ALLSCRIPTS-MISYS HEALTHCARE SOLUTIONS, INC. Form 424B3
July 14, 2010
Table of Contents

Filed pursuant to rule 424(b)(3) Registration No. 333-167846

PROPOSED MERGER

YOUR VOTE IS VERY IMPORTANT

To the Stockholders of Allscripts and Eclipsys,

The boards of directors of Allscripts-Misys Healthcare Solutions, Inc. (Allscripts) and Eclipsys Corporation (Eclipsys) have each approved the merger of a wholly owned subsidiary of Allscripts with and into Eclipsys, with Eclipsys surviving the merger and continuing as a wholly owned subsidiary of Allscripts. Your vote is very important and we ask for your support in approving the merger and the issuance of Allscripts common stock to Eclipsys stockholders pursuant to the merger agreement.

If the merger is completed, Eclipsys stockholders will have the right to receive 1.2 shares of Allscripts common stock for each share of Eclipsys common stock, with cash paid in lieu of fractional shares. Allscripts stockholders will continue to own their existing Allscripts shares. The 1.2 exchange ratio is fixed and will not be adjusted for changes in the stock price of either company before the merger is completed. In the merger, Allscripts expects to issue approximately 69.2 million shares of Allscripts common stock to Eclipsys stockholders, based on Eclipsys shares of common stock outstanding as of July 13, 2010. After the closing of the merger, Eclipsys stockholders are expected to own approximately 37% of the outstanding shares of common stock of the combined company, assuming Misys plc (Misys) elects to exercise its right to require Allscripts to repurchase 5.3 million shares of Allscripts common stock, as contemplated by the Framework Agreement, dated as of June 9, 2010, by and among Allscripts, Misys and Eclipsys, which we refer to as the Framework Agreement.

Shares of Allscripts common stock are currently listed on The NASDAQ Global Select Market under the symbol MDRX, and shares of Eclipsys common stock are currently listed on The NASDAQ Global Select Market under the symbol ECLP. On July 13, 2010, the last trading day before the date of this joint proxy statement/prospectus/information statement, the closing sale price of Allscripts common stock was \$17.25 per share and the closing sale price of Eclipsys common stock was \$19.76 per share.

Your vote is very important. The merger cannot be completed unless Eclipsys stockholders adopt the merger agreement and Allscripts stockholders approve the issuance of Allscripts common stock to Eclipsys stockholders pursuant to the merger agreement. Completion of the merger is also subject to the closing of the transactions contemplated by the Framework Agreement and other closing conditions.

Allscripts and Eclipsys are each holding special meetings of their respective stockholders to vote on the proposals necessary to complete the merger. More information about these meetings and the merger is contained in this joint proxy statement/prospectus/information statement. We encourage you to read this joint proxy statement/prospectus/information statement carefully and in its entirety, including the section entitled Risk Factors beginning on page 23 before voting.

In addition, pursuant to the terms of the Framework Agreement, Misys has caused its direct and indirect subsidiaries as holders of Allscripts common stock, to approve, by written consent, the issuance of shares of Allscripts common stock to certain subsidiaries of Misys in exchange for 100% of the issued and outstanding shares of an indirect subsidiary of Misys, an amendment to the Allscripts certificate of incorporation to increase the number of authorized shares to permit the issuance of such shares to such subsidiaries of Misys and the issuance of shares of Allscripts common stock to be issued to Eclipsys stockholders pursuant to the merger agreement and certain additional amendments to the Allscripts certificate of incorporation, all of which are described further in this joint proxy statement/prospectus/information statement.

Whether or not you plan to attend your company s special meeting, please take the time to vote by telephone or via the Internet in accordance with the instructions on the enclosed proxy card or by completing and returning the proxy card in the enclosed envelope. If you are either an Allscripts or Eclipsys stockholder and you sign, date and mail your proxy card without indicating how you want to vote, your proxy will be counted as a vote FOR the proposals to be voted on.

Eclipsys board of directors recommends that Eclipsys stockholders vote FOR the proposal to adopt the merger agreement and FOR the proposal to adjourn the Eclipsys special meeting, if necessary, to solicit additional proxies. Allscripts board of directors recommends that Allscripts stockholders vote FOR the proposal to approve the issuance of Allscripts common stock to Eclipsys stockholders pursuant to the merger agreement and FOR the proposal to adjourn the Allscripts special meeting, if necessary, to solicit additional proxies. The recommendation of Allscripts board of directors is based, in part, upon the recommendation of the Allscripts audit committee, consisting of independent and disinterested directors of Allscripts.

