

Edgar Filing: INTEGRAMED AMERICA INC - Form S-8

INTEGRAMED AMERICA INC
Form S-8
April 09, 2007

As filed with the Securities and Exchange Commission on April 9, 2007

Registration No. 333-_____

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

IntegraMed America, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

06-1150326
(I.R.S. Employer Identification No.)

Two Manhattanville Road
Purchase, New York, 10577-2100
(Address of Principal Executive Offices)

IntegraMed America, Inc. 2000 Long-Term Compensation Plan
(Full Title of the Plan)

Claude White, Esq.
Vice President and General Counsel
Two Manhattanville Road
Purchase, New York 10577-2100
(Name and Address of Agent for Service)

(914) 251-4142
(Telephone Number, Including Area Code, of Agent For Service)

with copies to:
Steven Khadavi, Esq.
Dorsey & Whitney LLP
250 Park Avenue
New York, NY 10177
(212) 415-9376

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share | Proposed Maxim Offering |
|---|-------------------------------|--|----------------------------|
| Common Stock, \$.01 par value | 100,000 | US\$14.95 (2) | US\$1,49 |

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- (1) Pursuant to Rule 416(a) of the Securities Act of 1933 this Registration Statement also covers any additional securities that may be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions in accordance with the provisions of the Plan.
 - (2) Estimated in accordance with Rule 457(c) solely for the purpose of calculating the registration fee. The price shown is the average of the high and low prices of the Registrant's Common Stock on April 5, 2007 as reported on the NASDAQ Global Market.
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EXPLANATORY NOTE

This Registration Statement on Form S-8 of IntegraMed America, Inc. (the "Registrant") is being filed pursuant to General Instruction E of Form S-8 in connection with the registration of an additional 100,000 shares of the Registrant's common stock, par value \$.01 ("Common Shares") to be issued pursuant to the IntegraMed America, Inc. 2000 Long-Term Compensation Plan (the "Plan"). The contents of the registration statement on Form S-8 (File No. 333-64332), filed by the Registrant with the Securities and Exchange Commission (the "Commission") on July 2, 2001 under which 600,000 Common Shares were registered for issuance under the Plan are incorporated herein by reference.

A copy of the Plan is attached as Exhibit 10.119 to the Registrant's Quarterly Report on Form 10-Q (File No. 0-20260) for the period ended June 30, 2002, and is hereby incorporated by reference into this registration statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents, which have been filed with the Commission by the Registrant, are incorporated by reference in this Registration Statement, as of their respective dates:

- (a) the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2006 filed on March 21, 2007 (File No. 000-20260);
- (b) Current Report on Form 8-K filed by the Registrant on February 20, 2007;
- (c) the description of the Registrant's Common Stock, \$0.01 par value, as contained in its Registration Statement on Form S-1 (No. 333-26551), initially filed with the Commission on May 6, 1997, including any amendment or report filed for the purpose of updating such information.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold shall be deemed to be incorporated by reference herein and to be a part hereof from the respective dates of filing of such documents.

Item 8. Exhibits.

| Exhibit Number | Exhibit |
|----------------|---------|
| ----- | ----- |

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- 4.1 Restated Certificate of Incorporation of IntegraMed America, Inc. (previously filed as exhibit 3.1(f) to the Registrant's Quarterly Report on Form 10-Q (File No. 0-20260) for the period ended June 30, 2004 incorporated herein by reference)
- 4.2 By-laws of IntegraMed America, Inc. (previously filed as exhibit 3.2(d) to the Registrant's Annual report on Form 10-K (file No. 0-20260) for the year ended December 31, 2005, incorporated herein by reference)
- 5.1 Opinion of Dorsey & Whitney LLP
- 23.1 Consent of Dorsey & Whitney LLP (included in Exhibit 5.1 hereto)
- 23.2 Consent of PricewaterhouseCoopers LLP
- 23.3 Consent of Amper, Politziner & Matia, P.C.
- 24.1 Power of Attorney (included in the signature pages hereto)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Purchase, state of New York, on this 9th day of April, 2007.

INTEGRAMED AMERICA, INC.
(Registrant)

By: /s/ Jay Higham

Name: Jay Higham
Title: Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby severally constitutes and appoints Jay Higham and John W. Hlywak, Jr., or either of them, his or her attorney-in-fact, with the power of substitution, for him or her in any and all capacities, to sign any amendments to this registration statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature Title Date

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/s/Jay Higham

Jay Higham

President, Chief Executive Officer and Director
(Principal Executive Officer)

April 9,

/s/John W. Hlywak, Jr.

John W. Hlywak, Jr.

Executive Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

April 9,

/s/Gerardo Canet

Gerardo Canet

Director

April 9,

/s/Sarason D. Liebler

Sarason D. Liebler

Director

April 9,

/s/Wayne R. Moon

Wayne R. Moon

Director

April 9,

/s/Elizabeth E. Tallett

Elizabeth E. Tallett

Director

April 9,

/s/Lawrence J. Stuesser

Lawrence J. Stuesser

Director

April 9,

/s/Yvonne S. Thornton, M.D.

Yvonne S. Thornton, M.D.

Director

April 9,

EXHIBIT INDEX

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