Stevens,
Attorney-in-Fact

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