We enthusiastically support this merger of our companies and join with our respective boards of directors in recommending that you vote in favor of the proposals described in this joint proxy statement/prospectus/information statement.

Sincerely,

Glen E. Tullman Philip M. Pead

Chief Executive Officer President and Chief Executive Officer

Allscripts-Misys Healthcare Solutions, Inc.

Eclipsys Corporation NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS JOINT PROXY STATEMENT/PROSPECTUS/INFORMATION STATEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this joint proxy statement/prospectus/information statement is July 14, 2010, and this joint proxy statement/prospectus/information statement and the accompanying proxy card are first being mailed to the Allscripts and Eclipsys stockholders on or about July 15, 2010.

Allscripts-Misys Healthcare Solutions, Inc.

222 Merchandise Mart Plaza, Suite 2024

Chicago, Illinois 60654

Telephone: (312) 506-1200

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON AUGUST 13, 2010

Dear Stockholders of Allscripts:

On behalf of the board of directors of Allscripts-Misys Healthcare Solutions, Inc. (Allscripts), we are pleased to deliver this joint proxy statement/prospectus/information statement in connection with the proposed merger between a wholly owned subsidiary of Allscripts and Eclipsys Corporation, a Delaware corporation (Eclipsys), pursuant to which the wholly owned subsidiary of Allscripts will merge with and into Eclipsys, with Eclipsys surviving the merger and continuing as a wholly owned subsidiary of Allscripts.

A special meeting of Allscripts stockholders will be held on August 13, 2010 at 9:00 a.m., local time at the offices of Sidley Austin LLP, located at One South Dearborn, Chicago, Illinois 60603, for the following purposes:

- 1. To consider and vote upon a proposal to approve the issuance of shares of Allscripts common stock to Eclipsys stockholders pursuant to the Agreement and Plan of Merger, dated as of June 9, 2010, by and among Allscripts, Eclipsys and Arsenal Merger Corp. (a wholly owned subsidiary of Allscripts formed for the purpose of the merger) (the Merger Agreement), a copy of which is included as Annex A to the joint proxy statement/prospectus/information statement accompanying this notice.
- 2. To consider and vote upon a proposal to adjourn the Allscripts special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the proposal described above.
- 3. To transact such other business as may properly come before the Allscripts special meeting or any adjournments or postponements thereof.

Only stockholders of record at the close of business on July 13, 2010, the record date for the Allscripts special meeting, are entitled to notice of and to vote at the Allscripts special meeting and any adjournments or postponements thereof.

Approval of proposal 1 is required for completion of the merger and the other transactions contemplated by the Merger Agreement.

In addition, Allscripts majority stockholder, Misys plc (Misys), has approved by written consent the issuance of shares of Allscripts common stock to certain subsidiaries of Misys pursuant to the Framework Agreement in exchange for 100% of the issued and outstanding shares of an indirect subsidiary of Misys, and certain amendments to Allscripts Second Amended and Restated Certificate of Incorporation, copies of which are included as Annex I and Annex J to the joint proxy statement/prospectus/information statement accompanying this notice. This joint proxy statement/prospectus/information statement serves as notice to all Allscripts stockholders of these actions to be taken by written consent.

Your vote is very important. Your failure to vote will make it more difficult to obtain the necessary quorum for purposes of approving the share issuance. Whether or not you plan to attend the Allscripts special meeting, please take the time to vote by completing and mailing the enclosed proxy card or voting instruction card or, if the option is available to you, by granting your proxy electronically over the Internet or by telephone.

You may revoke your proxy at any time before the vote is taken by following the procedures set forth under The Special Meeting of Allscripts Stockholders Revocation of Proxies in the joint proxy statement/prospectus/information statement that accompanies this notice.

This joint proxy statement/prospectus/information statement contains important information about Allscripts, Eclipsys, the proposed merger and related transactions and the special meetings. We encourage you to read carefully this joint proxy statement/prospectus/information statement before voting, including the section entitled Risk Factors beginning on page 23.

Allscripts board of directors recommends that Allscripts stockholders vote FOR the proposal to approve the issuance of Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement and FOR the proposal to adjourn the Allscripts special meeting, if necessary, to solicit additional proxies. The recommendation of Allscripts board of directors is based, in part, upon the recommendation of the Allscripts audit committee, consisting of independent and disinterested directors of Allscripts.

