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RadNet, Inc.  
Form 8-A12B  
February 13, 2007

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(B) OR (G) OF THE  
SECURITIES EXCHANGE ACT OF 1934

RADNET, INC.

-----  
(Exact name of registrant as specified in its charter)

NEW YORK

13-3326724

-----  
(State of incorporation or organization)

(I.R.S. Employer Identification No.)

1510 COTNER AVENUE, LOS ANGELES, CALIFORNIA

90025

-----  
(Address of principal executive offices)

(Zip Code)

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

Title of each class to  
be so registered

Name of each exchange on which  
each class is to be registered

-----  
Common Stock, par value \$.0001  
per share

-----  
Nasdaq Global Market

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. [X]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. [ ]

Securities Act registration statement file number to which this form relates:  
N/A

Securities to be registered pursuant to Section 12(g) of the Act: N/A

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The holders of Radnet common stock are entitled to one vote for each share of common stock held of record on all matters submitted to a vote of Radnet stockholders. Common stockholders have no conversion, preemptive, subscription or redemption rights. All outstanding shares of Radnet common stock are duly authorized, validly issued, fully paid and nonassessable.

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Upon satisfaction of Radnet's obligations to preferred stockholders, if any, the common stockholders receive dividends when declared by the board of directors. If Radnet liquidates, dissolves or winds-up its business, holders of Radnet common stock will share equally in the assets remaining after Radnet pays all of its creditors and satisfies all of its obligations to preferred stockholders, if any.

ITEM 2. EXHIBITS.

Listed below are all exhibits filed as a part of this Registration Statement.

| EXHIBIT NO. | DESCRIPTION OF EXHIBIT  | INCORPORATED BY REFERENCE TO |
|-------------|---|------------------------------|
| 3.1.1       | Certificate of Incorporation as amended                         | (i)                          |
| 3.1.2       | November 17, 1992 amendment to the Certificate of Incorporation | (i)                          |
| 3.1.3       | December 27, 2000 amendment to the Certificate of Incorporation | (ii)                         |
| 3.1.4       | November 15, 2006 amendment to the Certificate of Incorporation | (iv)                         |
| 3.1.5       | November 27, 2006 amendment to the Certificate of Incorporation | (iv)                         |
| 3.2         | By-laws   | (iii)                        |
| 4.1         | Form of Common Stock Certificate                                | (v)                          |

- (i) Incorporated by reference to exhibit filed with Registrant's Registration Statement on Form S-1 (File No. 33-51870).
- (ii) Incorporated by reference to exhibit filed with the Form 10-K for the year ended October 31, 2000.
- (iii) Incorporated by reference to exhibit filed with Form 8-K for November 15, 2006.
- (iv) Incorporated by reference to exhibit filed with Form 8-K for November 27, 2006.
- (v) Incorporated by reference to exhibit filed with Form 10-K for fiscal year ended October 31, 2006.

-2-

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: February 12, 2007.

RADNET, INC.

By: /s/ Jeffrey Linden

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Jeffrey Linden

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Executive Vice President and General Counsel

-3-