

ALLSCRIPTS-MISYS HEALTHCARE SOLUTIONS, INC.

Form S-4

June 29, 2010

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As filed with the Securities and Exchange Commission on June 29, 2010

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM S-4
REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

Allscripts-Misys Healthcare Solutions, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	5122 (Primary Standard Industrial Classification Code Number)	36-4392754 (IRS Employer Identification Number)
222 Merchandise Mart Plaza, Suite 2024, Chicago, Illinois 60654, (312) 506-1200		

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Allscripts-Misys Healthcare Solutions, Inc.

Glen E. Tullman

Chief Executive Officer

222 Merchandise Mart Plaza, Suite 2024

Chicago, Illinois 60654

(312) 506-1200

(Name, address, including zip code, and telephone number, including area code, of agent for service)

with copies to:

Frederick C. Lowinger

Philip M. Pead

John D. Capers, Jr.

Gary D. Gerstman

President and Chief Executive Officer

C. William Baxley

Sidley Austin LLP

Eclipsys Corporation

King & Spalding LLP

One South Dearborn

Three Ravinia Drive

1180 Peachtree Street, NE

Chicago, Illinois 60603

Atlanta, Georgia 30346

Atlanta, GA 30309

(312) 853-7000

(404) 847-5000

(404) 572-4600

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after the effectiveness of this registration statement and the satisfaction or waiver of all other conditions under the merger agreement described herein.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company

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(Do not check if a smaller reporting company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)	..
Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)	..

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price(2)	Amount of registration fee(3)
Common Stock, par value \$0.01 per share	77,166,310	N/A	\$1,151,707,170	\$82,116.72

- (1) The number of shares to be registered represents the maximum number of shares of the registrant's common stock estimated to be issuable in connection with the merger agreement described in the enclosed joint proxy statement/prospectus/information statement based upon (i) 57,582,589 shares of common stock, par value \$0.01 per share, of Eclipsys Corporation to be exchanged in connection with the merger, (ii) up to an aggregate of 6,722,669 shares of common stock of Eclipsys Corporation issuable pursuant to Eclipsys equity awards, and (iii) an exchange ratio of 1.2 shares of common stock of the registrant for each outstanding share of common stock of Eclipsys as contemplated by the merger agreement.
- (2) Estimated solely for the purpose of calculating the registration fee and calculated pursuant to Rules 457(c) and 457(f)(1) under the Securities Act of 1933 (the Securities Act), the proposed maximum aggregate offering price is equal to the product of: (a) \$17.91, the average of the high and low prices per share of Eclipsys common stock on June 24, 2010, as reported on The NASDAQ Global Select Market and (b) the approximate number of shares of Eclipsys common stock expected to be converted in the merger (calculated as set forth in note (1) above).
- (3) Equal to \$71.30 per \$1,000,000 of the proposed maximum aggregate offering price.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information contained in this joint proxy statement/prospectus/information statement is subject to completion or amendment. Allscripts-Misys Healthcare Solutions, Inc. may not sell these securities until the registration statement relating to these securities filed with the Securities and Exchange Commission, of which this document is a part, is declared effective. This joint proxy statement/prospectus/information statement shall not constitute an offer to sell or the solicitation of any offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Any representation to the contrary is a criminal offense.

PRELIMINARY SUBJECT TO COMPLETION DATED JUNE 28, 2010

PROPOSED MERGER

YOUR VOTE IS VERY IMPORTANT

To the Stockholders of Allscripts and Eclipsys,

The boards of directors of Allscripts-Misys Healthcare Solutions, Inc. (Allscripts) and Eclipsys Corporation (Eclipsys) have each approved the merger of a wholly owned subsidiary of Allscripts with and into Eclipsys, with Eclipsys surviving the merger and continuing as a wholly owned subsidiary of Allscripts. Your vote is very important and we ask for your support in approving the merger and the issuance of Allscripts common stock to Eclipsys stockholders pursuant to the merger agreement.

