

QUADRAMED CORP  
Form 8-K  
March 03, 2004  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

February 24, 2004

Date of report (date of earliest event reported)

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**QUADRAMED CORPORATION**

(Exact Name of Registrant as Specified in Charter)

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Delaware  
(State or Other Jurisdiction of Incorporation)

0-21031  
(Commission File Number)

52-1992861  
(IRS Employer)

**12110 Sunset Hills Road, Suite 600, Reston, VA 20190**

**(Address of Principal Executive Offices)**

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**(703) 709-2300**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former Name or Former address, if Changed Since Last Report)**

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ITEM 5. OTHER EVENTS

The following information is being furnished pursuant to Item 5.

On March 1, 2004, Quadramed Corporation issued a press release announcing that it had agreed with plaintiffs' counsel to settle the shareholders derivative litigation filed in October 2002 against QuadraMed and certain of its officers and directors. A copy of the press release is furnished as exhibit 99.1 to this report.

ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

The following information is being furnished pursuant to Item 12.

On February 24, 2004, QuadraMed Corporation held a call in which it discussed earnings and other financial results for its fiscal year ended December 31, 2003. A copy of the transcript of this call is attached as Exhibit 99.2. To hear a replay of the call, visit [http://www.quadramed.com/Investors/Conference\\_Calls\\_and\\_Presentations.jsp](http://www.quadramed.com/Investors/Conference_Calls_and_Presentations.jsp)

The information in this Current Report on Form 8-K is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

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**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 hereunto duly authorized.

Dated: March 3, 2004

QuadraMed Corporation

*/s/*

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John C. Wright, Executive Vice President and

Corporate Secretary

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**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Press Release, issued March 1, 2004, by QuadraMed Corp.
99.2	Transcript of earnings release call dated February 24, 2004.