

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **2011-11-07**
SEC Accession No. **0000904454-11-000562**

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SUBJECT COMPANY

WebMD Health Corp.

CIK: **1326583** | IRS No.: **202783228** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G/A** | Act: **34** | File No.: **005-81047** | Film No.: **111185305**
SIC: **7389** Business services, nec

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FILED BY

KENSICO CAPITAL MANAGEMENT CORP

CIK: **1113000** | IRS No.: **134079277**
Type: **SC 13G/A**

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 3*)**

WebMD Health Corp.
(Name of Issuer)

Common Stock, \$.01 par value
(Title of Class of Securities)

94770V102
(CUSIP Number)

November 3, 2011
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	Names of Reporting Person	Kensico Capital Management Corporation
	I.R.S. Identification Nos. of Above Persons (entities only)	13-4079277
2.	Check the Appropriate Box if a Member of a Group	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC Use Only	
4.	Citizenship or Place of Organization	Delaware
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power -0-
	6.	Shared Voting Power 6,577,901
	7.	Sole Dispositive Power -0-
	8.	Shared Dispositive Power 6,577,901
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	6,577,901
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares	<input type="checkbox"/>
11.	Percent of Class Represented by Amount in Row (9)	11.6%
12.	Type of Reporting Person	CO

1.	Names of Reporting Person	Michael Lowenstein
	I.R.S. Identification Nos. of Above Persons (entities only)	
2.	Check the Appropriate Box if a Member of a Group	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC Use Only	
4.	Citizenship or Place of Organization	United States
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power -0-
	6.	Shared Voting Power 6,577,901
	7.	Sole Dispositive Power -0-
	8.	Shared Dispositive Power 6,577,901
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	6,577,901
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares	<input type="checkbox"/>
11.	Percent of Class Represented by Amount in Row (9)	11.6%
12.	Type of Reporting Person	IN, HC

1.	Names of Reporting Person	Thomas J. Coleman
I.R.S. Identification Nos. of Above Persons (entities only)		
2.	Check the Appropriate Box if a Member of a Group	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC Use Only	
4.	Citizenship or Place of Organization	United States
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power -0-
	6.	Shared Voting Power 6,577,901
	7.	Sole Dispositive Power -0-
	8.	Shared Dispositive Power 6,577,901
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	6,577,901
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares	<input type="checkbox"/>
11.	Percent of Class Represented by Amount in Row (9)	11.6%
12.	Type of Reporting Person	IN, HC

Amendment No. 3 to Schedule 13G

Reference is hereby made to the statement on Schedule 13G filed with the Securities and Exchange Commission (the "Commission") on behalf of the Reporting Persons on November 5, 2009, Amendment No. 1 thereto filed on February 16, 2010, and Amendment No. 2 thereto filed on February 14, 2011 (as so amended, the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following Items of the Schedule 13G are hereby amended and restated as follows:

Item 4. Ownership.

For each Reporting Person:

(a) Amount beneficially owned:

Each of Kensico Capital Management, Mr. Lowenstein and Mr. Coleman may be deemed to beneficially own the 6,577,901 shares of Common Stock held for the accounts of the Funds. Of such 6,577,901 shares of Common Stock, Kensico Partners directly beneficially owns 1,516,900 shares of Common Stock, Kensico Associates directly beneficially owns 2,307,090 shares of Common Stock, Kensico Offshore directly beneficially owns 1,895,134 shares of Common Stock, and Kensico Offshore II directly beneficially owns 858,777 shares of Common Stock.

(b) Percent of class: 11.6%

This calculation assumes 56,497,692 shares of Common Stock outstanding at the close of business on November 3, 2011. This assumption is based on 58,672,692 shares of Common Stock reported in the Issuer's Schedule 14A filed with the Commission on August 15, 2011 to be outstanding as of August 10, 2011, and the statement by the Issuer in the Issuer's Form 8-K filed with the Commission on October 4, 2011 that the Issuer had repurchased 1,400,000 shares of Common Stock under the Issuer's existing buyback program (which had been announced in the Issuer's August 15, 2011 press release), and the statement by the Issuer in the Issuer's Form 8-K filed with the Commission on November 2, 2011 that the Issuer had repurchased 775,000 shares of Common Stock after the end of the Issuer's third quarter.

(c) Number of shares to which each Reporting Person has:

- (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 6,577,901
- (iii) Sole power to dispose or to direct the disposition of: -0-
- (iv) Shared power to dispose of or direct the disposition of: 6,577,901

Cusip No. 94770V102

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 7, 2011

KENSICO CAPITAL MANAGEMENT
CORP.

BY: /s/ MICHAEL LOWENSTEIN

Signature

Michael Lowenstein, Authorized Signatory

Name/Title

/s/ MICHAEL LOWENSTEIN

Signature

/s/ THOMAS J. COLEMAN

Signature
