

GAPCO GMBH & CO KG

Form 4

November 04, 2011

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GAPCO MANAGEMENT GMBH

(Last) (First) (Middle)

C/O GENERAL ATLANTIC
GMBH, KOENIGSALLEE 62

(Street)

DUSSELDORF,, 2M 40212

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Emdeon Inc. [EM]

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer (give title ____X__ Other (specify
below) below)

See remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	11/02/2011		J ⁽¹⁾	98,055 D \$ 19 0		I	See footnotes (1) (2) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAPCO MANAGEMENT GMBH C/O GENERAL ATLANTIC GMBH KOENIGSALLEE 62 DUSSELDORF,, 2M 40212		X		See remarks
GAPCO GMBH & CO KG C/O GENERAL ATLANTIC GMBH KOENIGSALLEE 62 DUSSELDORF,, 2M 40212		X		See remarks

Signatures

/s/ Thomas
Murphy 11/04/2011

__Signature of
Reporting Person

Date

/s/ Thomas
Murphy 11/04/2011

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

- (1) Disposed of pursuant to the merger agreement dated August 3, 2011 by and among the issuer, Beagle Parent Corp. ("Parent") and Beagle Acquisition Corp. ("Merger Sub") providing for the merger of Merger Sub with and into the issuer effective as of November 2, 2011 (the "Merger") pursuant to which the shares were cancelled in exchange for a cash payment equal to \$19.00 per share.
- (2) By GAPCO GmbH & Co. KG, ("KG").
- (3) GAPCO Management GmbH ("GmbH Management") is the general partner of KG. The Managing Directors of General Atlantic LLC make voting and investment decisions with respect to securities held by KG and GmbH Management.

Remarks:

Each of the reporting persons may be deemed to be a member of a "group" for purposes of the Securities Exchange Act of 1934.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.