If the merger is completed, Eclipsys stockholders will have the right to receive 1.2 shares of Allscripts common stock for each share of Eclipsys common stock, with cash paid in lieu of fractional shares. Allscripts stockholders will continue to own their existing Allscripts shares. The 1.2 exchange ratio is fixed and will not be adjusted for changes in the stock price of either company before the merger is completed. In the merger, Allscripts expects to issue approximately [] shares of Allscripts common stock to Eclipsys stockholders, based on Eclipsys shares of common stock and equity awards outstanding as of [], 2010. After the closing of the merger, Eclipsys stockholders are expected to own approximately 37% of the outstanding shares of common stock of the combined company, assuming Misys plc (Misys) elects to exercise its right to require Allscripts to repurchase 5.3 million shares of Allscripts common stock, as contemplated by the Framework Agreement, dated as of June 9, 2010, by and among Allscripts, Misys and Eclipsys, which we refer to as the Framework Agreement.

Shares of Allscripts common stock are currently listed on The NASDAQ Global Select Market under the symbol MDRX, and shares of Eclipsys common stock are currently listed on The NASDAQ Global Select Market under the symbol ECLP. On [], 2010, the last trading day before the date of this joint proxy statement/prospectus/information statement, the closing sale price of Allscripts common stock was \$[] per share and the closing sale price of Eclipsys common stock was \$[] per share.

Your vote is very important. The merger cannot be completed unless Eclipsys stockholders adopt the merger agreement and Allscripts stockholders approve the issuance of Allscripts common stock to Eclipsys stockholders pursuant to the merger agreement. Completion of the merger is also subject to the closing of the transactions contemplated by the Framework Agreement and other closing conditions.

Allscripts and Eclipsys are each holding special meetings of their respective stockholders to vote on the proposals necessary to complete the merger. More information about these meetings and the merger is contained in this joint proxy statement/prospectus/information statement. **We encourage you to read this joint proxy statement/prospectus/information statement carefully and in its entirety, including the section entitled Risk Factors beginning on page 23 before voting.**

In addition, pursuant to the terms of the Framework Agreement, Misys has caused its direct and indirect subsidiaries as holders of Allscripts common stock, to approve, by written consent, the issuance of shares of Allscripts common stock to certain subsidiaries of Misys in exchange for 100% of the issued and outstanding shares of an indirect subsidiary of Misys, an amendment to the Allscripts certificate of incorporation to increase the number of authorized shares to permit the issuance of such shares to such subsidiaries of Misys and the issuance of shares of Allscripts common stock to be issued to Eclipsys stockholders pursuant to the merger agreement and certain additional amendments to the Allscripts certificate of incorporation, all of which are described further in this joint proxy statement/prospectus/information statement.

Whether or not you plan to attend your company's special meeting, please take the time to vote by telephone or via the Internet in accordance with the instructions on the enclosed proxy card or by completing and returning the proxy card in the enclosed envelope. If you are either an Allscripts or Eclipsys stockholder and you sign, date and mail your proxy card without indicating how you want to vote, your proxy will be counted as a vote FOR the proposals to be voted on.

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Eclipsys board of directors recommends that Eclipsys stockholders vote **FOR** the proposal to adopt the merger agreement and **FOR** the proposal to adjourn the Eclipsys special meeting, if necessary, to solicit additional proxies. Allscripts board of directors recommends that Allscripts stockholders vote **FOR** the proposal to approve the issuance of Allscripts common stock to Eclipsys stockholders pursuant to the merger agreement and **FOR** the proposal to adjourn the Allscripts special meeting, if necessary, to solicit additional proxies. The recommendation of Allscripts board of directors is based, in part, upon the recommendation of the Allscripts audit committee, consisting of independent and disinterested directors of Allscripts.

We enthusiastically support this merger of our companies and join with our respective boards of directors in recommending that you vote in favor of the proposals described in this joint proxy statement/prospectus/information statement.

Sincerely,

Glen E. Tullman

Chief Executive Officer

Allscripts-Misys Healthcare Solutions, Inc.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS JOINT PROXY STATEMENT/PROSPECTUS/INFORMATION STATEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Philip M. Pead

President and Chief Executive Officer

Eclipsys Corporation

The date of this joint proxy statement/prospectus/information statement is [], 2010, and this joint proxy statement/prospectus/information statement and the accompanying proxy card are first being mailed to the Allscripts and Eclipsys stockholders on or about [], 2010.

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Allscripts-Misys Healthcare Solutions, Inc.

222 Merchandise Mart Plaza, Suite 2024

Chicago, Illinois 60654

Telephone: (312) 506-1200

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON [], 2010

Dear Stockholders of Allscripts:

On behalf of the board of directors of Allscripts-Misys Healthcare Solutions, Inc. (Allscripts), we are pleased to deliver this joint proxy statement/prospectus/information statement in connection with the proposed merger between a wholly owned subsidiary of Allscripts and Eclipsys Corporation, a Delaware corporation (Eclipsys), pursuant to which the wholly owned subsidiary of Allscripts will merge with and into Eclipsys, with Eclipsys surviving the merger and continuing as a wholly owned subsidiary of Allscripts.

