

Edgar Filing: I TRAX INC - Form 8-K/A

I TRAX INC  
Form 8-K/A  
June 02, 2004

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

FORM 8-K/A

CURRENT REPORT

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

Date of Report (Date of earliest event reported): March 19, 2004  
-----

I-TRAX, INC.  
-----

(Exact name of registrant as specified in its charter)

|  |   |   |
|--|---|---|
| Delaware<br>-----<br>(State or other jurisdiction of<br>incorporation) | 0-30275<br>-----<br>(Commission<br>File Number) | 23-3057155<br>-----<br>(IRS Employer<br>Identification No.) |
|--|---|---|

One Logan Square  
130 N. 18th St., Suite 2615  
Philadelphia, Pennsylvania  
-----

19103  
-----

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (215) 557-7488

N/A  
-----

(Former name or former address, if changed since last report)

Item 2. Acquisition or Disposition of Assets.  
-----

On March 30, 2004, I-trax, Inc. filed a Current Report on Form 8-K reporting the closing on March 19, 2004 of a two-step reorganization transaction in which I-trax acquired Meridian Occupational Healthcare Associates, Inc., doing business as CHD Meridian Healthcare, a Delaware corporation. I-trax is filing this Amendment to the Current Report to disclose (1) the financial statements of CHD Meridian Healthcare required under Item 7(a) of Form 8-K and (2) pro forma financial information required under Item 7(b) of Form 8-K.

Item 7. Financial Statements and Exhibits.

Edgar Filing: I TRAX INC - Form 8-K/A

-----  
(a) Financial statements of business acquired.

The consolidated financial statements of Meridian Healthcare Associates, Inc. and subsidiaries (d/b/a CHD Meridian Healthcare) for the years ended December 31, 2003, 2002 and 2001 are being incorporated by reference to Item 7 of Part II of I-trax, Inc.'s Annual Report on Form 10-KSB/A for the fiscal year ended December 31, 2003, filed on June 2, 2004.

(b) Pro Forma financial information.

The unaudited combined condensed balance sheet of I-trax and CHD Meridian Healthcare on a pro forma basis as if the merger had been consummated on December 31, 2003 and the unaudited combined condensed statements of operations on a pro forma basis as if the merger had been consummated on January 1, 2002 are being incorporated by reference to Item 7 of Part II of I-trax, Inc.'s Annual Report on Form 10-KSB/A for the fiscal year ended December 31, 2003, filed on June 2, 2004.

(c) Exhibits.

Exhibit 23. Consent of Ernst & Young LLP.

SIGNATURES  
-----

Pursuant to 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.

I-TRAX, INC.

Date: June 2, 2004

By: /s/ Frank A. Martin  
-----

Name: Frank A. Martin  
Title: Chief Executive Officer