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INTEGRAMED AMERICA INC

Form 8-K

May 09, 2006

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): May 8, 2006

INTEGRAMED AMERICA, INC.

(Exact name of registrant as specified in charter)

Delaware

(State of other jurisdiction of incorporation)

0-20260

6-1150326

(Commission File Numbers)

(IRS Employer Identification No.)

Two Manhattanville Road, Purchase, NY

10577

(Address of principal executive offices)

(Zip Code)

Registrant's telephone no. including area code: (914) 253-8000

(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))

ITEM 1.01 Entry into a Material Definitive Agreement

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Effective May 8, 2006, Registrant and its former Chief Executive Officer, Gerardo Canet, entered into an amendment to Mr. Canet's Employment Agreement with respect to the consulting services being provided to the Company subsequent to Mr. Canet's resignation effective December 31, 2005. Pursuant to the amendment, the first payment to Mr. Canet under the consulting provisions of the Employment Agreement will be paid on January 2, 2007.

The foregoing description of the amendment is qualified in its entirety by reference to the full text of the amendment, which is filed as Exhibit 10.9(b) hereto and is incorporated herein by reference.

ITEM 9.01 Financial Statements, Pro Forma Financial Information and Exhibits

(d) Exhibits

Exhibit No. -----	Description of Exhibit -----
10.9(b)	Letter amendment effective May 8, 2006 to Gerardo Canet Employment Agreement

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)

Date: May 8, 2006 By: /s/Claude E. White

Claude E. White, Vice President & General Counsel