

HLTH CORP
Form 425
June 04, 2008

**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
June 3, 2008**

**Date of Report (Date of earliest event reported)
WEBMD HEALTH CORP.**

(Exact name of registrant as specified in its charter)

Delaware

0-51547

20-2783228

(State or other jurisdiction of
incorporation)

(Commission File Number)

(I.R.S. Employer
Identification No.)

**111 Eighth Avenue
New York, New York 10011**

(Address of principal executive offices, including zip code)
(212) 624-3700

(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 8.01. Other Events

On June 3, 2008, SNTC Holding, Inc. (the Seller), which is a wholly owned subsidiary of HLTH Corporation, and General Dynamics Information Technology, Inc. (the Purchaser), which is a wholly owned subsidiary of General Dynamics Corporation (GDC), entered into a Stock Purchase Agreement providing for the sale of HLTH s ViPS segment to the Purchaser. A copy of HLTH s press release announcing the entry into the Stock Purchase Agreement is filed as Exhibit 99.1 to this Current Report and is incorporated herein by reference. HLTH owns approximately 84% of the outstanding common stock of WebMD.

Under the Stock Purchase Agreement, the Purchaser is acquiring all of the outstanding capital stock of ViPS, Inc. for \$225 million in cash, subject to customary adjustment based on the amount of ViPS s working capital at the time the sale is completed. Completion of the transaction is subject to customary closing conditions, including the expiration or termination of the waiting period under the Hart-Scott-Rodino Act.

As previously disclosed, completion of the sale of ViPS would satisfy one of the conditions to completing the pending merger (the Merger) of HLTH with WebMD.

Additional Information About the Proposed Merger and Where to Find It:

In connection with the proposed Merger, HLTH and WebMD expect to file, with the SEC, a proxy statement/prospectus as part of a registration statement regarding the proposed transaction. Investors and security holders are urged to read the proxy statement/prospectus because it will contain important information about HLTH and WebMD and the proposed transaction. Investors and security holders may obtain a free copy of the definitive proxy statement/prospectus and other documents when filed by HLTH and WebMD with the SEC at www.sec.gov or www.hlth.com or www.wbmd.com. Investors and security holders are urged to read the proxy statement/prospectus and other relevant material when they become available before making any voting or investment decisions with respect to the Merger.

Participants in the Merger

HLTH, WebMD, their directors and certain of their executive officers may be considered participants in the solicitation of proxies in connection with the proposed transaction. Information about the directors and executive officers of HLTH and WebMD and their respective interests in the proposed transactions will be set forth or incorporated by reference in the proxy statement/prospectus that HLTH and WebMD will file with the SEC in connection with the proposed transaction. Information about the directors and executive officers of HLTH is available in Item 10 of HLTH s Annual Report on Form 10-K for the Year Ended December 31, 2007, included in an Amendment to that Form 10-K filed with the SEC on April 29, 2008. Information about the directors and executive officers of WebMD is available in Item 10 of WebMD s Annual Report on Form 10-K for the Year Ended December 31, 2007, included in an Amendment to that Form 10-K filed with the SEC on April 29, 2008. Investors may obtain additional information regarding the interests of such participants by reading the proxy statement/prospectus when it becomes available.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits. The following exhibit is filed herewith:

Exhibit

Number

Description

| | |
|------|--------------------------------------------------------------------------------------------------------------|
| 99.1 | Press Release issued by HLTH Corporation, dated June 3, 2008, regarding the sale of ViPS and related matters |
|------|--------------------------------------------------------------------------------------------------------------|

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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.

WEBMD HEALTH CORP.

Dated: June 3, 2008

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

EXHIBIT INDEX

*Exhibit
Number*

Description

99.1 Press Release issued by HLTH Corporation, dated June 3, 2008, regarding the sale of ViPS and related matters