By Order of the Board of Directors,

Chief Executive Officer

July 14, 2010

Chicago, Illinois

Eclipsys Corporation

Three Ravinia Drive

Atlanta, GA 30346

Telephone: 404-847-5000

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON AUGUST 13, 2010

Dear Stockholders of Eclipsys:

On behalf of the board of directors of Eclipsys Corporation (Eclipsys), we are pleased to deliver this joint proxy statement/prospectus/ information statement in connection with the proposed merger between Eclipsys and a wholly owned subsidiary of Allscripts-Misys Healthcare Solutions, Inc., a Delaware corporation (Allscripts), pursuant to which the wholly owned subsidiary of Allscripts will merge with and into Eclipsys, with Eclipsys surviving the merger and continuing as a wholly owned subsidiary of Allscripts. If we complete the merger, your shares of Eclipsys common stock will be converted into the right to receive shares of Allscripts common stock. In connection with the proposed merger, a special meeting of stockholders will be held on August 13, 2010 at 10:00 a.m., local time at the Eclipsys headquarters, located at Three Ravinia Drive, Atlanta, Georgia 30346, for the following purposes:

- 1. To consider and vote upon a proposal to adopt the Agreement and Plan of Merger, dated as of June 9, 2010, by and among Allscripts, Eclipsys and Arsenal Merger Corp. (a wholly owned subsidiary of Allscripts formed for the purpose of the merger) (the Merger Agreement), a copy of which is included as Annex A to the joint proxy statement/prospectus/information statement accompanying this notice.
- 2. To consider and vote upon a proposal to adjourn the Eclipsys special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the proposal described above.
- 3. To transact such other business as may properly come before the Eclipsys special meeting or any adjournments or postponements thereof.

Only stockholders of record at the close of business on July 13, 2010, the record date for the Eclipsys special meeting, are entitled to notice of and to vote at the Eclipsys special meeting and any adjournments or postponements thereof.

Approval of proposal 1 is required for completion of the merger and the other transactions contemplated by the Merger Agreement.

Your vote is very important. Your failure to vote will have the same effect as a vote against the adoption of the Merger Agreement and approval of the merger. Whether or not you plan to attend the Eclipsys special meeting, please take the time to vote by completing and mailing the enclosed proxy card or voting instruction card or, if the option is available to you, by granting your proxy electronically over the Internet or by telephone. You may revoke your proxy at any time before the vote is taken by following the procedures set forth in the section entitled The Special Meeting of Eclipsys Stockholders Revocation of Proxies.

This joint proxy statement/prospectus/information statement contains important information about Allscripts, Eclipsys, the proposed merger and related transactions and the special meetings. We encourage you to read carefully this joint proxy statement/prospectus/information statement before voting, including the section entitled Risk Factors beginning on page 23.

Eclipsys board of directors recommends that Eclipsys stockholders vote FOR the adoption of the Merger Agreement and FOR the adjournment of the Eclipsys meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the foregoing.

By Order of the Board of Directors,

President and Chief Executive Officer

July 14, 2010

Atlanta, Georgia

ADDITIONAL INFORMATION

This joint proxy statement/prospectus/information statement incorporates by reference important business and financial information about Allscripts-Misys Healthcare Solutions, Inc. (Allscripts) and Eclipsys Corporation (Eclipsys) from documents that are not included in or delivered with this joint proxy statement/prospectus/information statement. For a more detailed description of the information incorporated by reference into this joint proxy statement/prospectus/information statement and how you may obtain it, see Additional Information Where You Can Find More Information.

You can obtain any of the documents incorporated by reference into this joint proxy statement/prospectus/information statement without charge from Allscripts or Eclipsys, as applicable, or from the Securities and Exchange Commission, which we refer to as the SEC, through the SEC s website at www.sec.gov. Allscripts and Eclipsys stockholders may request a copy of such documents in writing or by telephone by contacting:

Allscripts-Misys Healthcare Solutions, Inc. Eclipsys Corporation

222 Merchandise Mart Plaza, Suite 2024 Three Ravinia Drive

Chicago, Illinois 60654 Atlanta, GA 30346

Attn.: Investor Relations Attn.: Investor Relations

(312) 506-1213 (404) 847-5965

In addition, you may obtain copies of some of this information by accessing Allscripts website at www.allscripts.com under the heading Company, then under the link Investor Relations, and then under the link SEC Filings.

You may also obtain copies of some of this information by accessing Eclipsys website at www.eclipsys.com under the link Investors, and then under the link Financial Information.

