

Emdeon Inc.  
Form 8-K  
May 26, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 8-K  
CURRENT REPORT PURSUANT TO  
SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (date of earliest event reported): May 26, 2011 (May 25, 2011)**

**EMDEON INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-34435**  
(Commission File Number)

**20-5799664**  
(IRS Employer  
Identification No.)

**3055 Lebanon Pike, Suite 1000**  
**Nashville, TN**  
(Address of Principal Executive Offices)

**37214**  
(Zip Code)

**(615) 932-3000**  
(Registrant's telephone number, including area code)

**NOT APPLICABLE**

(Former name or former 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)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

Emdeon Inc. ( Emdeon ) held its 2011 Annual Meeting of Stockholders (the Annual Meeting ) on May 25, 2011. Emdeon's stockholders voted upon and approved each of the proposals presented at the Annual Meeting which are described in detail in Emdeon's Definitive Proxy Statement on Schedule 14A that was filed with the Securities and Exchange Commission on April 12, 2011 (the Proxy Statement ). Holders of 113,513,968 shares of Emdeon's Class A common stock and Class B common stock, voting together as a single class for purposes of the Annual Meeting, were present in person or represented by proxy at the Annual Meeting.

The following are the voting results on each matter submitted to Emdeon's stockholders at the Annual Meeting:

Proposal 1: To elect nine directors to serve until the 2012 Annual Meeting of Stockholders and until their successors have been duly elected and qualified.

<b>Director</b>	<b>For</b>	<b>Withheld/ Abstentions</b>	<b>Broker Non-Votes</b>
George I. Lazenby, IV	111,258,689	493,914	1,761,365
Tracy L. Bahl	94,618,188	17,134,415	1,761,365
Dinyar S. Devitre	111,247,266	505,337	1,761,365
Mark F. Dzialga	111,070,527	682,076	1,761,365
Philip U. Hammarskjold	111,123,391	629,212	1,761,365
Jim D. Kever	111,247,566	505,037	1,761,365
Jonathan C. Korngold	94,312,986	17,439,617	1,761,365
Philip M. Pead	111,173,055	579,548	1,761,365
Allen R. Thorpe	111,048,192	704,411	1,761,365

Proposal 2: To ratify the appointment of Ernst & Young LLP as Emdeon's independent registered public accounting firm for the year ending December 31, 2011.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
113,471,435	35,128	7,405

Proposal 3: To approve, on an advisory basis, the executive compensation for Emdeon's named executive officers, as disclosed in the Proxy Statement.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
111,238,290	307,177	207,136	1,761,365

Proposal 4: To approve, on an advisory basis, the frequency Emdeon should seek an advisory vote on the executive compensation for Emdeon's named executive officers.

<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
23,072,985	442,675	86,674,516	705,639	1,761,365

Following the Annual Meeting, Emdeon's Board of Directors determined that Emdeon will hold an advisory vote on executive compensation every three (3) years. A stockholder vote on the frequency of the vote to approve executive compensation is required to be held at least once every six years.

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**EMDEON INC.**

Date: May 26, 2011

By: /s/ Gregory T. Stevens  
Name: Gregory T. Stevens  
Title: Executive Vice President,  
General Counsel and Secretary