

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 HAMMARSKJOLD PHILIP | | (Month/Day/Year) | Emdeon Inc. [EM] | |
| U | | 08/11/2009 | | |
| (Last) | (First) | (Middle) | | |
| C/O HELLMAN & FRIEDMAN LLC,Â ONE MARITIME PLAZA, 12TH FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | (Check all applicable) | |
| SAN FRANCISCO,Â CAÂ 94111 | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (City) | (State) | (Zip) | 08/11/2009 | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input 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 B Common Stock, par value \$0.00001 per share <u>(3)</u> <u>(4)</u> <u>(5)</u> | 22,586,390.1 <u>(5)</u> | I | By the HF Entities. See notes <u>(1)</u> <u>(2)</u> |
| Class A Common Stock, par value \$0.00001 per share <u>(5)</u> | 11,639,697 <u>(5)</u> | I | By the HF Entiteis. See notes <u>(1)</u> <u>(2)</u> |

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

SEC 1473 (7-02)

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

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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 Common Stock, par value \$0.00001 per share ("Class A Stock") the applicable HF Entity would have received in the proposed exchange.

- (5) This amendment to Form 3 is being filed to correct the Form 3 filed on August 11, 2009 (the "Initial Form 3"). The calculation of the indirect interests in Emdeon Inc. of the HF Entities was previously reported on the Initial Form 3 as 34,266,087 EBS Units and a corresponding number of Class B Stock. In accordance with the terms of the LLC Agreement, 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 Form 3 is being filed to properly reflect that Hellman & Friedman LLC's indirect interest in Emdeon Inc. is 11,639,697 shares of Class A Stock, 22,586,390.1 EBS Units and 22,586,390.1 shares of Class B Stock (i.e. that 11,639,697 EBS Units and a corresponding number of shares of Class B Stock should have been reported as 11,639,697 shares of Class A 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.