We are not incorporating the contents of the websites of the SEC, Allscripts, Eclipsys or any other entity into this joint proxy statement/prospectus/information statement. We are providing the information about how you can obtain certain documents that are incorporated by reference into this joint proxy statement/prospectus/information statement at these websites only for your convenience.

In order for you to receive timely delivery of the documents in advance of the respective Allscripts and Eclipsys special meetings, Allscripts or Eclipsys, as applicable, must receive your request no later than five days prior to the date of your company s special meeting, which is August 13, 2010 for both the Allscripts special meeting and the Eclipsys special meeting.

We have not authorized anyone to give any information or make any representation about the merger and related transactions or our companies that is different from, or in addition to, that contained in this joint proxy statement/prospectus/information statement or in any of the materials that we have incorporated into this joint proxy statement/prospectus/information statement. Therefore, if anyone does give you information of this kind, you should not rely on it. If you are in a jurisdiction where offers to exchange or sell, or solicitations of offers to exchange or purchase, the securities offered by this joint proxy statement/prospectus/information statement or the solicitation of proxies is unlawful, or if you are a person to whom it is unlawful to direct these types of activities, then the offer presented in this joint proxy statement/prospectus/information statement does not extend to you. The information contained in this joint proxy statement/prospectus/information statement unless the information specifically indicates that another date applies.

TABLE OF CONTENTS

QUESTIONS AND ANSWERS ABOUT THE TRANSACTION AND THE SPECIAL MEETINGS OF ALLSCRIPTS AND	
ECLIPSYS STOCKHOLDERS	v
SUMMARY OF THE JOINT PROXY STATEMENT/PROSPECTUS/INFORMATION STATEMENT	1
The Companies	1
The Merger	2
The Coniston Transactions	2
The Debt Financing	5
Recommendation of the Allscripts Audit Committee and the Allscripts Board of Directors	5
Recommendation of the Eclipsys Board of Directors	5
Risk Factors	5
Opinion of Blackstone, Financial Advisor to the Allscripts Audit Committee	6
Opinions of William Blair, Financial Advisor to the Allscripts Audit Committee	6
Opinion of UBS, Financial Advisor to the Allscripts Board of Directors	7
Opinion of Perella Weinberg, Financial Advisor to the Eclipsys Board of Directors	7
Interests of Certain Directors and Executive Officers of Allscripts and Eclipsys	7
Voting Agreement	8
Termination of the Merger Agreement	9
Termination Fees May Be Payable Under Some Circumstances	9
Conditions to the Completion of the Merger	9
Regulatory Approvals	10
Appraisal Rights and Dissenters Rights	11
Accounting Treatment of the Merger	11
Material United States Federal Income Tax Consequences of the Merger	11
Fees and Expenses	11
Management and Board of Directors of Allscripts Following the Merger	11
Listing of Allscripts Common Stock	12
Comparison of Stockholders Rights	12
SUMMARY SELECTED HISTORICAL FINANCIAL DATA OF ALLSCRIPTS	13
SUMMARY SELECTED HISTORICAL FINANCIAL DATA OF ECLIPSYS	17
SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL DATA	19
UNAUDITED PRO FORMA COMBINED PER SHARE INFORMATION	20
COMPARATIVE PER SHARE MARKET PRICE AND DIVIDEND INFORMATION	21
RISK FACTORS	23
Risks Related to the Merger	23
Risks Related to the Coniston Transactions	30
Risks Related to Allscripts	32
Risks Related to Eclipsys	49
CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS	64
THE SPECIAL MEETING OF ALLSCRIPTS STOCKHOLDERS	66
Date, Time and Place of the Allscripts Special Meeting	66
Purpose of the Allscripts Special Meeting	66
Recommendation of the Allscripts Board of Directors	66
Record Date; Shares Outstanding; Shares Entitled to Vote	66
Quorum and Vote Required	67
Voting by Allscripts Directors and Executive Officer	67
Voting by Misys	67
How to Vote	68
Revocation of Proxies	69
Abstentions and Broker Non-Votes	69

