

Edgar Filing: INTEGRAMED AMERICA INC - Form 8-K

INTEGRAMED AMERICA INC  
Form 8-K  
November 04, 2005

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

FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities and Exchange Act 1934

Date of Report (Date of earliest event reported): October 31, 2005

INTEGRAMED AMERICA, INC.

-----  
(Exact name of registrant as specified in charter)

Delaware

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(State of other jurisdiction of incorporation)

0-20260

6-1150326

-----  
(Commission File Numbers)

(IRS Employer Identification No.)

Two Manhattanville Road, Purchase, NY

10577

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone no. including area code: (914) 253-8000  
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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to  
simultaneously satisfy the filing obligation of the registrant under any of the  
following provisions:

\_\_\_ Written communication pursuant to Rule 425 under the Securities Act (17  
CFR 230.425)

\_\_\_ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17  
CFR 240.14a-12)

\_\_\_ Pre-commencement communication pursuant to Rule 14d-2(b) under the  
Exchange Act (17 CFR 240.14d-2(b))

\_\_\_ Pre-commencement communication pursuant to Rule 13e-4(c) under the  
Exchange Act (17 CFR 240.13e-4(c))

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### ITEM 1.01 Entry into a Material Definitive Agreement

On October 31, 2005, Registrant entered into an agreement with ivpcare, inc., a Texas corporation ("ivpcare"), pursuant to which, effective October 1, 2005, Registrant will provide certain marketing services to ivpcare in connection with ivpcare providing administrative, business and pharmacy services to patients of medical practices in Registrant's network of fertility clinics. The contract is effective October 1, 2005 and runs to June 30, 2009. With the execution of the agreement, Registrant and ivpcare terminated another agreement to which they were parties. See discussion under Item 1.02 regarding the terminated agreement.

Under the terms of the new agreement, Registrant, through a variety of marketing communications, management and patient education efforts, will introduce patients of the medical practices in Registrant's network of fertility clinics to the availability and benefit of pharmaceutical products and educational materials. In consideration of such services, ivpcare will pay Registrant a monthly marketing fee.

### ITEM 1.02 Termination of a Material Definitive Agreement.

On October 31, 2005, Registrant and ivpcare terminated, effective as of September 30, 2005, a January 16, 2002 agreement to which they were parties. Under the January 16, 2002 agreement, ivpcare provided certain pharmaceutical services, as defined in the agreement, to Registrant in connection with Registrant's distribution of pharmaceutical products and services to patients of the medical practices in Registrant's network of fertility clinics. Effective with the termination, Registrant and ivpcare entered into a new agreement as described in Item 1.01 hereof.

### ITEM 9.01 Financial Statements, Pro Forma Financial Information and Exhibits

#### (c) Exhibits

Exhibit No.	Description of Exhibit
10.25 (a)	Agreement between ivpcare, inc. and Registrant dated October 1, 2005
10.25 (b)	Termination agreement among ivpcare care, inc., Registrant and IntegraMed Pharmaceutical Services, Inc. dated October 1, 2005

#### 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 thereunto duly authorized.

INTEGRAMED AMERICA, INC.  
(Registrant)

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Date: November 4, 2005

By: /s/Claude E. White

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Claude E. White  
Vice President & General Counsel