

Emdeon Inc.
Form SC 13G/A
February 10, 2012

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Emdeon Inc.
(Name of Issuer)

Class A Common
Stock, par value
\$0.00001 per share
(Title of Class of
Securities)

29084T104
(CUSIP Number)

December 31, 2011
(Date of Event which
Requires Filing of this
Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed.

- | | |
|----------------------------------|---------------|
| <input type="radio"/> | Rule 13d-1(b) |
| <input type="radio"/> | Rule 13d-1(c) |
| <input checked="" type="radio"/> | Rule 13d-1(d) |

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.
29084T104

SCHEDULE 13G

Page 2 of 20 Pages

1 NAME OF REPORTING PERSON

General Atlantic LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

-0-

6 SHARED VOTING POWER

OWNED BY
EACH
REPORTING

-0-

7 SOLE DISPOSITIVE POWER

PERSON
WITH

-0-

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES

See Item 4 and Item 8

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON

OO

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1 NAME OF REPORTING PERSON

General Atlantic GenPar, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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12 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON

General Atlantic Partners 83, L.P.

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General Atlantic Partners 84, L.P.

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1 NAME OF REPORTING PERSON

GapStar, LLC

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1 NAME OF REPORTING PERSON

GAP-W, LLC

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1 NAME OF REPORTING PERSON

GAP Coinvestments III, LLC

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GAP Coinvestments IV, LLC

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1 NAME OF REPORTING PERSON

GAP Coinvestments CDA, L.P.

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12 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON

GAPCO GmbH & Co. KG

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

5 SOLE VOTING POWER

NUMBER OF
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BENEFICIALLY

-0-

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0.0%

12 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON

GAPCO Management GmbH

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

5 SOLE VOTING POWER

NUMBER OF
SHARES
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-0-

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EACH
REPORTING

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12 TYPE OF REPORTING PERSON

CO

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Item (a) NAME OF ISSUER

1.

Emdeon Inc. (the "Company").

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

3055 Lebanon Pike, Suite 1000
Nashville, TN 37214

Item (a) NAMES OF PERSONS FILING

2.

This Statement is being filed on behalf of each of the following persons (collectively, the "Reporting Persons")

- (i) General Atlantic LLC ("GA LLC");
- (ii) General Atlantic GenPar, L.P. ("GA GenPar");
- (iii) General Atlantic Partners 83, L.P. ("GAP 83");
- (iv) General Atlantic Partners 84, L.P. ("GAP 84");
- (v) GapStar, LLC ("GapStar");
- (vi) GAP-W, LLC ("GAP-W");
- (vii) GAP Coinvestments III, LLC ("GAPCO III");
- (viii) GAP Coinvestments IV, LLC ("GAPCO IV");
- (ix) GAP Coinvestments CDA, L.P. ("GAPCO CDA");
- (x) GAPCO Management GmbH ("GmbH"); and
- (xi) GAPCO GmbH & Co. KG ("KG").

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE

c/o General Atlantic Service Company, LLC
3 Pickwick Plaza
Greenwich, CT 06830

(c) CITIZENSHIP

- (i) GA LLC – Delaware
- (ii) GA GenPar – Delaware
- (iii) GAP 83 – Delaware
- (iv) GAP 84 – Delaware
- (v) GapStar – Delaware

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- (vi) GAP-W – Delaware
- (vii) GAPCO III – Delaware
- (viii) GAPCO IV – Delaware
- (ix) GAPCO CDA – Delaware
- (x) GmbH – Germany
- (xi) KG – Germany

(d) TITLE OF CLASS OF SECURITIES

Class A Common Stock, par value \$0.00001 per share (the “Shares” or the “Common Stock”)

(e) CUSIP NUMBER

29084T104

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS:

Not applicable.

Item 4. OWNERSHIP.