Table of Contents 8

i

Table of Contents

Proxy Solicitation	69
Other Matters	70
Stockholders Sharing an Address	70
THE ACTIONS BY WRITTEN CONSENT OF ALLSCRIPTS STOCKHOLDERS	71
Purpose of the Written Consent	71
Notice of Prior Action Taken	72
Record Date	72
Approval of the Allscripts Board Of Directors	72
Action by Written Consent; No Vote Required	72
Notice of Action by Written Consent	72
Dissenter s Rights of Appraisal	72
THE SPECIAL MEETING OF ECLIPSYS STOCKHOLDERS	73
Date, Time and Place of the Eclipsys Special Meeting	73
Purpose of the Eclipsys Special Meeting	73
Recommendation of the Eclipsys Board of Directors	73
Record Date; Shares Outstanding; Shares Entitled to Vote	73
Quorum and Vote Required	73
Voting by Eclipsys Directors and Executive Officers	74
How to Vote	74
Revocation of Proxies	75
Abstentions and Broker Non-Votes	76
Proxy Solicitation	76
Other Matters	76
Stockholders Sharing an Address	76
THE MERGER	77
Background of the Merger	77
Recommendation of the Allscripts Audit Committee and Allscripts Board of Directors and Their Reasons for the Merger and the	
Coniston Transactions	102
Recommendation of the Eclipsys Board of Directors and Its Reasons for the Merger	109
Opinion of Blackstone, Financial Advisor to the Allscripts Audit Committee	116
Opinions of William Blair, Financial Advisor to the Allscripts Audit Committee	123
Opinion of UBS, Financial Advisor to the Allscripts Board of Directors	135
Opinion of Perella Weinberg, Financial Advisor to the Eclipsys Board of Directors	142
Interests of Allscripts Executive Officers in the Merger	152
Interests of Eclipsys Directors and Executive Officers in the Merger	153
Regulatory Approvals	160
Litigation	160
Appraisal Rights and Dissenters Rights	161
Accounting Treatment of the Merger	161
Material United States Federal Income Tax Consequences of the Merger	162
Management and Board of Directors of Allscripts Following the Merger	163
Listing of Allscripts Common Stock	164
THE MERGER AGREEMENT	165
Structure and Completion of the Merger	165
Merger Consideration See the Grant	165
Exchange of Eclipsys Stock Certificates for Allscripts Stock Certificates	167
Distributions with Respect to Unexchanged Shares	167
Termination of Exchange Fund	168
No Liability	168
Appraisal Rights Con Notice of the Management o	168
Conditions to Completion of the Merger	168
Definition of Allscripts Material Adverse Effect	170

ii

Table of Contents

<u>Definition of Eclipsys Material Adverse Effect</u>	171
Non-Solicitation of Alternate Transactions	172
Special Meetings; Board Recommendations	174
Efforts to Complete the Merger	177
Conduct of Business Pending the Merger	177
Employee Matters	179
Management and Board of Directors of Allscripts After the Merger	180
Amendments to the Allscripts Certificate of Incorporation and By-laws	180
Other Covenants and Agreements	181
<u>Termination of the Merger Agreement</u>	182
Representations and Warranties	187
Fees and Expenses	188
Governing Law; Jurisdiction; Specific Enforcement	188
Amendments, Extensions and Waivers	188
<u>Technology Services Agreement</u>	189
<u>DESCRIPTION OF THE CONISTON TRANSACTIONS</u>	190
<u>Framework Agreement</u>	190
<u>Transition Services</u>	196
Amended and Restated Relationship Agreement	196
Registration Rights Agreement	198
<u>Voting Agreements</u>	198
<u>DESCRIPTION OF DEBT FINANCING</u>	200
<u>Overview</u>	200
<u>Interest Rate</u>	200
<u>Guarantee</u>	200
<u>Security</u>	201
<u>Prepayments</u>	201
Covenants and Events of Default	201
UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS	202
<u>The Transactions</u>	203
Basis of Presentation	204
Acquisition accounting	204
COMPARISON OF RIGHTS OF ALLSCRIPTS STOCKHOLDERS AND ECLIPSYS STOCKHOLDERS	214
Authorized Capital Stock	214
Number and Classification of Directors	214
Filling Vacancies on the Board of Directors	215
Removal of Directors	215
Stockholder Action by Written Consent	216
Special Meetings of Stockholders	216
Amendments to Certificate of Incorporation	216
Amendments to By-laws	217
Director Nominations and Stockholder Proposals	217
Limitation of Personal Liability of Directors and Officers	218
Indemnification of Directors and Officers	218
Anti-Takeover Provisions	220
DESCRIPTION OF ALLSCRIPTS CAPITAL STOCK	221
Authorized Capital Stock	221
Allscripts Common Stock	221
Allscripts Preferred Stock	221
ADDITIONAL INFORMATION	222
<u>Legal Matters</u>	222

