

EMDEON CORP  
Form 8-K  
February 09, 2006

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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  
February 8, 2006**

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))
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Item 5.05. Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics

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EX-14.1 CODE OF BUSINESS CONDUCT

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**Item 5.05. Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics**

A copy of the Code of Business Conduct of the Registrant, amended effective as of February 8, 2006, is attached as Exhibit 14.1 to this Current Report and is incorporated by reference in this Item 5.05 in its entirety.

In September 2005, the Registrant's Code of Business Conduct was formally adopted as the Code of Conduct of WebMD Health Corp., then a wholly owned subsidiary of the Registrant, in connection with an initial public offering of Class A Common Stock of WebMD. The Registrant currently owns approximately 85.8% of the outstanding common stock of WebMD and certain of the Registrant's directors and officers are also directors and/or officers of WebMD. In addition, the Registrant provides certain administrative and other services to WebMD pursuant to a services agreement between them. Accordingly, the Audit Committees and Governance & Compliance Committees of each of the Registrant and WebMD believe it is advisable to have a single Code of Business Conduct apply to all of their directors, officers and employees.

The primary purpose of the recent amendments to the Code was to make explicit, in the text of the Code, its use by both the Registrant and WebMD. Related changes were made to reflect the Registrant's name change, in October 2005, to Emdeon Corporation. In addition, new sections were added to cover two additional topics covered by many public companies in their codes of conduct:

Relations with Governmental Bodies and Agencies and their Officials (and Former Officials); and

Economic Sanctions and Trade Embargoes.

Finally, wording changes were made in other places in the Code in order to clarify or update various provisions. None of these amendments to the Code constituted or effected a waiver of application of any provision of the Code to the Registrant's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

The following exhibits are filed herewith:

14.1 Code of Business Conduct of the Registrant, amended effective as of February 8, 2006

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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.

**EMDEON CORPORATION**

Dated: February 9, 2006

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

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**EXHIBIT INDEX**

| <i>Exhibit<br/>Number</i> | <i>Description</i>                                                                |
|---------------------------|-----------------------------------------------------------------------------------|
| 14.1                      | Code of Business Conduct of the Registrant, as amended effective February 8, 2006 |

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