

QUADRAMED CORP
Form 8-K
April 20, 2009
Table of Contents

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 Exchange Act of 1934

Date of Report (Date of earliest event reported): April 14, 2009

QuadraMed Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction)

001-32283
(Commission File Number)

52-1992861
(I.R.S. Employer

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of Incorporation)

Identification No.)

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

(Address of principal executive office and zip code)

(703) 709-2300

(Registrant's telephone number, including area code)

(Not Applicable)

(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 (see General Instruction A.2. below):

- .. Written communications 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 communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Table of Contents

TABLE OF CONTENTS

ITEM 5.02	<u>DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.</u>	3
ITEM 8.01	<u>OTHER EVENTS</u>	3
	<u>SIGNATURES</u>	4

Table of Contents

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On April 14, 2009, Keith B. Hagen resigned from the Board of Directors (the Board) of QuadraMed Corporation (the Company), effective immediately, citing personal reasons. As previously announced in the Company's Current Report on Form 8-K, filed with the SEC on March 30, 2009, Mr. Hagen stepped down as the Company's President and Chief Executive Officer, effective March 25, 2009.

ITEM 8.01 OTHER EVENTS.

On April 16, 2009, upon the recommendation of the Board's Nominating and Governance Committee (the Committee), the Board unanimously approved a reduction in the number of authorized directors from six (6) to five (5), pursuant to the authority granted the Board under Section 2.2 of the Company's Amended and Restated Bylaws (Exhibit 3.1 to our Current Report on Form 8-K as filed with the SEC on February 4, 2008). The Board anticipates that the number of authorized directors will be increased upon the hiring of a permanent President and Chief Executive Officer for the Company.

Table of Contents

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: April 20, 2009

QuadraMed Corporation

/s/ David L. Piazza

David L. Piazza, Executive Vice President, Chief
Financial Officer and Chief Operating Officer