

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A/A No. 1

FOR REGISTRATION OF CERTAIN CLASSES
OF SECURITIES PURSUANT TO SECTION 12(b) OR 12(g)
OF THE SECURITIES EXCHANGE ACT OF 1934

CHECKFREE HOLDINGS CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE
(State of incorporation or organization)

58-2360335
(I.R.S. Employer Identification No.)

4411 East Jones Bridge Road
Norcross, GA 33092

Securities to be registered pursuant to Section 12(b) of the Act: None

Securities to be registered pursuant to Section 12(g) of the Act:

| Title of each Class to be so registered ----- | Name of each Exchange on which each class is to be registered ----- |
|---|---|
| Preferred Stock Purchase Rights | NASDAQ National Market |

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Reference is hereby made to the Registration Statement on Form 8-A filed with the Securities and Exchange Commission by CheckFree Holdings Corporation (the "Company") on December 19, 1997 (the "Original Form 8-A") relating to the rights distributed to the stockholders of the Company in connection with the Rights Agreement dated December 16, 1997 (the "Rights Agreement") between the Company and The Fifth Third Bank. The Original Form 8-A is hereby incorporated by reference herein.

On December 16, 1997, the Board of Directors of the Company authorized and declared a dividend of one preferred stock purchase right (a "Right") for each share of common stock, par value \$.01 per share, of the Company (the "Common Shares"). The dividend is payable on December 19, 1997 (the "Record Date") to the holders of record of Common Shares as of the close of business on such date.

On February 5, 1999, the Board of Directors of the Company approved an Amendment No. 1 to the Rights Agreement.

A complete copy of the Amendment No. 1 is attached hereto as Exhibit 2 and is incorporated herein by reference.

1. Rights Agreement, dated as of December 16, 1997, by and between the Company and The Fifth Third Bank, as Rights Agent, and which includes as Exhibit A thereto the form of Certificate of Designations of Series A Junior Participating Cumulative Preferred Stock, as Exhibit B thereto the form of Right Certificate and as Exhibit C thereto the Summary of Rights.
2. Amendment No. 1 to the Rights Agreement, dated as of February 5, 1999, between the Company and The Fifth Third Bank, as Rights Agent.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities and Exchange Act of 1934, the registrant has duly caused this registration statement to be signed by on its behalf by the undersigned, thereto duly authorized.

CHECKFREE HOLDINGS CORPORATION

By: /s/ Peter J. Kight

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

Dated: May 12, 1999

EXHIBIT INDEX

EXHIBIT NO.

4.1 Rights Agreement, dated as of December 16, 1997, by and between the Company and The Fifth Third Bank, as Rights Agent, and which includes as Exhibit A thereto the form of Certificate of Designations of Series A Junior Participating Cumulative Preferred Stock, as Exhibit B thereto the form of Right Certificate and as Exhibit C thereto the Summary of Rights, previously filed as Exhibit 4.1 to the Registration Statement on Form 8-A (file number 0-26802), filed on December 19, 1997, is incorporated herein by reference.

4.2 Amendment No. 1 to the Rights Agreement, dated as of February 5, 1999, between the Company and The Fifth Third Bank, as Rights Agent.

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