

WEBMD CORP /NEW/  
Form 8-K/A  
June 03, 2005

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

**FORM 8-K/A**

**Amendment No. 2 to  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**May 2, 2005**

Date of Report (Date of earliest event reported)

**WEBMD 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):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
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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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*This Amendment No. 2 is being filed in order to amend and restate Item 3.02 of this Current Report.*

\* \* \* \* \*

**Item 3.02. Unregistered Sales of Equity Securities**

To the extent required by Item 3.02 of Form 8-K, the information contained or incorporated by reference in Item 8.01 of this Current Report is incorporated by reference in this Item 3.02. The shares issued upon conversion of our 3<sup>1</sup>/<sub>4</sub>% Convertible Subordinated Notes due 2007 were issued pursuant to the exemption provided under Section 3(a)(9) of the Securities Act of 1933.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, WebMD Corporation has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**WEBMD CORPORATION**

Dated: June 3, 2005

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

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