# WEBMD HEALTH CORP.

## FORM 3
(Initial Statement of Beneficial Ownership)

Filed 9/29/2005 For Period Ending 9/28/2005

| | |
|---|---|
| Address | 669 RIVER DR., CENTER 2 |
| | ELMWOOD PARK, New Jersey 07407 |
| Telephone | 201-703-3400 |
| CIK | 0001326583 |
| Fiscal Year | 12/31 |

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# FORM 3

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

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## INITIAL STATEMENT OF 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

| 1. Name and Address of Reporting Person * | 2. Date of Event Requiring Statement (MM/DD/YYYY) | 3. Issuer Name **and** Ticker or Trading Symbol |
|---|---|---|
| **ZATZ STEVEN L** | **9/28/2005** | **WebMD Health Corp. [WBMD]** |
| (Last) (First) (Middle)<br>**111 EIGHTH AVENUE** | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>_____ Director _____ 10% Owner<br>__ **X** __ Officer (give title below) _____ Other (specify below)<br>**EVP - Professional Services /** | |
| (Street)<br>**NEW YORK,NY 10011**<br>(City) (State) (Zip) | 5. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>_ **X** _ Form filed by One Reporting Person<br>___ Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1.Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|

**Table II - Derivative Securities Beneficially Owned ( *e.g.* , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 4) | 2. Date Exercisable and Expiration Date (MM/DD/YYYY) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|---|---|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

**Explanation of Responses:**

No securities are beneficially owned

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **ZATZ STEVEN L**<br>**111 EIGHTH AVENUE**<br>**NEW YORK, NY 10011** | | | **EVP - Professional Services** | |

**Signatures**

**Lewis H. Leicher, Attorney-in-Fact for Steven L. Zatz, MD**

** Signature of Reporting Person

**9/28/2005**

Date

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

***** If the form is filed by more than one reporting person, *see* Instruction 5(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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.

POWER OF ATTORNEY know all by these presents, that the undersigned hereby constitutes and appoin

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**End of Filing**

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