

Emdeon Inc.
Form 3/A
February 05, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Hellman & Friedman LLC		(Month/Day/Year)	Emdeon Inc. [EM]	
(Last)	(First)	(Middle)	08/11/2009	
ONE MARITIME PLAZA, 12TH FLOOR			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	08/11/2009
SAN FRANCISCO,Â CAÂ 94111			<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock, par value \$0.00001 per share ⁽⁵⁾	11,639,697 ⁽⁵⁾	I	By H&F Harrington AIV II, L.P. <u>(1)</u> <u>(2)</u> <u>(3)</u>

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Limited Liability Company Units of EBS Master LLC <u>(5)</u>	Â <u>(4)</u>	Â <u>(4)</u>	Class A Common Stock, par value \$0.00001 per share	0 <u>(4)</u> <u>(5)</u>	\$ <u>(4)</u>	I By H&F Harrington AIV II, L.P. <u>(1)</u> <u>(2)</u> <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hellman & Friedman LLC ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111	Â X	Â X	Â	Â
H&F Harrington AIV II, L.P. ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111	Â X	Â X	Â	Â
Hellman & Friedman Investors VI, L.P. ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111	Â X	Â X	Â	Â

Signatures

/s/ Philip U. Hammarskjold (Managing Director of Hellman & Friedman LLC)	02/05/2010
<u>Signature of Reporting Person</u>	Date
/s/ Philip U. Hammarskjold (Managing Director of Hellman & Friedman LLC, as General Partner of Hellman & Friedman Investors VI, L.P.)	02/05/2010
<u>Signature of Reporting Person</u>	Date
/s/ Philip U. Hammarskjold (Managing Director of Hellman & Friedman LLC, as General Partner of Hellman & Friedman Investors VI, L.P., as General Partner of H&F Harrington AIV II, L.P.)	02/05/2010
<u>Signature of Reporting Person</u>	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) These securities are owned of record by H&F Harrington AIV II, L.P. (collectively with HFCP VI Domestic AIV, L.P., Hellman & Friedman Investors VI, L.P., Hellman & Friedman Capital Executives VI, L.P. and Hellman & Friedman Capital Associates VI, L.P., the "HF Entities")
 - (2) The securities are beneficially owned through H&F Harrington AIV II, L.P. Hellman & Friedman Investors VI, L.P. is the sole general partner of H&F Harrington AIV II, L.P. Hellman & Friedman LLC is the sole general partner of Hellman & Friedman Investors VI, L.P.
 - (3) A five-member investment committee of Hellman & Friedman LLC has power to vote or to direct the vote of, and to dispose or to direct the disposition of, the securities that are held by H&F Harrington AIV II, L.P. Each member of the investment committee of Hellman &

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Friedman LLC disclaims beneficial ownership of the reported securities held by H&F Harrington AIV II, L.P., except to the extent of such member's respective pecuniary interest therein, if any.

- (4) In accordance with the terms of the Limited Liability Company Agreement of EBS Master LLC, the HF Entities have the right to exchange their limited liability company units of EBS Master LLC ("EBS Units"), along with a corresponding number of shares of B Common Stock, par value \$0.00001 per share ("Class B Stock"), for shares of Class A Common Stock, par value \$0.00001 per share ("Class A Stock") on a one-for-one basis, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications. In connection with any such proposed exchange, Emdeon Inc. may elect to purchase the applicable EBS Units and corresponding shares of Class B Stock by paying either (x) cash in an amount equal to the market value of the shares of Class A Stock the applicable HF Entity would have received in the proposed exchange or (y) the number of shares of Class A Stock the applicable HF Entity would have received in the proposed exchange.

- (5) On August 11, 2009 the Reporting Person filed a Form 3 (the "Initial Form 3") with the Securities and Exchange Commission disclosing that H&F Harrington AIV II, L.P. owned 11,639,696.86 EBS Units and a corresponding number of shares of Class B Stock. In accordance with the terms of the Limited Liability Company Agreement of EBS Master LLC, the EBS Units, together with a corresponding number of shares of Class B Stock, are exchangeable for shares of Class A Stock on a one-for-one basis, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications. This amendment to the Initial Form 3 is being filed to properly reflect that H&F Harrington AIV II, L.P. owns 11,639,697 shares of Class A Stock (giving effect to the issuance of stock to the nearest whole number instead of a fractional share) rather than 11,639,696.86 EBS Units and 11,639,696.86 shares of Class B Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.