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MEMBERWORKS INC
Form 8-K
September 22, 2003

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

September 22, 2003
Date of Report
(Date of earliest event reported)

MEMBERWORKS INCORPORATED

(Exact name of registrant as specified in its charter)

DELAWARE	0-21527	06-1276882
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(State of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

680 Washington Blvd
Stamford, Connecticut 06901

(Address of principal executive offices,
including zip code)

(203) 324-7635

(Registrant's telephone number,
including area code)

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MEMBERWORKS INCORPORATED

Item 5. Other Events.

On September 22, 2003, MemberWorks Incorporated issued a press release announcing its proposed offering pursuant to Rule 144A of the Securities Act of 1933 of an aggregate of \$75.0 million of convertible senior subordinated notes due 2010.

Item 7. Financial Statements and Exhibits.

(c)Exhibits

99 Press Release dated September 22, 2003.

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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.

MEMBERWORKS INCORPORATED
(Registrant)

Date: September 22, 2003

By: /s/ Gary A. Johnson

Gary A. Johnson, President and
Chief Executive Officer

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