

HLTH CORP  
Form 8-K/A  
July 03, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K/A  
Amendment No. 1  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): June 26, 2007  
HLTH CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

**0-24975**

**94-3236644**

(State or other jurisdiction of  
incorporation)

(Commission File Number)

(I.R.S. Employer Identification  
No.)

**669 River Drive, Center 2  
Elmwood Park, New Jersey 07407-1361**

(Address of principal executive offices, including zip code)

**(201) 703-3400**

(Registrant's telephone number, including area code)

(Former name or 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))
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*Explanatory Note*

*This Amendment No. 1 is being filed to add an additional paragraph at the end of Item 3.02 of this Current Report in order to reflect the completion, after the original filing of this Current Report, of the conversion described in Item 3.02.*

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**Item 3.02. Unregistered Sales of Equity Securities**

To the extent required by Item 3.02 of Form 8-K, the information contained or incorporated by reference in Item 8.01 of this Current Report is incorporated by reference in this Item 3.02.

On June 29, 2007, all of the outstanding shares of the Registrant's Convertible Redeemable Exchangeable Preferred Stock were converted by CalPERS/PCG Corporate Partners, LLC, the sole holder, into an aggregate of 10,574,468 shares of HLTH Common Stock. The conversion was exempt from registration under Section 3(a)(9) of the Securities Act of 1933.

**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.

**HLTH CORPORATION**

Dated: July 3, 2007

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

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