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WEBMD HEALTH CORP.

Reported by

TREESE RICHARD

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 01/23/17 for the Period Ending 01/13/17

Address	395 HUDSON STREET NEW YORK, NY 10014
Telephone	212-624-3700
CIK	0001326583
Symbol	WBMD
SIC Code	7389 - Business Services, Not Elsewhere Classified
Industry	Internet Services
Sector	Technology
Fiscal Year	12/31

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FORM 3

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

OMB APPROVAL
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 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
Treese Richard	**1/13/2017**	**WebMD Health Corp. [WBMD]**
(Last) (First) (Middle) **C/O WEBMD HEALTH CORP.,, 395 HUDSON STREET**	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner ___ **X** ___ Officer (give title below) ____ Other (specify below) **Exec VP & CTO /**	
(Street) **NEW YORK, NY 10014** (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ Form filed by One Reporting Person ___ 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)
Common Stock	**15693**	**D**	

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			
Stock Option (Right to Buy)	(1)	**5/29/2022**	**Common Stock**	**10000**	**$22.90**	**D**	
Stock Option (Right to Buy)	(2)	**11/14/2022**	**Common Stock**	**20000**	**$13.15**	**D**	
Stock Option (Right to Buy)	(3)	**4/25/2024**	**Common Stock**	**15000**	**$44.73**	**D**	
Stock Option (Right to Buy)	(4)	**6/17/2025**	**Common Stock**	**20000**	**$46.26**	**D**	
Stock Option (Right to Buy)	(5)	**11/2/2026**	**Common Stock**	**30000**	**$49.00**	**D**	

Explanation of Responses:

(1) 10,000 shares are vested and exercisable.

(2) 20,000 shares are vested and exercisable.

(3) 7,500 shares are vested and exercisable, and 3,750 unvested shares are scheduled to vest on each of 04/25/2017 and 04/25/2018.

(4) 6,666 shares are vested and exercisable, and 6,667 unvested shares are scheduled to vest on each of 06/17/17 and 06/17/2018.

(5) 10,000 unvested shares are scheduled to vest on each of 11/02/2018, 11/02/2019, 11/02/2020.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Treese Richard **C/O WEBMD HEALTH CORP.,** **395 HUDSON STREET** **NEW YORK, NY 10014**			**Exec VP & CTO**	

Signatures

/s/ Lewis H. Leicher, Attorney-in-Fact for Richard Treese **1/23/2017**

** Signature of Reporting Person — 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.

Exhibit 24

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each of Charles A. Mele, Douglas W. Wamsley and Lewis H. Leicher, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer of WebMD Health Corp. (the "Company") or otherwise, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and Forms 144 under the Securities Act of 1933 and the rules thereunder and Form ID and related forms for receiving and maintaining EDGAR codes (a filing to be made using any such form is referred to below as a "Form");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form, complete and execute any amendment or amendments thereto, and timely file such Form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 and no longer required to file Form 144s with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF , the undersigned has caused this Power of Attorney to be executed as of this 20th day of January 2017.

/s/ Richard Treese
Richard Treese