

EMDEON CORP  
Form 8-K  
November 18, 2005

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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  
November 15, 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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 1.02. Termination of a Material Definitive Agreement**

To the extent required by Item 1.02 of Form 8-K, the information contained in Item 5.02 of this Current Report is incorporated by reference in this Item 1.02. In addition, to the extent required by Item 1.02 of Form 8-K, the following are incorporated by reference in this Item 1.02 pursuant to General Instruction B.3 of Form 8-K:

the employment agreement between Tony G. Holcombe and the Registrant, a copy of which was filed as Exhibit 10.49 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2003;

the description of employment arrangements with Mr. Holcombe in the Proxy Statement, dated August 15, 2005, for the Registrant's 2005 Annual Meeting of Stockholders under the heading *Executive Compensation Compensation Arrangements with Executive Officers Arrangements with Tony G. Holcombe*.

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

(b) Tony G. Holcombe, the President of the Registrant and the President of its Business Services segment, will resign from all positions with the Registrant and its subsidiaries effective December 2, 2005 in order to pursue another business opportunity.

**Item 7.01. Regulation FD Disclosure**

On November 18, 2005, the Registrant issued a press release regarding the management change referred to in Item 5.02 and other matters. A copy of the press release is attached as Exhibit 99.1. Exhibit 99.1 is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits

The following exhibit is furnished herewith:

99.1 Press Release, dated November 18, 2005, regarding management change and other 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.

**EMDEON CORPORATION**

Dated: November 18, 2005

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

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<i>Exhibit Number</i>	<i>Description</i>
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