

# WEBMD HEALTH CORP.

## **FORM 8-K** (Current report filing)

Filed 02/17/17 for the Period Ending 02/16/17

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

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

February 16, 2017

Date of Report (Date of earliest event reported)

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**WEBMD HEALTH CORP.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35337**  
(Commission File Number)

**20-2783228**  
(I.R.S. Employer  
Identification No.)

**395 Hudson Street**  
**New York, New York 10014**  
(Address of principal executive offices, including zip code)

**(212) 624-3700**  
(Registrant's telephone number, including area code)

(Former name or address, if changed since last report)

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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))
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**Item 8.01. Other Events**

On February 16, 2017, the Registrant issued a press release announcing that its Board of Directors, working together with its management team and legal and financial advisors, has commenced a process to explore and evaluate potential strategic alternatives focused on maximizing shareholder value. A copy of the press release is filed as Exhibit 99.1 to this Current Report and is incorporated by reference in this Item 8.01.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The following exhibit is filed herewith:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated February 16, 2017, announcing exploration of strategic alternatives

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**SIGNATURE**

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

**WEBMD HEALTH CORP.**

Dated: February 17, 2017

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

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**EXHIBIT INDEX**

<i><u>Exhibit Number</u></i>	<i><u>Description</u></i>
99.1	Press Release, dated February 16, 2017, announcing exploration of strategic alternatives



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**WEBMD ANNOUNCES EXPLORATION OF STRATEGIC ALTERNATIVES**

**New York, NY** (February 16, 2017)—WebMD Health Corp. (NASDAQ: WBMD), the leading source of health information, today announced that its Board of Directors, working together with its management team and legal and financial advisors, has commenced a process to explore and evaluate potential strategic alternatives focused on maximizing shareholder value. These alternatives could include, among other things, the sale of part or all of the company, a merger with another party or other strategic transaction or continuing to execute on WebMD’s business plan.

“WebMD’s Board of Directors is committed to fully evaluating appropriate strategic alternatives while simultaneously supporting the company’s management and employees in their ongoing efforts to deliver trusted information, innovative products, and outstanding value to our users, members, and customers,” said Martin J. Wygod, Chairman of WebMD. “We believe that pursuing these complementary paths is in the best interests of our shareholders and is designed to maximize value.”

The Company’s Board has not set a timetable for this process nor has it made any decisions related to any strategic alternatives at this time. There can be no assurance that the exploration of strategic alternatives will result in a transaction. The Company does not intend to provide updates unless or until it determines that further disclosure is appropriate or necessary.

J.P. Morgan Securities LLC is acting as financial advisor to the Company. Shearman & Sterling LLP is acting as legal advisor.

**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.com, Medscape.com, MedicineNet.com, eMedicineHealth.com, RxList.com, OnHealth.com, Medscape Education (Medscape.org) and other WebMD owned sites and apps.

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*All statements contained in this press release, other than statements of historical fact, are forward-looking statements, including those regarding: explorations of possible transactions and other strategic alternatives. These statements speak only as of the date of this press release, 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 those relating to the nature and timing of any possible transaction or other strategic alternative or of any potential benefits from any such transaction or other alternative and those described in our SEC 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.*

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*WebMD<sup>®</sup>, Medscape<sup>®</sup>, CME Circle<sup>®</sup>, Medpulse<sup>®</sup>, eMedicine<sup>®</sup>, MedicineNet<sup>®</sup>, theheart.org<sup>®</sup> and RxList<sup>®</sup> are among the trademarks of WebMD Health Corp. or its subsidiaries.*