

ECLIPSYS CORP  
Form 425  
July 23, 2010

**Filed by ALLSCRIPTS-MISYS HEALTHCARE SOLUTIONS, INC.**

**Pursuant to Rule 425 under the Securities Act of 1933**

**and deemed filed pursuant to Rule 14a-12**

**under the Securities Exchange Act of 1934**

**Subject Company: Eclipsys Corporation**

**Commission File No. for Registration Statement**

**on Form S-4: 333-167846**

**The following was posted to the [www.OneAllscriptsEclipsys.com](http://www.OneAllscriptsEclipsys.com) microsite:**

Latest News:

This week we officially launched our Integration Team as Allscripts and Eclipsys move closer to becoming one company and delivering on the opportunity of one network, one platform and one patient record. This is a critical job and this team will drive forward the process that enables us to come together as one company in just a few short months.

The Integration Team will include both the Integration Management Office (IMO) as well as the Functional Integration Teams with executives from both Allscripts and Eclipsys.

*The Integration Management Office (IMO)*

The leadership of the IMO will manage the overall integration process. Phil Pead and Glen Tullman will head the Integration Steering Committee. The overall integration initiative will be led by Chris Perkins (Chief Financial Officer, Eclipsys) with Matt Jenkins (Vice President, Allscripts) focusing on supporting the functional integration work streams. We have also engaged Oliver Wyman, a well-respected consulting firm, as our advisors to help us accelerate our planning in advance of the anticipated merger closing.

*The Functional Integration Teams*

These teams will cover all critical areas involved with bringing our two companies together. It will take all of us to create this new company and everyone's involvement will be important. The leaders of these teams are the following individuals from across the two companies. These announcements do not reflect final decisions on leadership roles for the combined company. We will make those announcements as we work through the integration process.

Sales Jeff Surges, Group President Sales, Allscripts

Product Integration & Eclipsys Engineering John Gomez, EVP Chief Technology Strategy Officer, Eclipsys

Product Support Cos Battinelli, SVP, Product Support Services, Eclipsys

Professional Services Richard Sills, SVP Services, Allscripts

Information Technology Brennan Sullivan, VP IT Services, Eclipsys

Remote Hosting & Allscripts Engineering Faisal Mushtaq, SVP Product Development, Allscripts

Asia Operations Nitin Deshpande, President Eclipsys India

Finance & Administration Dave Morgan, SVP Finance & Chief Accounting Officer, Eclipsys

Dan Michelson (Chief Marketing Officer, Allscripts) will lead the process for Marketing & Communications, and Jan Smith (SVP Human Resources, Eclipsys) and Celia Harper-Guerra (SVP, Talent Acquisition & Development, Allscripts) will team to focus on HR, Talent, and Culture. Brad Aaron, (Deputy General Counsel, Allscripts) and Adam Samuels (Deputy General Counsel, Eclipsys) will join the team to provide legal counsel on integration matters.

Bill Davis, Eileen McPartland and Lee Shapiro (Allscripts) will also be advising the functional teams and participating in the Integration Management Office.

Next Steps:

The Functional Integration Team leaders will begin to establish their teams (which will consist of both Allscripts and Eclipsys staff) and work with the IMO project office to begin the process for development of our integration plans. Our requirements are to have a collaborative plan development process so that we can be well positioned to begin to implement on Day 1.

Tools You Can Use:

Our merger section of the Intranet *OneAllscriptsEclipsys* remains your key resource for information and will continue to be your vehicle for submitting questions. Please submit them to [oneallscriptseclipsys@eclipsys.com](mailto:oneallscriptseclipsys@eclipsys.com).

**Important Information for Investors and Stockholders**

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. This communication is being made in respect of the proposed merger transaction involving Allscripts-Misys Healthcare Solutions, Inc. ( Allscripts ) and Eclipsys Corporation ( Eclipsys ). In connection with the proposed transaction, Allscripts and Eclipsys have each filed with the SEC a definitive joint proxy statement, which also constitutes a prospectus of Allscripts and an information statement for Allscripts stockholders. Allscripts and Eclipsys have each mailed the definitive joint proxy statement/prospectus/information statement to their respective stockholders on or about July 15, 2010. BEFORE MAKING ANY VOTING OR INVESTMENT DECISION, INVESTORS AND STOCKHOLDERS ARE URGED TO READ CAREFULLY IN THEIR ENTIRETY THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS/ INFORMATION STATEMENT REGARDING THE PROPOSED TRANSACTION, AND ANY OTHER RELEVANT DOCUMENTS FILED BY EITHER ALLSCRIPTS OR ECLIPSYS WITH THE SEC WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and stockholders of Allscripts and Eclipsys may obtain a free copy of the definitive joint proxy statement/prospectus/information statement, as well as other filings containing information about Allscripts and Eclipsys, without charge, at the website maintained by the SEC (<http://www.sec.gov>). Copies of the definitive joint proxy statement/prospectus/information statement and the filings with the SEC that are incorporated by reference in the definitive joint proxy statement/prospectus/information statement can also be obtained, without charge, on the investor relations portion of Allscripts website ([www.allscripts.com](http://www.allscripts.com)) or the investor relations portion of Eclipsys website ([www.eclipsys.com](http://www.eclipsys.com)) or by directing a request to Allscripts Investor Relations Department at 222 Merchandise Mart Plaza, Suite 2024, Chicago, Illinois 60654, or to Eclipsys Investor Relations Department at Three Ravinia Drive, Atlanta, Georgia 30346.