iii

u Can Find More Information

- AGREEMENT AND PLAN OF MERGER
- B FRAMEWORK AGREEMENT
- **VOTING AGREEMENT**
- O OPINION OF BLACKSTONE ADVISORY PARTNERS LP
- OPINION OF WILLIAM BLAIR & COMPANY, L.L.C.
- F OPINION OF WILLIAM BLAIR & COMPANY, L.L.C.
- G OPINION OF UBS SECURITIES LLC
- H_OPINION OF PERELLA WEINBERG PARTNERS LP
- FORM OF THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF ALLSCRIPTS TO BE APPROVED BY WRITTEN CONSENT
- FORM OF FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF ALLSCRIPTS TO BE APPROVED BY WRITTEN CONSEN
- K_FORM OF AMENDED AND RESTATED BY-LAWS OF ALLSCRIPTS

iv

OUESTIONS AND ANSWERS ABOUT THE TRANSACTION AND

THE SPECIAL MEETINGS OF ALLSCRIPTS AND ECLIPSYS STOCKHOLDERS

The following are some questions that you, as a stockholder of Allscripts or Eclipsys, may have regarding the special meeting of Allscripts stockholders, which we refer to as the Allscripts special meeting, or the special meeting of Eclipsys stockholders, which we refer to as the Eclipsys special meeting, and brief answers to those questions. For more detailed information about the matters discussed in these questions and answers, see The Special Meeting of Allscripts Stockholders and The Special Meeting of Eclipsys Stockholders. Allscripts and Eclipsys encourage you to read carefully the remainder of this joint proxy statement/prospectus/information statement because the information in this section does not provide all of the information that might be important to you with respect to the merger and the other matters being considered at the Allscripts special meeting or the Eclipsys special meeting. Additional important information is also contained in the Annexes to and in the documents incorporated by reference into this joint proxy statement/prospectus/information statement.

Q: Why am I receiving this joint proxy statement/prospectus/information statement?

A: Allscripts and Eclipsys have agreed to the combination of Eclipsys and Allscripts under the terms of an Agreement and Plan of Merger, dated as of June 9, 2010, by and among Allscripts, Arsenal Merger Corp. (a wholly owned subsidiary of Allscripts formed for the purpose of the merger) and Eclipsys, which we refer to as the Merger Agreement, and which is described in this joint proxy statement/prospectus/information statement. A copy of the Merger Agreement is included as Annex A to this joint proxy statement/prospectus/information statement. We are delivering this document to you because it serves as (i) a joint proxy statement of Allscripts and Eclipsys, (ii) a prospectus of Allscripts and (iii) an information statement with respect to certain actions taken by written consent of the stockholders of Allscripts. It is a joint proxy statement because it is being used by the Allscripts board of directors and the Eclipsys board of directors to solicit the proxies of Allscripts stockholders and Eclipsys stockholders. It is a prospectus because Allscripts is offering Allscripts common stock in exchange for Eclipsys common stock if the merger is completed. It is an information statement because it serves as notice to the Allscripts stockholders of certain actions taken by written consent by Misys plc, which we refer to as Misys, an Allscripts stockholder that currently holds a majority of the outstanding shares of Allscripts common stock.

In order to complete the merger, among other things, Allscripts stockholders must vote to approve the issuance of Allscripts common stock to the stockholders of Eclipsys pursuant to the Merger Agreement and Eclipsys stockholders must vote to adopt the Merger Agreement.

Allscripts and Eclipsys will hold separate meetings to obtain these approvals.

This joint proxy statement/prospectus/information statement, which you should read carefully in its entirety, contains important information about the merger and related transactions, the Merger Agreement, the meetings of stockholders of Allscripts and Eclipsys and the actions taken by written consent of the Allscripts stockholders.

Q: When and where will the special meetings of the Allscripts and Eclipsys stockholders be held?

A: The Allscripts special meeting will take place at the offices of Sidley Austin LLP, located at One South Dearborn, Chicago, Illinois 60603 on August 13, 2010 at 9:00 a.m. local time.

The Eclipsys special meeting will take place at the Eclipsys headquarters, located at Three Ravinia Drive, Atlanta, Georgia 30346 on August 13, 2010 at 10:00 a.m. local time.

Q: Who can attend and vote at the special meetings?

A: Only holders of record of Allscripts common stock at the close of business on July 13, 2010, which we refer to as the Allscripts record date, are entitled to notice of and to vote at the Allscripts special meeting. As of

V

the Allscripts record date, there were 146,518,961 shares of Allscripts common stock outstanding and entitled to vote at the Allscripts special meeting, held by 432 holders of record. Each holder of Allscripts common stock is entitled to one vote for each share of Allscripts common stock owned as of the Allscripts record date.

