

INTEGRAMED AMERICA INC  
 Form 4  
 September 24, 2012

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Sagard Capital Partners, L.P.

2. Issuer Name and Ticker or Trading Symbol  
 INTEGRAMED AMERICA INC  
 [INMD]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 325 GREENWICH AVENUE  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 09/20/2012

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_X\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)

GREENWICH, CT 06830  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |                                   |
| Common Stock                    | 09/20/2012                           |  | J(2)(3)                        | 1,000 (1) A (2) 1,000 (3)   |   | I  | See footnotes (4) (5)             |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Sagard Capital Partners, L.P.<br>325 GREENWICH AVENUE<br>GREENWICH, CT 06830           |               | X         |         |       |
| Sagard Capital Partners GP, Inc.<br>325 GREENWICH AVENUE<br>GREENWICH, CT 06830        |               | X         |         |       |
| Sagard Capital Partners Management CORP<br>325 GREENWICH AVENUE<br>GREENWICH, CT 06830 |               | X         |         |       |

## Signatures

|  |            |
|--|------------|
| /s/ Dan Friedberg, President, Sagard Capital Partners, L.P.                          | 09/24/2012 |
| __Signature of Reporting Person  | Date       |
| /s/ Dan Friedberg, President, Sagard Capital Partners GP, Inc.                       | 09/24/2012 |
| __Signature of Reporting Person  | Date       |
| /s/ Dan Friedberg, President, Sagard Capital Partners Management Corp.               | 09/24/2012 |
| __Signature of Reporting Person  | Date       |
| /s/ Dan Friedberg, President, IntegraMed Holding Corp. (f/k/a SCP-325 Holding Corp.) | 09/24/2012 |
| __Signature of Reporting Person  | Date       |
| /s/ Dan Friedberg, President, SCP-325 Merger Sub, Inc.                               | 09/24/2012 |
| __Signature of Reporting Person  | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Consists of shares of common stock, par value, \$0.01 per share, of INMD ("Shares").  
  
In connection with an Agreement and Plan of Merger between the Issuer, Parent (as defined below) and Merger Sub (as defined below) dated as of June 10, 2012, pursuant to which Merger Sub merged with and into the Issuer, with the Issuer continuing as the surviving corporation (the "Merger"), 445,100 Shares were contributed by Sagard to Parent prior to the effective time of the Merger. At the effective time of the Merger the 445,100 Shares were cancelled and not entitled to merger consideration. In connection with, and pursuant to, the Merger, the shares of common stock of Merger Sub were converted into shares of common stock of the Issuer as surviving corporation. As a result, the Parent holds 1,000 Shares of the Issuer as its wholly-owned subsidiary.
- (2) As described in note (2), by virtue of the Merger, the shares of common stock of Merger Sub were converted into shares of common stock of the Issuer as surviving corporation. As a result, the Parent holds 1,000 Shares of the Issuer as its wholly-owned subsidiary.  
  
Sagard Capital Partners, L.P., a Delaware limited partnership ("Sagard"), was the direct beneficial owner of the reported 445,100 shares of Common Stock of the Issuer (the "Sagard Shares"). Sagard Capital Partners GP, Inc., a Delaware corporation ("GP"), and Sagard Capital Partners Management Corp., a Delaware corporation ("Sagard Management," and together with Sagard and GP, the "Sagard Reporting Persons") may be deemed to have been indirect beneficial owners of such reported Sagard Shares. IntegraMed Holding Corp. (f/k/a SCP-325 Holding Corp.), a Delaware corporation ("Parent"), and SCP-325 Merger Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of Parent ("Merger Sub" and, together with Parent and the Sagard Reporting Persons, the "Reporting Persons"), are also Reporting Persons on this Form 4. (See Footnote 5 for continuation of Footnote 4).
- (3) Each of the Reporting Persons disclaims beneficial ownership (as defined in Rule 16a-1(a)(2)) of the securities reported herein except to the extent of its pecuniary interest therein.
- (4)
- (5)

### Remarks:

In connection with the Merger, the Nasdaq Capital Market ("Nasdaq") filed with the U.S. Securities and Exchange Commission

As a result of direct and indirect securities holdings, Power Corporation of Canada and Mr. Paul G. Desmarais may each be de

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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