

Emdeon Inc.
Form 4
November 04, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
GENERAL ATLANTIC LLC

(Last) (First) (Middle)

C/O GENERAL ATLANTIC SERVICE COMPANY,LLC, 3 PICKWICK PLAZA

(Street)

GREENWICH,, CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Emdeon Inc. [EM]

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
See remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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	
Class A common stock	11/02/2011		J ⁽¹⁾		23,151,726	D	\$ 19 0	See footnotes (1) (2) (8)
Class A common stock	11/02/2011		J ⁽¹⁾		11,607,764	D	\$ 19 0	See footnotes (1) (3) (8)
Class A common stock	11/02/2011		J ⁽¹⁾		2,901,766	D	\$ 19 0	See footnotes (1) (4) (8)
Class A common stock	11/02/2011		J ⁽¹⁾		633,478	D	\$ 19 0	See

common stock								footnotes <u>(1)</u> <u>(5)</u> <u>(8)</u>
Class A common stock	11/02/2011		<u>J</u> ⁽¹⁾	45,121	D	\$ 19 0	I	See footnotes <u>(1)</u> <u>(6)</u> <u>(8)</u>
Class A common stock	11/02/2011		<u>J</u> ⁽¹⁾	10,119,098	D	\$ 19 0	I	See footnotes <u>(1)</u> <u>(7)</u> <u>(8)</u>

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

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.

SEC 1474
(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GENERAL ATLANTIC LLC C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH,, CT 06830		X		See remarks
GENERAL ATLANTIC PARTNERS 83, L.P. C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH,, CT 06830		X		See remarks
General Atlantic Partners 84, L.P. C/O GENERAL ATLANTIC SERVICE COMPANY,LLC		X		See remarks

3 PICKWICK PLAZA
GREENWICH,, CT 06830

GAP-W, LLC C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH,, CT 06830	X	See remarks
--	---	----------------

GAP COINVESTMENTS III LLC C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH,, CT 06830	X	See remarks
---	---	----------------

GAP COINVESTMENTS IV LLC C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH,, CT 06830	X	See remarks
--	---	----------------

GAP Coinvestments CDA, L.P. C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH,, CT 06830	X	See remarks
---	---	----------------

GENERAL ATLANTIC GENPAR, L.P. C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH,, CT 06830	X	See remarks
---	---	----------------

Signatures

/s/ Thomas Murphy	11/04/2011
----------------------	------------

**Signature of Reporting Person	Date
------------------------------------	------

/s/ Thomas Murphy	11/04/2011
----------------------	------------

**Signature of Reporting Person	Date
------------------------------------	------

/s/ Thomas Murphy	11/04/2011
----------------------	------------

**Signature of Reporting Person	Date
------------------------------------	------

/s/ Thomas Murphy	11/04/2011
----------------------	------------

**Signature of Reporting Person	Date
------------------------------------	------

/s/ Thomas Murphy	11/04/2011
----------------------	------------

**Signature of Reporting Person	Date
------------------------------------	------

/s/ Thomas Murphy	11/04/2011
----------------------	------------

**Signature of
Reporting Person

Date

/s/ Thomas
Murphy

11/04/2011

**Signature of
Reporting Person

Date

/s/ Thomas
Murphy

11/04/2011

**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) Disposed of pursuant to the merger agreement dated August 3, 2011 by and among the issuer, Beagle Parent Corp. ("Parent") and Beagle Acquisition Corp. ("Merger Sub") providing for the merger of Merger Sub with and into the issuer effective as of November 2, 2011 (the "Merger") pursuant to which the shares were cancelled in exchange for a cash payment equal to \$19.00 per share.

(2) By General Atlantic Partners 83, L.P. ("GAP 83")

(3) By GAP-W, LLC ("GAP-W").

(4) By GAP Coinvestments III, LLC ("GAPCO III")

(5) By GAP Coinvestments IV, LLC ("GAPCO IV")

(6) By GAP Coinvestments CDA, L.P. ("GAPCO CDA")

(7) By General Atlantic Partners 84, L.P. ("GAP 84")

(8) General Atlantic, LLC ("General Atlantic") is the general partner of General Atlantic GenPar L.P., which is the general partner of GAP 83, GAP 84 and the Manager of GAP-W. General Atlantic is also the general partner of GAPCO CDA. The managing members of GAPCO III and GAPCO IV are Managing Directors of General Atlantic.

Remarks:

Each of the reporting persons may be deemed to be a member of a "group" for purposes of the Securities Exchange Act of 1934.

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.