

WEBMD CORP /NEW/  
Form 8-K  
March 11, 2005

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

**FORM 8-K**

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

**March 7, 2005**

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Date of Report (Date of earliest event reported)

**WEBMD CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

**0-24975**

**94-3236644**

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(State or other jurisdiction of  
incorporation)

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(Commission File Number)

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

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

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(Address of principal executive offices, including zip code)

**(201) 703-3400**

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(Registrant's telephone number, including area code)

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(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))



**Item 1.01. Entry into a Material Definitive Agreement**

With respect to fiscal 2004, the Compensation Committee of our Board of Directors has approved the following bonuses to the persons listed below, each of whom is expected to be a Named Executive Officer for purposes of our 2005 proxy statement and Annual Report on Form 10-K. The amounts were determined by the Compensation Committee, in its discretion, based on both individual and company performance.

<b>Named Executive Officer</b>	<b>Title</b>	<b>2004 Bonus</b>
Kevin C. Cameron	Chief Executive Officer	\$402,000
Roger C. Holstein	CEO, WebMD Health and former Chief Executive Officer of WebMD Corporation	\$402,000
Andrew C. Corbin	Executive Vice President and Chief Financial Officer	\$270,000
Wayne T. Gattinella	President, WebMD Health	\$300,000
Tony G. Holcombe	President	\$300,000
Charles A. Mele	Executive Vice President, General Counsel & Secretary	\$300,000
Martin J. Wygod	Chairman of the Board	\$402,000

**SIGNATURE**

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

**WEBMD CORPORATION**

Dated: March 11, 2005

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

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