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INTEGRAMED AMERICA INC
Form 10-K/A
June 05, 2009

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

FORM 10-K/A
Amendment No. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2007

OR
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File No. 0-20260

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
(Address of principal executive offices)

10577
(Zip Code)

(914) 253-8000
(Registrant's telephone number, including area code)

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

| Title of each class | Name of exchange on which registered |
|--|--------------------------------------|
| ----- Common Stock, \$.01 par value | ----- NASDAQ Global Market |

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

Indicate by check mark if the registrant is a well-known seasoned issuer,
as defined in Rule 405 of the Securities Act. Yes _____ No

Indicate by check mark if the registrant is not required to file reports
pursuant to Section 13 or Section 15(d) of the Act.
Yes _____ No

Indicate by check mark whether the registrant (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for such shorter period that the
registrant was required to file such reports), and (2) has been subject to such
filing requirements for the past 90 days. Yes No _____

Indicate by check mark if disclosure of delinquent filer pursuant to Item
405 of Regulation S-K (17 CFR 229.405) is not contained herein, and will not be

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contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K []

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer" "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer _____ Accelerated Filer X
Non-Accelerated Filer (Do not check if a smaller reporting company)
Smaller Reporting Company _____.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.
Yes _____ No X

Aggregate market value of voting stock (Common Stock, \$.01 par value) held by non-affiliates of the Registrant was approximately \$91.6 million on June 30, 2007 based on the closing sales price of the Common Stock on such date.

The aggregate number of shares of the Registrant's Common Stock, \$.01 par value, outstanding was approximately 8,566,144 on February 25, 2008.

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Explanatory Footnote Regarding Amendment No. 1

This amendment is filed solely to amend the certifications of our principal executive officer and principal accounting officer which were filed as Exhibit 31.1 to our Annual Report on form 10-K for the year ended December 31, 2007. That exhibit, as originally filed, inadvertently omitted necessary language in paragraph number four indicating that, in addition to being responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)), the officers are responsible for establishing and maintaining internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15-d-15(f)). The revised exhibit being filed with this amendment now contains the previously omitted language. No revisions have been made to the financial statements or any other disclosures contained in the Annual Report.

This Amendment does not reflect events that have occurred after March 14, 2008, the date upon which the Annual Report on Form 10-K was originally filed with the Securities and Exchange Commission. Accordingly, this Amendment should be read in conjunction with our filings with the Securities and Exchange Commission subsequent to the filing of the original Form 10-K, including our Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

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The following exhibits are filed with this Annual Report on Form 10-K/A.

- 31 Certifications of Chief Executive Officer and Chief Financial Officer, pursuant to Securities and Exchange commission Rule 13a-14(a)
- 32 Certifications of Chief Executive Officer and Chief Financial Officer, pursuant to Section 1350 of Chapter 63 of Title 18 of the U.S. Code

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

Dated: June 5, 2009

By/s/JOHN W. HLYWAK, JR.

John W. Hlywak, Jr.
Executive Vice President
and Chief Financial Officer
(Principal Financial and Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--|--------------|
| ----- | ----- | ---- |
| /s/ JAY HIGHAM ----- Jay Higham | President and Chief Executive Officer and Director (Principal Executive Officer) | June 5, 2009 |
| /s/ JOHN W. HLYWAK, JR ----- John W. Hlywak, Jr. | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | June 5, 2009 |
| /s/ KUSH K. AGARWAL ----- Kush K. Agarwal | Director | June 5, 2009 |
| /s/ GERARDO CANET Gerardo Canet | Director | June 5, 2009 |

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|-----|--------------------------|----------|--------------|
| /s/ | WAYNE R. MOON | | |
| | ----- | | |
| | Wayne R. Moon | Director | June 5, 2009 |
| /s/ | LAWRENCE J. STUESSER | | |
| | ----- | | |
| | Lawrence J. Stuesser | Director | June 5, 2009 |
| /s/ | ELIZABETH E. TALLETT | | |
| | ----- | | |
| | Elizabeth E. Tallett | Director | June 5, 2009 |
| /s/ | YVONNE S. THORNTON, M.D. | | |
| | ----- | | |
| | Yvonne S. Thornton, M.D. | Director | June 5, 2009 |