Only holders of record of Eclipsys common stock at the close of business on July 13, 2010, which we refer to as the Eclipsys record date, are entitled to notice of and to vote at the Eclipsys special meeting. As of the Eclipsys record date, there were 57,662,451 shares of Eclipsys common stock outstanding and entitled to vote at the Eclipsys special meeting, held by 362 holders of record. Each holder of Eclipsys common stock is entitled to one vote for each share of Eclipsys common stock owned as of the Eclipsys record date.

Q: What are Allscripts stockholders being asked to vote upon?

- A: The Allscripts special meeting is being called for the following purposes:
 - To consider and vote upon a proposal to approve the issuance of shares of Allscripts common stock to Eclipsys stockholders
 pursuant to the Merger Agreement, a copy of which is included as Annex A to this joint proxy statement/prospectus/information
 statement.
 - 2. To consider and vote upon a proposal to adjourn the Allscripts special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the proposal described above.
 - To transact such other business as may properly come before the Allscripts special meeting or any adjournments or postponements thereof.

Q: What are Eclipsys stockholders being asked to vote upon?

- A: The Eclipsys special meeting is being called for the following purposes:
 - To consider and vote upon a proposal to adopt the Merger Agreement, a copy of which is included as Annex A to this joint proxy statement/prospectus/information statement.
 - 2. To consider and vote upon a proposal to adjourn the Eclipsys special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the proposal described above.
 - 3. To transact such other business as may properly come before the Eclipsys special meeting or any adjournments or postponements thereof.

Q: Do the boards of directors of Allscripts and Eclipsys recommend approval of the merger proposals?

A: Yes. The boards of directors of both companies have approved the merger and recommend approval of the applicable merger proposals by the stockholders of their respective companies. For a more complete description of the recommendations of the respective boards of directors, see the sections entitled The Merger Recommendation of the Allscripts Audit Committee and the Allscripts Board of Directors

and Their Reasons for the Merger and the Coniston Transactions beginning on page 102 and The Merger Recommendation of the Eclipsys Board of Directors and Its Reasons for the Merger beginning on page 109.

- Q: Have any Allscripts stockholders already agreed to vote for the issuance of Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement?
- A: In connection with the execution of the Merger Agreement, Allscripts and Eclipsys entered into a voting agreement with Misys and certain of Misys subsidiaries, which we refer to as the Misys Voting Agreement, pursuant to which Misys and certain of its subsidiaries agreed to vote 15.5 million shares of Allscripts common stock owned or held by such Misys subsidiaries (approximately 10.58% of the outstanding Allscripts common stock as of July 13, 2010) in favor of the issuance of Allscripts common stock to

vi

stockholders of Eclipsys pursuant to the Merger Agreement at the Allscripts special meeting. In addition, Eclipsys entered into voting agreements with certain directors of Allscripts, pursuant to which such directors agreed to vote their shares of Allscripts common stock (approximately 0.97% of the outstanding Allscripts common stock as of July 13, 2010) in favor of the issuance of Allscripts common stock to stockholders of Eclipsys pursuant to the Merger Agreement at the Allscripts special meeting.

- Q: Have any Eclipsys stockholders already agreed to vote for the adoption of the Merger Agreement?
- A: In connection with the execution of the Merger Agreement, Allscripts entered into voting agreements with certain directors of Eclipsys, pursuant to which such directors agreed to vote their shares of Eclipsys common stock (approximately 0.45% of the outstanding Eclipsys common stock as of July 13, 2010) in favor of the adoption of the Merger Agreement.
- Q: Are there risks involved in undertaking the merger?
- A: Yes. In evaluating the merger, Allscripts and Eclipsys stockholders should carefully consider the factors disclosed in the section of this joint proxy statement/prospectus/information statement entitled Risk Factors beginning on page 23, and other information included in this joint proxy statement/prospectus/information statement and the documents incorporated by reference in this joint proxy statement/prospectus/information statement.
- Q: What will happen in the proposed merger?
- A: In the proposed merger, a wholly owned subsidiary of Allscripts will merge with and into Eclipsys. After the merger, Eclipsys will be a wholly owned subsidiary of Allscripts and will no longer be a public company. See the sections entitled The Merger Agreement Structure and Completion of the Merger beginning on page 165.
- Q: When will the merger be completed?
- A: Allscripts currently expects to complete the merger during the second half of 2010. However, it is possible that factors outside Allscripts and Eclipsys control could delay the completion of the merger to a later time or result in the merger not being completed at all. For a discussion of the conditions to the merger, see The Merger Agreement Conditions to Completion of the Merger beginning on page 168.
- Q: What will Allscripts stockholders receive if the merger occurs?
- A: Allscripts stockholders will continue to own their existing Allscripts shares. However, those shares will represent a smaller proportion of the outstanding shares of the combined company due to the issuance of Allscripts common stock to Eclipsys stockholders in connection with the merger.
- Q: What will Eclipsys stockholders receive if the merger occurs?
- A: If the merger is completed, at the effective time of the merger each share of Eclipsys common stock will convert into the right to receive 1.2 shares of Allscripts common stock, which we refer to as the Exchange Ratio. See the section entitled The Merger Agreement Merger Consideration beginning on page 165.

