

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

DATE OF REPORT: FEBRUARY 5, 1999

CHECKFREE HOLDINGS CORPORATION
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware

(STATE OR OTHER
JURISDICTION OF
INCORPORATION OR
ORGANIZATION)

0-26802

(COMMISSION FILE NO.)

58-2360335

(IRS EMPLOYER
IDENTIFICATION NUMBER)

4411 East Jones Bridge Road
Norcross, Georgia 30092
(770) 441-3387
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER
INCLUDING AREA CODE OF REGISTRANT'S
PRINCIPAL EXECUTIVE OFFICES)

Not Applicable
(FORMER NAME OR FORMER ADDRESS, IF CHANGED SINCE LAST REPORT)

ITEM 5.

Checkfree Holdings Corporation, a Delaware corporation (the "Company"), has amended its stockholder rights plan. Amendment No. 1 to the Rights Agreement, dated February 5, 1999, by and between the Company and The Fifth Third Bank, as Rights Agent, is attached as Exhibit 4.1 hereto and is incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) EXHIBITS.

| Exhibit No. | Description |
|-------------|--|
| 4.1 | Amendment No. 1 to the Rights Agreement, dated as of February 5, 1999, between Checkfree Holdings Corporation and The Fifth Third Bank, as Rights Agent. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHECKFREE HOLDINGS CORPORATION

Date: February 12, 1999

By: /s/ Peter J. Kight

 Peter J. Kight, Chairman of the
 Board, President, and Chief
 Executive Officer

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--|
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AMENDMENT NO. 1 TO RIGHTS AGREEMENT

WHEREAS, as of December 16, 1997, CheckFree Holdings Corporation, a Delaware corporation (the "Corporation"), and The Fifth Third Bank ("Fifth Third"), entered into a Rights Agreement (the "Rights Agreement"); and

WHEREAS, the Corporation and Fifth Third wish to amend the Rights Agreement;

NOW, THEREFORE, in consideration of the promises and the mutual agreements herein set forth, the parties hereby agree as follows:

1. The Corporation represents that this Amendment No. 1 complies with the requirements of Section 27 of the Rights Agreement.

2. Section 23(a) of the Rights Agreement shall be amended by deleting the words "provided, however, that from and after the first date upon which there shall exist a 15% Stockholder, any redemption of the Rights shall require, in addition to the approval of the Board of Directors of the Company, the approval of a majority of those directors of the Company who were directors prior to such date" in the sixth, seventh, eighth, and ninth lines.

3. Section 27(a) of the Rights Agreement is hereby amended by deleting the words "and provided further, however, that from and after the first date upon which there shall exist a 15% Stockholder, this Agreement shall not be supplemented or amended in any manner without the approval of a majority of those directors of the Company who were directors prior to such date" in the ninth, tenth, eleventh, and twelfth lines.

4. Exhibit C to the Rights Agreement is hereby amended:

- (a) by deleting the words "provided, however, that any redemption after there is a 15% Stockholder shall also require the approval of a majority of those directors of the Company who were directors prior to such date" in the eighth, ninth, and tenth lines of Section 8;
- (b) by deleting the words "provided further that from and after the first date upon which there shall exist a 15% Stockholder, the Rights Agreement shall not be supplemented or amended in any manner without the approval of a majority of the Company's directors who were directors prior to such date" in the eleventh, twelfth, thirteenth, and fourteenth lines of Section 11.

5. Except as otherwise amended hereby, the Rights Agreement, as amended, shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the Corporation and Fifth Third have executed this
Amendment No. 1 to Rights Agreement as of the 5th day of February, 1999.

CHECKFREE HOLDINGS CORPORATION

By: /s/ Peter J. Kight

Peter J. Kight
Chairman of the Board, President, and
Chief Executive Officer

FIFTH THIRD BANK

By: /s/ Dana S. Hushak

Name: Dana S. Hushak

Title: Vice President