A special meeting of Allscripts stockholders will be held on [], 2010 at [], local time at [], for the following purposes:

1. To consider and vote upon a proposal to approve the issuance of shares of Allscripts common stock to Eclipsys stockholders pursuant to the Agreement and Plan of Merger, dated as of June 9, 2010, by and among Allscripts, Eclipsys and Arsenal Merger Corp. (a wholly owned subsidiary of Allscripts formed for the purpose of the merger) (the Merger Agreement), a copy of which is included as Annex A to the joint proxy statement/prospectus/information statement accompanying this notice.
2. To consider and vote upon a proposal to adjourn the Allscripts special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the proposal described above.
3. To transact such other business as may properly come before the Allscripts special meeting or any adjournments or postponements thereof.

Only stockholders of record at the close of business on [], 2010, the record date for the Allscripts special meeting, are entitled to notice of and to vote at the Allscripts special meeting and any adjournments or postponements thereof.

Approval of proposal 1 is required for completion of the merger and the other transactions contemplated by the Merger Agreement.

In addition, Allscripts majority stockholder, Misys plc (Misys), has approved by written consent the issuance of shares of Allscripts common stock to certain subsidiaries of Misys pursuant to the Framework Agreement in exchange for 100% of the issued and outstanding shares of an indirect subsidiary of Misys, and certain amendments to Allscripts Second Amended and Restated Certificate of Incorporation, copies of which are included as Annex I and Annex J to the joint proxy statement/prospectus/information statement accompanying this notice. This joint proxy statement/prospectus/information statement serves as notice to all Allscripts stockholders of these actions to be taken by written consent.

Your vote is very important. Your failure to vote will make it more difficult to obtain the necessary quorum for purposes of approving the share issuance. Whether or not you plan to attend the Allscripts special meeting, please take the time to vote by completing and mailing the enclosed proxy card or voting instruction card or, if the option is available to you, by granting your proxy electronically over the Internet or by telephone.

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You may revoke your proxy at any time before the vote is taken by following the procedures set forth under "The Special Meeting of Allscripts Stockholders - Revocation of Proxies" in the joint proxy statement/prospectus/information statement that accompanies this notice.

This joint proxy statement/prospectus/information statement contains important information about Allscripts, Eclipsys, the proposed merger and related transactions and the special meetings. **We encourage you to read carefully this joint proxy statement/prospectus/information statement before voting, including the section entitled "Risk Factors" beginning on page 23.**

Allscripts' board of directors recommends that Allscripts stockholders vote FOR the proposal to approve the issuance of Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement and FOR the proposal to adjourn the Allscripts special meeting, if necessary, to solicit additional proxies. The recommendation of Allscripts' board of directors is based, in part, upon the recommendation of the Allscripts audit committee, consisting of independent and disinterested directors of Allscripts.

By Order of the Board of Directors,

Chief Executive Officer

[], 2010

Chicago, Illinois

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Eclipsys Corporation

Three Ravinia Drive

Atlanta, GA 30346

Telephone: 404-847-5000

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON [], 2010

Dear Stockholders of Eclipsys:

On behalf of the board of directors of Eclipsys Corporation (Eclipsys), we are pleased to deliver this joint proxy statement/prospectus/information statement in connection with the proposed merger between Eclipsys and a wholly owned subsidiary of Allscripts-Misys Healthcare Solutions, Inc., a Delaware corporation (Allscripts), pursuant to which the wholly owned subsidiary of Allscripts will merge with and into Eclipsys, with Eclipsys surviving the merger and continuing as a wholly owned subsidiary of Allscripts. If we complete the merger, your shares of Eclipsys common stock will be converted into the right to receive shares of Allscripts common stock. In connection with the proposed merger, a special meeting of stockholders will be held on [], 2010 at [], local time at [], for the following purposes:

1. To consider and vote upon a proposal to adopt the Agreement and Plan of Merger, dated as of June 9, 2010, by and among Allscripts, Eclipsys and Arsenal Merger Corp. (a wholly owned subsidiary of Allscripts formed for the purpose of the merger) (the Merger Agreement), a copy of which is included as Annex A to the joint proxy statement/prospectus/information statement accompanying this notice.
2. To consider and vote upon a proposal to adjourn the Eclipsys special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the proposal described above.
3. To transact such other business as may properly come before the Eclipsys special meeting or any adjournments or postponements thereof.

