



September 15, 2017

WebMD Health Corp. Provides Notice of Fundamental Change / Change in Control to Holders of its Convertible Notes In Connection with the Completed Merger

NEW YORK, Sept. 15, 2017 (GLOBE NEWSWIRE) -- WebMD Health Corp. (the "Company") today provided notice that, pursuant to the terms of:

- l an indenture, dated January 11, 2011 (the "2018 Indenture") governing its 2.50% Convertible Notes due 2018 (the "2018 Notes"),
- l an indenture, dated November 26, 2013 (the "2020 Indenture") governing its 1.50% Convertible Notes due 2020 (the "2020 Notes"), and
- l an indenture, dated June 1, 2016 (the "2023 Indenture", and together with the 2018 Indenture and the 2020 Indenture, the "Indentures" and each, an "Indenture") governing its 2.625% Convertible Notes due 2023 (the "2023 Notes", and together with the 2018 Notes and the 2020 Notes, the "Notes"),

in connection with the closing of the transactions contemplated by the Agreement and Plan of Merger, dated as of July 24, 2017 (the "Merger Agreement"), among MH Sub I, LLC, Diagnosis Merger Sub, Inc. and the Company, the Company delivered the attached Notices of Fundamental Change and Execution of Supplemental Indenture (the "Fundamental Change Notice") to holders of its 2020 Notes and 2023 Notes, and Notice of Change in Control and Execution of Supplemental Indenture (the "Change in Control Notice") to holders of its 2018 Notes, notifying holders that a Fundamental Change, as such term is defined in the 2020 Indenture and the 2023 Indenture, and a Change in Control, as such term is defined in the 2018 Indenture, occurred on September 15, 2017 and that the Company entered into supplemental indentures with respect to the Indentures, pursuant to which the right to convert each \$1,000 principal amount of the Notes will be changed into a right to convert such principal amount into an amount of cash equal to the Conversion Rate (as defined in the Indentures) in effect on the conversion date, multiplied by the Applicable Price (as defined in the Indentures).

A PDF accompanying this announcement is available

at <http://www.globenewswire.com/NewsRoom/AttachmentNg/c4a963e2-8960-4cad-b988-b37e6036e7f1>

Notice of Fundamental Change / Change in Control

In connection with such Fundamental Change or Change in Control, as applicable, each holder of Notes will have the right at such holder's option to require the Company to repurchase all of such holder's Notes (or a portion thereof which is \$1,000 in principal amount or any positive integral multiple thereof), on October 27, 2017 (the "Repurchase Date"), the date that is 30 business days after the date on which the Company delivered the Fundamental Change Notice and the Change in Control Notice. The Company will be required to repurchase all of such holder's Notes at a price, payable in cash, equal to one hundred percent (100%) of the principal amount of the Notes to be so repurchased (the "Repurchase Price"), plus accrued and unpaid interest thereon, if any, to, but excluding the Repurchase Date.

Holders of Notes should read carefully the Fundamental Change Notice or Change in Control Notice, as applicable, regarding their conversion rights in connection with the Fundamental Change or Change in Control and the rights of holders to require the Company to repurchase their Notes in connection with the Fundamental Change or Change in Control, as applicable, as it contains important information as to the procedures and timing for the exercise of such rights.

Notice of Make-Whole Fundamental Change / Make Whole Change of Control and Adjustment to Conversion Rate upon Conversion in connection with a Make-Whole Fundamental Change / Make Whole Change of Control

In connection with the closing of the transactions contemplated by the Merger Agreement, a Make-Whole Fundamental Change under the 2020 Indenture and 2023 Indenture, and a Make Whole Change of Control under the 2018 Indenture, occurred on September 15, 2017. Pursuant to the Indentures, if a holder surrenders its Notes for conversion during the period commencing 20 days prior to the anticipated effective date of the Make-Whole Fundamental Change or Make Whole Change of Control, as applicable, and ending on October 5, 2017, the 20th day after the actual effective date of the Make-Whole Fundamental Change and Make Whole Change of Control (such period, the "Make-Whole Period"), the Company will

increase the conversion rate for the Notes surrendered for conversion during such period in accordance with the Indentures as set forth below.

As more fully described in the Fundamental Change Notice and Change in Control Notice and pursuant to each of the First Supplemental Indentures, dated as of September 15, 2017, by and among the Company and the Trustee, to the Indentures, the consideration due upon conversion of the Notes will be an amount of cash equal to:

- 1 2018 Notes: (i) \$1,071.83 per \$1,000 principal amount of 2018 Notes based on a Conversion Rate of 16.1178, in the case of a holder that elects to convert its 2018 Notes, in accordance with the Indenture, at any time during Make-Whole Period, provided that, for holders that converted 2018 Notes during Make-Whole Period but prior to September 15, 2017 and have received shares of Common Stock but have not received the Additional Shares, the right to receive the Additional Shares shall change to a right to receive \$35.40 per \$1,000 principal amount of 2018 Notes on or after September 15, 2017, and (ii) \$1,036.43 per \$1,000 principal amount of 2018 Notes based on a Conversion Rate of 15.5854 in the case of a Holder that elects to convert its 2018 Notes, in accordance with the Indenture, other than during the Make-Whole Period;
- 1 2020 Notes: (i) \$1,396.13 per \$1,000 principal amount of 2020 Notes based on a Conversion Rate of 20.9944, in the case of a holder that elects to convert its 2020 Notes, in accordance with the Indenture, at any time during Make-Whole Period, provided that, for holders that converted 2020 Notes during Make-Whole Period but prior to September 15, 2017 and have received shares of Common Stock but have not received the Additional Shares, the right to receive the Additional Shares shall change to a right to receive \$128.01 per \$1,000 principal amount of 2020 Notes on or after September 15, 2017, and (ii) \$1,268.12 per \$1,000 principal amount of 2020 Notes based on a Conversion Rate of 19.0695 in the case of a Holder that elects to convert its 2020 Notes, in accordance with the Indenture, other than during the Make-Whole Period;
- 1 2023 Notes: \$767.34 per \$1,000 principal amount of 2023 Notes based on a Conversion Rate of 11.5389, which reflects no Conversion Rate adjustment.

Holders who wish to convert their Notes must satisfy the requirements set forth in the applicable Indenture. Except as set forth above, the Conversion Rate will not be subject to further adjustment.

Holders who fail to validly convert their 2018 Notes or 2020 Notes during the Make-Whole Period will not be entitled to receive the Additional Shares (as defined in the Indentures).

Other than during the Make-Whole Period, a holder may convert its Notes at any time prior to the 5:00 p.m. New York City time on (i) January 30, 2018 for the 2018 Notes, (ii) November 30, 2020 for the 2020 Notes and (iii) June 14, 2023 for the 2023 Notes, upon the terms and subject to the conditions of the applicable Indenture.

The Trustee for the Notes is The Bank of New York Mellon Trust Company, N.A. For questions or assistance related to the Notes, contact The Bank of New York Mellon Trust Company, N.A. at 800-254-2826.

About WebMD

WebMD Health Corp. is the leading provider of health information services, serving consumers, physicians, healthcare professionals, employers, and health plans through our public and private online portals, mobile platforms and health-focused publications.

The WebMD Health Network includes WebMD.com, Medscape.com, MedicineNet.com, eMedicineHealth.com, RxList.com, Medscape Education (Medscape.org) and other WebMD owned sites and apps.

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