As of December 31, 2011, the Reporting Persons owned the following number of shares:

- (i) GA LLC owned of record no Shares or 0.0% of the issued and outstanding Shares.
- (ii) GA GenPar owned of record no Shares or 0.0% of the issued and outstanding Shares.
- (iii) GAP 83 owned of record no Shares or 0.0% of the issued and outstanding Shares.
- (iv) GAP 84 owned of record no Shares or 0.0% of the issued and outstanding Shares.
- (v) GapStar owned of record no Shares or 0.0% of the issued and outstanding Shares.
- (vi) GAP-W owned of record no Shares or 0.0% of the issued and outstanding Shares.
- (vii) GAPCO III owned of record no Shares or 0.0% of the issued and outstanding Shares.
- (viii) GAPCO IV owned of record no Shares or 0.0% of the issued and outstanding Shares.
- (ix) GAPCO CDA owned of record no Shares or 0.0% of the issued and outstanding Shares.
- (x) GmbH owned of record no Shares or 0.0% of the issued and outstanding Shares.
- (xi) KG owned of record no Shares or 0.0% of the issued and outstanding Shares.

GA LLC is the general partner of GA GenPar, which is the general partner of GAP 83, GAP 84 and the manager of GAP-W. GA LLC is also the general partner of GAPCO CDA and the managing member of GAPCO III and GAPCO IV. The members and officers of GapStar are certain Managing Directors of GA LLC. GmbH is the general partner of KG. The Managing Directors of GA LLC make voting and investment decisions with respect to the securities held by KG and GmbH. There are 26 Managing Directors of GA LLC. Each of the Managing Directors of GA LLC disclaims ownership of the Shares owned by GA LLC except to the extent he or she has a pecuniary interest therein. By virtue of the foregoing, the Reporting Persons may be deemed to share voting power and the power to direct the disposition of the Shares which each owns of record. GA LLC, GA GenPar, GAP 83, GAP 84, GapStar, GAP-W, GAPCO III,

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GAPCO IV, GAPCO CDA, GmbH and KG are a “group” within the meaning of Rule 13d-5 promulgated under the Securities Exchange Act of 1934, as amended, and may be deemed to beneficially own the number of Shares indicated below.

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Amount Beneficially Owned and Percentage Owned:

On November 2, 2011, the Company merged with a wholly-owned subsidiary of affiliates of The Blackstone Group L.P (the "Merger"). As a result of the Merger, each Share held by the Reporting Persons was cancelled and converted into the right to receive cash. As a result of the Merger, each of the Reporting Persons may be deemed to beneficially own no Shares.

Number of Shares as to Which Such Person Has Sole/Shared Power to Vote or to Direct the Vote and Sole/Shared Power to Dispose or to Direct the Disposition of:

(i) Each of the Reporting Persons may be deemed to have the sole power to direct the voting and disposition of no Shares.

(ii) Each of the Reporting Persons may be deemed to share the power to direct the voting and disposition of no Shares.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Each of the Reporting persons has ceased to be the beneficial owner of more than five percent of the Shares.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

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Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated as of February 10, 2012

GENERAL ATLANTIC LLC

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GENERAL ATLANTIC GENPAR, L.P.

By: General Atlantic LLC, its General
Partner

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GENERAL ATLANTIC PARTNERS 83, L.P.

By: General Atlantic GenPar, L.P., its
General Partner

By: General Atlantic LLC, its General
Partner

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

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GENERAL ATLANTIC PARTNERS 84, L.P.

By: General Atlantic GenPar, L.P., its
General Partner

By: General Atlantic LLC, its General
Partner

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GAPSTAR, LLC

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Vice President

GAP-W LLC

By: General Atlantic GenPar, L.P., its
Manager

By: General Atlantic LLC, its General
Partner

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GAP COINVESTMENTS III, LLC

By: General Atlantic LLC, its Managing

Member

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

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GAP COINVESTMENTS IV, LLC

By: General Atlantic LLC, its Managing
Member

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GAP COINVESTMENTS CDA, L.P.

By: General Atlantic LLC, its Managing
Member

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GAPCO GMBH & CO. KG

By: GAPCO Management GmbH, its
General Partner

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Procurement Officer

GAPCO MANAGEMENT GMBH

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Procurement Officer

CUSIP No.
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Exhibit Index

Exhibit 1. Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (previously filed).