- Q: Will the Exchange Ratio be adjusted if the Allscripts or Eclipsys stock price changes prior to the merger?
- A: The Exchange Ratio is fixed and will not be adjusted to reflect changes in the stock price of either company before the merger is completed.

vii

- Q: What will Eclipsys equity award holders receive if the merger occurs?
- A: Each outstanding Eclipsys stock option, restricted stock, restricted stock unit, deferred stock unit and performance stock unit award will be converted into an Allscripts option, restricted stock, restricted stock unit, deferred stock unit or performance stock unit award, as the case may be, with appropriate adjustments to the number of shares subject to the award and, if applicable, the per share exercise price to reflect the Exchange Ratio. The substitute awards will become exercisable, vested or payable, as the case may be, upon the same terms that applied to the related Eclipsys award, subject to any acceleration of vesting (and any payment adjustment, in the case of performance stock units) that occurs as a result of the merger or any other subsequent event, as required in the applicable award agreement or employment agreement.
- Q: Why is Misys reducing its stake in Allscripts?
- A: Allscripts and Eclipsys ability to structure the merger of an Allscripts subsidiary with Eclipsys in a manner which their respective boards believe delivers the best result for their stockholders relies on Allscripts being able to use its shares as currency for the transaction. The Listing Rules of the UK Listing Authority require companies with a premium listing, such as Misys, to control the majority of their assets. Implementing the proposed share for share merger with Eclipsys as a standalone transaction would have the effect of diluting Misys stake in Allscripts to a level where Misys would not control Allscripts but would still retain a very significant portion of the combined company. The Misys board of directors, therefore, determined that the optimum outcome for Misys shareholders is to crystallize the significant value created through the 2008 transactions in which Allscripts acquired Misys Healthcare Systems, LLC by effecting the proposed separation transaction and reducing Misys stake in Allscripts to a level which will enable Misys to continue to hold Allscripts shares in compliance with the requirements of the Listing Rules while at the same time enabling Allscripts to use its shares as currency for the proposed merger with Eclipsys.
- Q: What vote of Allscripts stockholders is required to approve the issuance of Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement and the proposal to adjourn the Allscripts special meeting, if necessary, to solicit additional proxies?
- A: The proposal to approve the issuance of the Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement and the proposal to adjourn the Allscripts special meeting, if necessary, to solicit additional proxies each must be approved by the affirmative vote of the holders of a majority in voting power present in person or represented by proxy at the Allscripts special meeting. See the section entitled The Special Meeting of Allscripts Stockholders Quorum and Vote Required beginning on page 67. Misys and certain of its subsidiaries have agreed to vote 15.5 million of their shares of Allscripts common stock, which represent approximately 10.58% of the outstanding common stock of Allscripts as of July 13, 2010, in favor of these proposals at the Allscripts special meeting.
- Q: What vote of Eclipsys stockholders is required to adopt the Merger Agreement and to approve the proposal to adjourn the Eclipsys special meeting, if necessary, to solicit additional proxies?

The proposal to adopt the Merger Agreement must be approved by the affirmative vote of Eclipsys stockholders representing a majority of the outstanding shares of Eclipsys common stock entitled to vote at the Eclipsys special meeting, represented in person or by proxy. The proposal to adjourn the Eclipsys special meeting, if necessary, to solicit additional proxies, requires the affirmative vote of Eclipsys stockholders representing a majority of the shares of common stock present and entitled to vote at the special meeting, represented in person or by proxy. See the section entitled The Special Meeting of Eclipsys Stockholders Quorum and Vote Required beginning on page 73.

Q: What will happen if I abstain from voting, fail to vote or do not direct how to vote on my proxy?

A