Only stockholders of record at the close of business on [], 2010, the record date for the Eclipsys special meeting, are entitled to notice of and to vote at the Eclipsys special meeting and any adjournments or postponements thereof.

Approval of proposal 1 is required for completion of the merger and the other transactions contemplated by the Merger Agreement.

Your vote is very important. Your failure to vote will have the same effect as a vote against the adoption of the Merger Agreement and approval of the merger. Whether or not you plan to attend the Eclipsys special meeting, please take the time to vote by completing and mailing the enclosed proxy card or voting instruction card or, if the option is available to you, by granting your proxy electronically over the Internet or by telephone. You may revoke your proxy at any time before the vote is taken by following the procedures set forth in the section entitled The Special Meeting of Eclipsys Stockholders Revocation of Proxies.

This joint proxy statement/prospectus/information statement contains important information about Allscripts, Eclipsys, the proposed merger and related transactions and the special meetings. **We encourage you to read carefully this joint proxy statement/prospectus/information statement before voting, including the section entitled Risk Factors beginning on page 23.**

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Eclipsys board of directors recommends that Eclipsys stockholders vote FOR the adoption of the Merger Agreement and FOR the adjournment of the Eclipsys meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the foregoing.

By Order of the Board of Directors,

President and Chief Executive Officer

[], 2010

Atlanta, Georgia

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ADDITIONAL INFORMATION

This joint proxy statement/prospectus/information statement incorporates by reference important business and financial information about Allscripts-Misys Healthcare Solutions, Inc. (Allscripts) and Eclipsys Corporation (Eclipsys) from documents that are not included in or delivered with this joint proxy statement/prospectus/information statement. For a more detailed description of the information incorporated by reference into this joint proxy statement/prospectus/information statement and how you may obtain it, see Additional Information Where You Can Find More Information.

You can obtain any of the documents incorporated by reference into this joint proxy statement/prospectus/information statement without charge from Allscripts or Eclipsys, as applicable, or from the Securities and Exchange Commission, which we refer to as the SEC, through the SEC's website at www.sec.gov. Allscripts and Eclipsys stockholders may request a copy of such documents in writing or by telephone by contacting:

Allscripts-Misys Healthcare Solutions, Inc.	Eclipsys Corporation
222 Merchandise Mart Plaza, Suite 2024	Three Ravinia Drive
Chicago, Illinois 60654	Atlanta, GA 30346
Attn.: Investor Relations	Attn.: Investor Relations
(312) 506-1213	(404) 847-5965

In addition, you may obtain copies of some of this information by accessing Allscripts' website at www.allscripts.com under the heading Company, then under the link Investor Relations, and then under the link SEC Filings.

You may also obtain copies of some of this information by accessing Eclipsys' website at www.eclipsys.com under the link Investors, and then under the link Financial Information.

We are not incorporating the contents of the websites of the SEC, Allscripts, Eclipsys or any other entity into this joint proxy statement/prospectus/information statement. We are providing the information about how you can obtain certain documents that are incorporated by reference into this joint proxy statement/prospectus/information statement at these websites only for your convenience.

In order for you to receive timely delivery of the documents in advance of the respective Allscripts and Eclipsys special meetings, Allscripts or Eclipsys, as applicable, must receive your request no later than five days prior to the date of your company's special meeting, which is [], 2010 for both the Allscripts special meeting and the Eclipsys special meeting.

We have not authorized anyone to give any information or make any representation about the merger and related transactions or our companies that is different from, or in addition to, that contained in this joint proxy statement/prospectus/information statement or in any of the materials that we have incorporated into this joint proxy statement/prospectus/information statement. Therefore, if anyone does give you information of this kind, you should not rely on it. If you are in a jurisdiction where offers to exchange or sell, or solicitations of offers to exchange or purchase, the securities offered by this joint proxy statement/prospectus/information statement or the solicitation of proxies is unlawful, or if you are a person to whom it is unlawful to direct these types of activities, then the offer presented in this joint proxy statement/prospectus/information statement does not extend to you. The information contained in this joint proxy statement/prospectus/information statement is accurate only as of the date of this joint proxy statement/prospectus/information statement unless the information specifically indicates that another date applies.

