

QUADRAMED CORP  
Form 8-K  
May 14, 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**

March 1, 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  
  
Identification No.)

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

(Address of Principal Executive Offices)

(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.

Lawrence P. English, Chairman and Chief Executive Officer, Michael S. Wilstead, President and Chief Operating Officer and Dean A. Souleles, Executive Vice President and Chief Technology Officer each have established a pre-arranged trading plan in accordance with SEC Rule 10b5-1. Under the plans, approximately 110,000 shares of QuadraMed's common stock will be sold. The proceeds from these transactions will represent the required withholdings taxes resulting from the vesting of restricted stock originally granted to Messrs. English, Wilstead and Souleles in 2001 and 2002.

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: May 12, 2004

QuadraMed Corporation

/s/ John Wright

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John Wright, Chief Financial Officer and

Corporate Secretary