Allscripts and its directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding Allscripts directors and executive officers is available in Allscripts proxy statement for its 2009 annual meeting of stockholders and Allscripts Annual Report on Form 10-K for the year ended May 31, 2009, which were filed with the SEC on August 27, 2009 and July 30, 2009, respectively. Eclipsys and its directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding Eclipsys directors and executive officers is available in Eclipsys proxy statement for its 2010 annual meeting of stockholders and Eclipsys Annual Report on Form 10-K for the year ended December 31, 2009, which were filed with the SEC on March 26, 2010 and February 25, 2010, respectively. Investors and stockholders can obtain free copies of these

documents from Allscripts and Eclipsys using the contact information above. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, are contained in the definitive joint proxy statement/prospectus/information statement and other relevant materials that have been filed with the SEC.

### **Forward-Looking Statements**

This communication contains forward-looking statements within the meaning of the federal securities laws. Statements regarding the benefits of the proposed transaction, including future financial and operating results, the combined company's plans, objectives, expectations and intentions, platform and product integration, the connection and movement of data among hospitals, physicians, patients and others, merger synergies and cost savings, client attainment of meaningful use and accessibility of federal stimulus payments, enhanced competitiveness and accessing new client opportunities, market evolution, the benefits of the combined companies' products and services, the availability of financing, future events, developments, future performance, as well as management's expectations, beliefs, intentions, plans, estimates or projections relating to the future are forward-looking statements within the meaning of these laws. These forward-looking statements are subject to a number of risks and uncertainties, some of which are outlined below. As a result, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what impact they will have on the results of operations or financial condition of Allscripts, Eclipsys or the combined company or the proposed transaction.

Such risks, uncertainties and other factors include, among other things: the ability to obtain governmental approvals of the merger on the proposed terms and schedule contemplated by the parties; the failure of Eclipsys' stockholders to approve the Merger Agreement; the failure of Allscripts' stockholders to approve the issuance of shares in the merger; the possibility that the proposed transaction does not close, including due to the failure to satisfy the closing conditions; the possibility that the expected synergies, efficiencies and cost savings of the proposed transaction will not be realized, or will not be realized within the expected time period; potential difficulties or delays in achieving platform and product integration and the connection and movement of data among hospitals, physicians, patients and others; the risk that the contemplated financing is unavailable; the risk that the Allscripts and Eclipsys businesses will not be integrated successfully; disruption from the proposed transaction making it more difficult to maintain business and operational relationships; competition within the industries in which Allscripts and Eclipsys operate; failure to achieve certification under the Health Information Technology for Economic and Clinical Health Act could result in increased development costs, a breach of some customer obligations and could put Allscripts and Eclipsys at a competitive disadvantage in the marketplace; unexpected requirements to achieve interoperability certification pursuant to the Certification Commission for Healthcare Information Technology could result in increased development and other costs for Allscripts and Eclipsys; the volume and timing of systems sales and installations, the length of sales cycles and the installation process and the possibility that Allscripts' and Eclipsys' products will not achieve or sustain market acceptance; the timing, cost and success or failure of new product and service introductions,

development and product upgrade releases; competitive pressures including product offerings, pricing and promotional activities; Allscripts and Eclipsys ability to establish and maintain strategic relationships; undetected errors or similar problems in Allscripts and Eclipsys software products; the outcome of any legal proceeding that has been or may be instituted against Allscripts, Misys plc or Eclipsys and others; compliance with existing laws, regulations and industry initiatives and future changes in laws or regulations in the healthcare industry, including possible regulation of Allscripts and Eclipsys software by the U.S. Food and Drug Administration; the possibility of product-related liabilities; Allscripts and Eclipsys ability to attract and retain qualified personnel; the implementation and speed of acceptance of the electronic record provisions of the American Recovery and Reinvestment Act of 2009; maintaining Allscripts and Eclipsys intellectual property rights and litigation involving intellectual property rights; risks related to third-party suppliers and Allscripts and Eclipsys ability to obtain, use or successfully integrate third-party licensed technology; and breach of Allscripts or Eclipsys security by third parties. See Allscripts and Eclipsys Annual Reports on Form 10-K and Annual Reports to Stockholders for the fiscal years ended May 31, 2009 and December 31, 2009, respectively, the definitive joint proxy statement/prospectus/information statement mailed by Allscripts and Eclipsys to their respective stockholders on or about July 15, 2010, and other public filings with the SEC for a further discussion of these and other risks and uncertainties applicable to Allscripts and Eclipsys respective businesses. The statements herein speak only as of their date and neither Allscripts nor Eclipsys undertakes any duty to update any forward-looking statement whether as a result of new information, future events or changes in their respective expectations.