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**QUESTIONS AND ANSWERS ABOUT THE TRANSACTION AND
THE SPECIAL MEETINGS OF ALLSCRIPTS AND ECLIPSYS STOCKHOLDERS**

*The following are some questions that you, as a stockholder of Allscripts or Eclipsys, may have regarding the special meeting of Allscripts stockholders, which we refer to as the Allscripts special meeting, or the special meeting of Eclipsys stockholders, which we refer to as the Eclipsys special meeting, and brief answers to those questions. For more detailed information about the matters discussed in these questions and answers, see *The Special Meeting of Allscripts Stockholders* and *The Special Meeting of Eclipsys Stockholders*. Allscripts and Eclipsys encourage you to read carefully the remainder of this joint proxy statement/prospectus/information statement because the information in this section does not provide all of the information that might be important to you with respect to the merger and the other matters being considered at the Allscripts special meeting or the Eclipsys special meeting. Additional important information is also contained in the Annexes to and in the documents incorporated by reference into this joint proxy statement/prospectus/information statement.*

Q: Why am I receiving this joint proxy statement/prospectus/information statement?

A: Allscripts and Eclipsys have agreed to the combination of Eclipsys and Allscripts under the terms of an Agreement and Plan of Merger, dated as of June 9, 2010, by and among Allscripts, Arsenal Merger Corp. (a wholly owned subsidiary of Allscripts formed for the purpose of the merger) and Eclipsys, which we refer to as the Merger Agreement, and which is described in this joint proxy statement/prospectus/information statement. A copy of the Merger Agreement is included as Annex A to this joint proxy statement/prospectus/information statement. We are delivering this document to you because it serves as (i) a joint proxy statement of Allscripts and Eclipsys, (ii) a prospectus of Allscripts and (iii) an information statement with respect to certain actions taken by written consent of the stockholders of Allscripts. It is a joint proxy statement because it is being used by the Allscripts board of directors and the Eclipsys board of directors to solicit the proxies of Allscripts stockholders and Eclipsys stockholders. It is a prospectus because Allscripts is offering Allscripts common stock in exchange for Eclipsys common stock if the merger is completed. It is an information statement because it serves as notice to the Allscripts stockholders of certain actions taken by written consent by Misys plc, which we refer to as Misys, an Allscripts stockholder that currently holds a majority of the outstanding shares of Allscripts common stock.

In order to complete the merger, among other things, Allscripts stockholders must vote to approve the issuance of Allscripts common stock to the stockholders of Eclipsys pursuant to the Merger Agreement and Eclipsys stockholders must vote to adopt the Merger Agreement.

Allscripts and Eclipsys will hold separate meetings to obtain these approvals.

This joint proxy statement/prospectus/information statement, which you should read carefully in its entirety, contains important information about the merger and related transactions, the Merger Agreement, the meetings of stockholders of Allscripts and Eclipsys and the actions taken by written consent of the Allscripts stockholders.

Q: When and where will the special meetings of the Allscripts and Eclipsys stockholders be held?

A: The Allscripts special meeting will take place at [] on [], 2010 at [] local time.
The Eclipsys special meeting will take place at [] on [], 2010 at [] local time.

Q: Who can attend and vote at the special meetings?

A:

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Only holders of record of Allscripts common stock at the close of business on [], 2010, which we refer to as the Allscripts record date, are entitled to notice of and to vote at the Allscripts special meeting. As of the

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Allscripts record date, there were [] shares of Allscripts common stock outstanding and entitled to vote at the Allscripts special meeting, held by [] holders of record. Each holder of Allscripts common stock is entitled to one vote for each share of Allscripts common stock owned as of the Allscripts record date.

Only holders of record of Eclipsys common stock at the close of business on [], 2010, which we refer to as the Eclipsys record date, are entitled to notice of and to vote at the Eclipsys special meeting. As of the Eclipsys record date, there were [] shares of Eclipsys common stock outstanding and entitled to vote at the Eclipsys special meeting, held by [] holders of record. Each holder of Eclipsys common stock is entitled to one vote for each share of Eclipsys common stock owned as of the Eclipsys record date.

Q: What are Allscripts stockholders being asked to vote upon?

A: The Allscripts special meeting is being called for the following purposes:

1. To consider and vote upon a proposal to approve the issuance of shares of Allscripts common s