

Edgar Filing: I TRAX INC - Form S-3/A

I TRAX INC
Form S-3/A
November 19, 2004

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON NOVEMBER 19, 2004

REGISTRATION NO. 333-114604

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

AMENDMENT NO. 4
TO
FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

I-TRAX, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

23-3057155

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

4 HILLMAN DRIVE, SUITE 130
CHADDS FORD, PENNSYLVANIA 19317
(610) 459-2405

(Address, including zip code, and telephone number,
including area code, of registrant's
principal executive offices)

YURI ROZENFELD, ESQ.
VICE PRESIDENT AND GENERAL COUNSEL
I-TRAX, INC.
4 HILLMAN DRIVE, SUITE 130
CHADDS FORD, PENNSYLVANIA 19317
(610) 459-2405 x116

(Name, address, including zip code, and telephone number, including area code,
of agent for service)

COPIES TO:

JUSTIN P. KLEIN, ESQ.
GERALD J. GUARCINI, ESQ.
BALLARD SPAHR ANDREWS & INGERSOLL, LLP
1735 MARKET STREET, 51ST FLOOR
PHILADELPHIA, PENNSYLVANIA 19103
(215) 665-8500

Approximate date of commencement of proposed sale to the public: As soon as

Edgar Filing: I TRAX INC - Form S-3/A

practicable after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plan, please check the following box. []

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

The registrant hereby amends the registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

I-trax is filing this Amendment No. 4 to (a) file Exhibit 23.2, which was inadvertently not filed with Amendment No. 3, and (b) re-file Exhibit 23.3, which was incorrectly filed with Amendment No. 3 as Exhibit 23.2.

-2-

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing of this Amendment No. 4 to Registration Statement on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Chadds Ford, Commonwealth of Pennsylvania on November 19, 2004.

Edgar Filing: I TRAX INC - Form S-3/A

I-TRAX, INC.

By: /s/ Frank A. Martin

 Frank A. Martin, Chairman and
 Chief Executive Officer

By: /s/ David R. Bock

 David R. Bock, Chief Financial Officer
 (Principal Financial and Accounting Officer)

In accordance with the requirements of the Securities Act of 1933, this Amendment No. 4 to Registration Statement on Form S-3 was signed by the following persons in the capacities and on the dates stated.

Signature	Title	Date
----- /s/ Frank A. Martin ----- Frank A. Martin	Chairman, Chief Executive Officer and Director	November 19, 2004
* ----- Haywood D. Cochrane, Jr.	Vice-Chairman, Director	November 19, 2004
* ----- Philip D. Green	Director	November 19, 2004
* ----- Dr. Michael M.E. Johns	Director	November 19, 2004
* ----- Dr. Arthur N. Leibowitz	Director	November 19, 2004
----- Gail F. Lieberman	Director	November __, 2004
----- Dr. David Nash	Director	November __, 2004
* ----- R. Dixon Thayer	Director	November 19, 2004

*By: Frank A. Martin, Attorney in Fact.
