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WEBMD HEALTH CORP.

FORM SC TO-I/A

(Amended tender offer statement by Issuer)

Filed 04/10/12

Address	111 EIGHTH AVE. NEW YORK, NY 10011
Telephone	212-624-3700
CIK	0001326583
Symbol	WBMD
SIC Code	7389 - Business Services, Not Elsewhere Classified
Industry	Computer Services
Sector	Technology
Fiscal Year	12/31

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
(AMENDMENT NO. 3)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

WEBMD HEALTH CORP.

(Name of Subject Company (Issuer))

WEBMD HEALTH CORP. (ISSUER)

(Names of Filing Persons (Issuer and Offeror))

COMMON STOCK, PAR VALUE $.01 PER SHARE
(Title of Class of Securities)

94770V 10 2
(CUSIP Number of Class of Securities)

DOUGLAS W. WAMSLEY, ESQ.
WEBMD HEALTH CORP.
111 EIGHTH AVENUE
NEW YORK, NEW YORK 10011
(212) 624-3700

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copy to:
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CALCULATION OF FILING FEE

TRANSACTION VALUATION(1)	AMOUNT OF FILING FEE(1)
$150,000,000	$17,190

(1) The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities and Exchange Act of 1934, as amended, equals $114.60 per million of the value of the transaction.

x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: $17,190 — Filing Party: WebMD Health Corp.
Form or Registration No.: Schedule TO — Date Filed: March 6, 2012

¨ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates

¨ third-party tender offer subject to Rule 14d-1.
x issuer tender offer subject to Rule 13e-4.
¨ going-private transaction subject to Rule 13e-3.

¨ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: x

INTRODUCTION

This Amendment No. 3 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the "Commission") on March 6, 2012 (the "Schedule TO") relating to the offer by WebMD Health Corp., a Delaware corporation, to purchase up to $150 million in value of shares of its common stock, par value $.01 per share, at a price of either $24.50 per share or $26.00 per share, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated March 6, 2012 and in the related Letter of Transmittal, copies of which are filed as Exhibits (a)(1)(A) and (a)(1)(B) to the Schedule TO, respectively. This Amendment is intended to satisfy the reporting requirements of Rule 13e-4(c)(4) of the Securities Exchange Act of 1934, as amended.

ITEM 11. ADDITIONAL INFORMATION.

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following:

(d) On April 10, 2012, the Company issued a press release announcing the final results of the Offer, which expired at 5:00 p.m., New York City time, on Tuesday, April 3, 2012. A copy of the press release is filed as Exhibit (a)(1)(N) to the Schedule TO and is incorporated herein by reference.

ITEM 12. EXHIBITS.

The Schedule TO is hereby amended and supplemented by adding the following exhibit:

(a)(1)(N) Press Release dated April 10, 2012.

SIGNATURE

After due 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.

Date: April 10, 2012

WEBMD HEALTH CORP.

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

EXHIBIT INDEX

(a)(1)(A)*	Offer to Purchase dated March 6, 2012.
(a)(1)(B)*	Letter of Transmittal.
(a)(1)(C)*	Notice of Guaranteed Delivery.
(a)(1)(D)*	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(E)*	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(F)*	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
(a)(1)(G)*	Press Release dated March 6, 2012.
(a)(1)(H)*	Summary Advertisement.
(a)(1)(I)	Reserved.
(a)(1)(J)**	Letter to Participants in the WebMD 401(k) Savings Plan.
(a)(1)(K)*	Letter to Vested Stock Option Holders.
(a)(1)(L)*	Email communication to Employees.
(a)(1)(M)***	Press Release dated April 4, 2012.
(a)(1)(N)****	Press Release dated April 10, 2012.
(b)	Not Applicable.
(d)(1)*****	Stockholder Rights Agreement, dated as of November 2, 2011 (the “Rights Agreement”), by and between the Company and American Stock Transfer & Trust Company, LLC.
(g)	Not Applicable.
(h)	Not Applicable.

* Previously filed with the Schedule TO on March 6, 2012.

** Previously filed with Amendment No. 1 to the Schedule TO on March 8, 2012.

*** Previously filed with Amendment No. 2 to the Schedule TO on April 4, 2012.

**** Filed herewith.

***** Incorporated by reference to Exhibit 4.1 included in the Company’s registration statement on Form 8-A filed November 3, 2011.

