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I TRAX INC  
Form POS AM  
April 04, 2005

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON APRIL 4, 2005

REGISTRATION NO. 333-87134

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

AMENDMENT NO. 2  
ON FORM S-3  
TO  
REGISTRATION STATEMENT  
ON  
FORM SB-2

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: Not applicable.

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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. [ ]

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. [ ]

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This Post-Effective Amendment No. 2 on Form 3 to the Registration Statement on Form SB-2 shall become effective in accordance with Section 8(c) of the Securities Act of 1933, as amended, on such date as the Commission, acting pursuant to Section 8(c), may determine.

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DEREGISTRATION OF SHARES

This Post-Effective Amendment No. 2 on Form S-3 to the Registration Statement on Form SB-2 (No. 333-87134), which was declared effective on August 14, 2003, is being filed to deregister unsold shares of common stock of the registrant, I-trax, Inc. The registrant's obligation to keep the Registration Statement effective has expired. Therefore, this Post-Effective Amendment No. 2 on Form S-3 to the Registration Statement on Form SB-2 is being filed to deregister, as of the effectiveness of this post-effective amendment, all shares of common stock, the sale of which was registered under the Registration Statement, that were not sold under the Registration Statement.

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

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of the requirements of filing of this Post-Effective Amendment No. 2 on Form S-3 to the Registration Statement on Form SB-2 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 April 4, 2005.

I-TRAX, INC.

By: /s/ R. Dixon Thayer

-----  
R. Dixon Thayer,  
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 Post-Effective Amendment No. 2 on Form S-3 to the Registration Statement on Form SB-2 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 and Director	April 4, 2005
* ----- Philip D. Green	Director	April 4, 2005
* ----- Dr. Michael M.E. Johns	Director	April __, 2005
----- Dr. David Nash		
* ----- R. Dixon Thayer	Chief Executive Officer and Director	April 4, 2005
----- Haywood Cochrane	Vice Chairman and Director	April __, 2005
----- Gail Lieberman	Director	April __, 2005

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