

CARDIONET INC
Form 8-K
August 08, 2008

**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): August 4, 2008

CardioNet, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33993
(Commission File Number)

33-0604557
(I.R.S. Employer
Identification No.)

227 Washington Street #300
Conshohocken, PA
(Address of principal executive offices)

19428
(Zip Code)

Registrant's telephone number, including area code: **(610) 729-7000**

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 (see General Instruction A.2. below):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective as of August 4, 2008, Harry T. Rein resigned as a member of the Board of Directors (the Board) of CardioNet, Inc. (the Company). Mr. Rein was a member of the Audit Committee of the Board (the Audit Committee) and a member and Chair of the Compensation, Nominating and Corporate Governance Committee of the Board (the Compensation, Nominating and Corporate Governance Committee). The Board has appointed Randy H. Thurman as a member of the Audit Committee and as a member and Chair of the Compensation, Nominating and Corporate Governance Committee.

Mr. Rein's resignation and the appointments of Mr. Thurman were announced in a press release dated August 8, 2008, which is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following material is filed as an exhibit to this Current Report on Form 8-K:

| Exhibit Number | Document Description |
|-----------------------|-------------------------------------|
| 99.1 | Press release dated August 8, 2008. |

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, thereunto duly authorized.

CARDIONET, INC.

Dated: August 8, 2008

| | |
|--------|-------------------------|
| By: | /s/ Martin P. Galvan |
| Name: | Martin P. Galvan |
| Title: | Chief Financial Officer |

INDEX TO EXHIBITS

| Exhibit Number | Description |
|---------------------------|-------------------------------------|
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