Exhibit (a)(1)(N)

Contacts:
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WEBMD HEALTH CORP. ANNOUNCES FINAL RESULTS OF ITS TENDER OFFER

NEW YORK, NY (April 10, 2012) — WebMD Health Corp. (Nasdaq: WBMD) announced today the final results of its tender offer to repurchase up to $150 million of its common stock through a modified "Dutch auction" tender offer, which expired at 5:00 p.m., New York City time, on Tuesday, April 3, 2012.

WebMD accepted for purchase 5,769,230 shares of its common stock, including all "odd lots" properly tendered, at a purchase price of $26.00 per share, for an aggregate cost of $150 million, excluding fees and expenses relating to the tender offer. These shares represent approximately 10.15% of WebMD's outstanding common stock (including shares of unvested restricted stock) prior to completion of such purchase. Based on the final tabulation by American Stock Transfer & Trust Company, the Depositary for the tender offer, approximately 18.0 million shares of WebMD common stock were properly tendered and not withdrawn and not excluded because tendered conditionally. WebMD has been informed by the Depositary that, after giving effect to the priority for "odd lots," the final pro-ration factor is approximately 32%.

The Depositary will promptly issue payment for the shares validly tendered and accepted for purchase and will return all other shares tendered.

After giving effect to the purchase of shares in the tender offer, WebMD expects to have approximately 51,055,600 shares of its common stock outstanding (including approximately 976,500 shares of unvested restricted stock), based on shares outstanding as of April 5, 2012.

The Information Agent for the tender offer is Innisfree M&A Incorporated. For questions and information, please call the Information Agent toll free at 1-888-750-5834.

THIS PRESS RELEASE IS FOR INFORMATIONAL PURPOSES ONLY AND DOES NOT CONSTITUTE AN OFFER TO BUY OR THE SOLICITATION OF AN OFFER TO SELL SHARES OF WEBMD HEALTH CORP. COMMON STOCK. THE TENDER OFFER WAS MADE ONLY PURSUANT TO THE OFFER TO PURCHASE, LETTER OF TRANSMITTAL AND RELATED MATERIALS THAT WEBMD DISTRIBUTED TO ITS STOCKHOLDERS AND FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. STOCKHOLDERS AND INVESTORS SHOULD READ CAREFULLY THE OFFER TO PURCHASE, LETTER OF TRANSMITTAL AND RELATED MATERIALS BECAUSE THEY CONTAIN IMPORTANT INFORMATION, INCLUDING THE VARIOUS TERMS OF, AND CONDITIONS TO, THE TENDER OFFER. STOCKHOLDERS AND INVESTORS MAY OBTAIN A FREE COPY OF THE TENDER OFFER STATEMENT ON SCHEDULE TO, AS AMENDED, THE OFFER TO PURCHASE, LETTER OF TRANSMITTAL AND OTHER DOCUMENTS

THAT WEBMD FILED WITH THE SECURITIES AND EXCHANGE COMMISSION AT THE COMMISSION'S WEBSITE AT WWW.SEC.GOV OR BY CALLING INNISFREE M&A INCORPORATED, THE INFORMATION AGENT FOR THE TENDER OFFER, TOLL-FREE AT 1-888-750-5834.

About WebMD

WebMD Health Corp. (NASDAQ: WBMD) is the leading provider of health information services, serving consumers, physicians, healthcare professionals, employers, and health plans through our public and private online portals, mobile platforms and health-focused publications.

The WebMD Health Network includes WebMD Health, Medscape, MedicineNet, emedicineHealth, RxList, theheart.org and Medscape Education.

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All statements contained in this press release, other than statements of historical fact, are forward-looking statements. These statements are based on our current plans and expectations and involve risks and uncertainties that could cause actual future events or results to be different than those described in or implied by such forward-looking statements, including risks and uncertainties regarding: changes in financial markets; changes in economic, political or regulatory conditions or other trends affecting the healthcare, Internet and information technology industries; and changes in facts and circumstances and other uncertainties concerning the tender offer. Further information about these matters can be found in our Securities and Exchange Commission filings. Except as required by applicable law or regulation, we do not undertake any obligation to update our forward-looking statements to reflect future events or circumstances.