

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

Date of Report (Date of earliest event reported)

WEBMD 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))

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.

| Named Executive Officer | Title | 2004 Bonus |
|------------------------------------|---|-------------------|
| 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

3