

# SECURITIES AND EXCHANGE COMMISSION

## FORM 3

Filing Date: **2011-11-07** | Period of Report: **2011-11-03**  
SEC Accession No. **0000904454-11-000564**

(HTML Version on [secdatabase.com](http://secdatabase.com))

### REPORTING OWNER

#### Coleman Thomas Jason

CIK: **1443559**

Type: **3** | Act: **34** | File No.: **001-35337** | Film No.: **111185442**

Mailing Address  
C/O KENSICO CAPITAL  
MANAGEMENT  
55 RAILROAD AVENUE, 2ND  
FLOOR  
GREENWICH CT 06830

#### Lowenstein Michael Bernard

CIK: **1443560**

Type: **3** | Act: **34** | File No.: **001-35337** | Film No.: **111185443**

Mailing Address  
C/O KENSICO CAPITAL  
MANAGEMENT  
55 RAILROAD AVENUE, 2ND  
FLOOR  
GREENWICH CT 06830

### ISSUER

#### WebMD Health Corp.

CIK: **1326583** | IRS No.: **202783228** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **7389** Business services, nec

Mailing Address  
111 EIGHTH AVE.  
NEW YORK NY 10011

Business Address  
111 EIGHTH AVE.  
NEW YORK NY 10011  
212-624-3700

#### KENSICO CAPITAL MANAGEMENT CORP

CIK: **1113000**

Type: **3** | Act: **34** | File No.: **001-35337** | Film No.: **111185449**

Mailing Address  
55 RAILROAD AVENUE  
2ND FLOOR  
GREENWICH CT 06830

Business Address  
55 RAILROAD AVENUE  
2ND FLOOR  
GREENWICH CT 06830  
203-862-5800

#### Kensico Associates LP

CIK: **1406639** | State of Incorporation: **DE**  
Type: **3** | Act: **34** | File No.: **001-35337** | Film No.: **111185448**

Mailing Address  
55 RAILROAD AVE  
GREENWICH CT 06830

Business Address  
55 RAILROAD AVE  
GREENWICH CT 06830  
203-862-5800

#### Kensico Partners, L.P.

CIK: **1442776** | State of Incorporation: **DE**  
Type: **3** | Act: **34** | File No.: **001-35337** | Film No.: **111185447**

Mailing Address  
C/O KENSICO CAPITAL  
MANAGEMENT  
55 RAILROAD AVENUE, 2ND  
FLOOR  
GREENWICH CT 06830

Business Address  
C/O KENSICO CAPITAL  
MANAGEMENT  
55 RAILROAD AVENUE, 2ND  
FLOOR  
GREENWICH CT 06830  
203-862-5800

## **Kensico Capital, LLC**

CIK: **1442779**

Type: **3** | Act: **34** | File No.: **001-35337** | Film No.: **111185444**

Mailing Address  
C/O KENSICO CAPITAL  
MANAGEMENT  
55 RAILROAD AVENUE, 2ND  
FLOOR  
GREENWICH CT 06830

Business Address  
C/O KENSICO CAPITAL  
MANAGEMENT  
55 RAILROAD AVENUE, 2ND  
FLOOR  
GREENWICH CT 06830  
203-862-5800

## **Kensico Offshore Fund II Master Ltd.**

CIK: **1442782**

Type: **3** | Act: **34** | File No.: **001-35337** | Film No.: **111185445**

Mailing Address  
C/O KENSICO CAPITAL  
MANAGEMENT  
55 RAILROAD AVENUE, 2ND  
FLOOR  
GREENWICH CT 06830

Business Address  
C/O KENSICO CAPITAL  
MANAGEMENT  
55 RAILROAD AVENUE, 2ND  
FLOOR  
GREENWICH CT 06830  
203-862-5800

## **Kensico Offshore Fund Master, Ltd.**

CIK: **1452447**

Type: **3** | Act: **34** | File No.: **001-35337** | Film No.: **111185446**

Mailing Address  
C/O KENSICO CAPITAL  
MANAGEMENT  
55 RAILROAD AVENUE, 2ND  
FLOOR  
GREENWICH CT 06830

Business Address  
C/O KENSICO CAPITAL  
MANAGEMENT  
55 RAILROAD AVENUE, 2ND  
FLOOR  
GREENWICH CT 06830  
203-862-5800

# FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0104  
 Expires: 02/28/2011  
 Estimated average burden  
 hours per response 0.5

### INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person <u>KENSICO CAPITAL MANAGEMENT CORP</u> (Last) (First) (Middle) 55 RAILROAD AVENUE, 2ND FLOOR, (Street) GREENWICH, CT 06830 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/03/2011	3. Issuer Name and Ticker or Trading Symbol <u>WebMD Health Corp. [WBMD]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ <input checked="" type="checkbox"/> 10% Owner ___ Officer (give title below) ___ Other (specify below)	5. If Amendment, Date Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check applicable line) ___ Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	6,577,901 <sup>(1)</sup> <sup>(2)</sup>	I <sup>(1)</sup> <sup>(2)</sup>	By Funds named in Footnotes <sup>(1)</sup> <sup>(2)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<u>KENSICO CAPITAL MANAGEMENT CORP</u> 55 RAILROAD AVENUE, 2ND FLOOR GREENWICH, CT 06830		X		
<u>Kensico Associates LP</u> C/O KENSICO CAPITAL MANAGEMENT 55 RAILROAD AVENUE, 2ND FLOOR GREENWICH, CT 06830		X		

<a href="#">Kensico Partners, L.P.</a> C/O KENSICO CAPITAL MANAGEMENT 55 RAILROAD AVENUE, 2ND FLOOR GREENWICH, CT 06830		X		
<a href="#">Kensico Offshore Fund Master, Ltd.</a> C/O KENSICO CAPITAL MANAGEMENT 55 RAILROAD AVENUE, 2ND FLOOR GREENWICH, CT 06830		X		
<a href="#">Kensico Offshore Fund II Master Ltd.</a> C/O KENSICO CAPITAL MANAGEMENT 55 RAILROAD AVENUE, 2ND FLOOR GREENWICH, CT 06830		X		
<a href="#">Kensico Capital, LLC</a> C/O KENSICO CAPITAL MANAGEMENT 55 RAILROAD AVENUE, 2ND FLOOR GREENWICH, CT 06830		X		
<a href="#">Lowenstein Michael Bernard</a> C/O KENSICO CAPITAL MANAGEMENT 55 RAILROAD AVENUE, 2ND FLOOR GREENWICH, CT 06830		X		
<a href="#">Coleman Thomas Jason</a> C/O KENSICO CAPITAL MANAGEMENT 55 RAILROAD AVENUE, 2ND FLOOR GREENWICH, CT 06830		X		

#### Explanation of Responses:

1. Consists of (i) 2,307,090 shares of Common Stock directly held by Kensico Associates, L.P. ("KA"), (ii) 1,895,134 shares of Common Stock directly held by Kensico Offshore Fund Master, Ltd. ("KO"), (iii) 1,516,900 shares of Common Stock directly held by Kensico Partners, L.P. ("KP") and (iv) 858,777 shares of Common Stock directly held by Kensico Offshore Fund II Master, Ltd. ("KO II"). The securities reported as directly beneficially owned by KA, KO, KP and KO II may be deemed to be indirectly beneficially owned by Kensico Capital Management Corp., which is the investment manager of each such entity and has voting and investment control over the securities held by each such entity. The securities reported as directly beneficially owned by KA and KP may also be deemed to be indirectly beneficially owned by Kensico Capital, L.L.C., which is the sole general partner of KA and KP.
2. Thomas J. Coleman and Michael B. Lowenstein are the controlling shareholders of Kensico Capital Management Corp. and managing members of Kensico Capital, L.L.C., and may therefore also be deemed to indirectly beneficially own the securities directly beneficially owned by KO, KO II, KA and KP. Pursuant to Instruction 5(b)(iv) of Form 3, Kensico Capital Management Corp., Kensico Capital, L.L.C., Thomas J. Coleman and Michael B. Lowenstein have elected to report as indirectly beneficially owned the entire number of securities owned by KO, KO II, KA and KP, but each of them disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed its or his pecuniary interest therein and/or that are not actually distributed to it or him.

#### Signatures

<a href="#">/s/ Michael B. Lowenstein, Director of Kensico Capital Management Corp., LLC</a>	<a href="#">11/07/2011</a>
<a href="#">/s/ Michael B. Lowenstein, Managing Member of Kensico Capital, L.L.C., General Partner of Kensico Associates, L.P.</a>	<a href="#">11/07/2011</a>
<a href="#">/s/ Michael B. Lowenstein, Managing Member of Kensico Capital, L.L.C., General Partner of Kensico Partners, L.P.</a>	<a href="#">11/07/2011</a>
<a href="#">/s/ Michael B. Lowenstein, Director of Kensico Capital Management Corp., Investment Manager of Kensico Offshore Fund Master, Ltd.</a>	<a href="#">11/07/2011</a>
<a href="#">/s/ Michael B. Lowenstein, Director of Kensico Capital Management Corp., Investment Manager of Kensico Offshore Fund II Master, Ltd.</a>	<a href="#">11/07/2011</a>
<a href="#">/s/ Michael B. Lowenstein, Managing Member of Kensico Capital, L.L.C.</a>	<a href="#">11/07/2011</a>
<a href="#">/s/ Michael B. Lowenstein</a>	<a href="#">11/07/2011</a>
<a href="#">/s/ Thomas J. Coleman</a>	<a href="#">11/07/2011</a>
** Signature of Reporting Person	Date

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

\* 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).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**