

HLTH CORP
Form 4
October 27, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BROOKE PAUL A

(Last) (First) (Middle)

669 RIVER DRIVE, CENTER 2

(Street)

ELMWOOD PARK, NJ 07407

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HLTH CORP [HLTH]

3. Date of Earliest Transaction (Month/Day/Year)
10/23/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|---|
| | | | | Code V | Amount | (A) or (D) | Price | |
| Common Stock | 10/23/2009 | | D | | 70,000 | D | 0 | D |
| Common Stock | 10/23/2009 | | D | | 201,667 | D | 0 | I |

By PMSV Holdings LLC

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 8.1875 | 10/23/2009 | | D | | 30,000 | | 10/23/2009 | 11/22/2010 | Common Stock | 30,000 |
| Stock Option (right to buy) | \$ 7.9375 | 10/23/2009 | | D | | 20,000 | | 10/23/2009 | 01/01/2011 | Common Stock | 20,000 |
| Stock Option (right to buy) | \$ 3.43 | 10/23/2009 | | D | | 20,000 | | 10/23/2009 | 09/20/2011 | Common Stock | 20,000 |
| Stock Option (right to buy) | \$ 7.06 | 10/23/2009 | | D | | 20,000 | | 10/23/2009 | 01/01/2012 | Common Stock | 20,000 |
| Stock Option (right to buy) | \$ 6.99 | 10/23/2009 | | D | | 20,000 | | 10/23/2009 | 11/04/2012 | Common Stock | 20,000 |
| Stock Option (right to buy) | \$ 8.55 | 10/23/2009 | | D | | 20,000 | | 10/23/2009 | 01/01/2013 | Common Stock | 20,000 |
| Stock Option (right to buy) | \$ 8.99 | 10/23/2009 | | D | | 20,000 | | 10/23/2009 | 01/01/2014 | Common Stock | 20,000 |
| Stock Option (right to buy) | \$ 8.16 | 10/23/2009 | | D | | 20,000 | | 10/23/2009 | 01/01/2015 | Common Stock | 20,000 |
| | \$ 8.46 | 10/23/2009 | | D | | 20,000 | | ⁽¹⁰⁾ | 01/01/2016 | | 20,000 |

| Stock Option (right to buy) | | | | | | | | Common Stock | |
|-----------------------------|----------|------------|---|--------|-------------|------------|--------------|--------------|--|
| Stock Option (right to buy) | \$ 12.39 | 10/23/2009 | D | 20,000 | <u>(10)</u> | 01/01/2017 | Common Stock | 20,000 | |
| Stock Option (right to buy) | \$ 13.4 | 10/23/2009 | D | 20,000 | <u>(10)</u> | 01/01/2018 | Common Stock | 20,000 | |
| Stock Option (right to buy) | \$ 9.46 | 10/23/2009 | D | 20,000 | <u>(10)</u> | 12/10/2018 | Common Stock | 20,000 | |
| Stock Option (right to buy) | \$ 10.46 | 10/23/2009 | D | 20,000 | <u>(10)</u> | 01/01/2019 | Common Stock | 20,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BROOKE PAUL A 669 RIVER DRIVE, CENTER 2 ELMWOOD PARK, NJ 07407 | | | X | |

Signatures

/s/ Lewis H. Leicher, Attorney-in-Fact for Paul A. Brooke

10/26/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Pursuant to the terms of the merger agreement ("Merger Agreement") between HLTH Corporation ("HLTH") and WebMD Health Corp. ("WebMD") dated June 17, 2009, each share of HLTH common stock was automatically converted into .4444 shares of WebMD common stock on the effective date of the merger.
 - (2) Pursuant to the terms of the Merger Agreement, this stock option was automatically assumed by WebMD on the effective date of the merger and replaced with an option to purchase 13,332 shares of WebMD common stock with an exercise price of \$18.43 per share.
 - (3) Pursuant to the terms of the Merger Agreement, this stock option was automatically assumed by WebMD on the effective date of the merger and replaced with an option to purchase 8,888 shares of WebMD common stock with an exercise price of \$17.87 per share.
 - (4) Pursuant to the terms of the Merger Agreement, this stock option was automatically assumed by WebMD on the effective date of the merger and replaced with an option to purchase 8,888 shares of WebMD common stock with an exercise price of \$7.72 per share.

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- (5) Pursuant to the terms of the Merger Agreement, this stock option was automatically assumed by WebMD on the effective date of the merger and replaced with an option to purchase 8,888 shares of WebMD common stock with an exercise price of \$15.89 per share.
- (6) Pursuant to the terms of the Merger Agreement, this stock option was automatically assumed by WebMD on the effective date of the merger and replaced with an option to purchase 8,888 shares of WebMD common stock with an exercise price of \$15.73 per share.
- (7) Pursuant to the terms of the Merger Agreement, this stock option was automatically assumed by WebMD on the effective date of the merger and replaced with an option to purchase 8,888 shares of WebMD common stock with an exercise price of \$19.24 per share.
- (8) Pursuant to the terms of the Merger Agreement, this stock option was automatically assumed by WebMD on the effective date of the merger and replaced with an option to purchase 8,888 shares of WebMD common stock with an exercise price of \$20.23 per share.
- (9) Pursuant to the terms of the Merger Agreement, this stock option was automatically assumed by WebMD on the effective date of the merger and replaced with an option to purchase 8,888 shares of WebMD common stock with an exercise price of \$18.37 per share.
25% of the shares underlying the option vested or are scheduled to vest on the first anniversary of the grant date and 1/48 of the shares vested or are scheduled to vest monthly thereafter over the next three-year period (fully vested on the 4th anniversary of the grant date). The date of grant for each of these options was ten years prior to the expiration date.
- (11) Pursuant to the terms of the Merger Agreement, this stock option was automatically assumed by WebMD on the effective date of the merger and replaced with an option to purchase 8,888 shares of WebMD common stock with an exercise price of \$19.04 per share.
- (12) Pursuant to the terms of the Merger Agreement, this stock option was automatically assumed by WebMD on the effective date of the merger and replaced with an option to purchase 8,888 shares of WebMD common stock with an exercise price of \$27.89 per share.
- (13) Pursuant to the terms of the Merger Agreement, this stock option was automatically assumed by WebMD on the effective date of the merger and replaced with an option to purchase 8,888 shares of WebMD common stock with an exercise price of \$30.16 per share.
- (14) Pursuant to the terms of the Merger Agreement, this stock option was automatically assumed by WebMD on the effective date of the merger and replaced with an option to purchase 8,888 shares of WebMD common stock with an exercise price of \$21.29 per share.
- (15) Pursuant to the terms of the Merger Agreement, this stock option was automatically assumed by WebMD on the effective date of the merger and replaced with an option to purchase 8,888 shares of WebMD common stock with an exercise price of \$23.54 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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