

I TRAX INC  
Form 8-K  
May 10, 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 Exchange Act of 1934

Date of Report (Date of earliest event reported): May 4, 2006

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I-TRAX, INC.

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(Exact name of registrant as specified in its charter)

Delaware

001-31584

23-3057155

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(State or other jurisdiction of  
incorporation)

-----  
(Commission File Number)

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(IRS Employer Identification  
No.)

4 Hillman Drive, Suite 130  
Chadds Ford, Pennsylvania

19317

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(Address of principal executive offices)

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(Zip Code)

Registrant's telephone number, including area code: (610) 459-2405

N/A

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(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 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))



**Item 2.02 Results of Operations and Financial Condition.**

On May 4, 2006, I-trax, Inc. issued a press release disclosing its financial results for the quarter ended March 31, 2006. The press release is attached to this current report as Exhibit 99.1.

**Item 9.01 Exhibits.**

99.1 Press release, issued May 4, 2006.

SIGNATURE

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.

I-TRAX, INC.

Date: May 10, 2006

By:

/s/ Frank A. Martin  
Name: Frank A. Martin  
Title: Chairman