

AMERICAN HEALTHWAYS INC  
Form 8-K  
September 22, 2005

**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): September 22, 2005 (September 19, 2005)

**American Healthways, Inc.**

(Exact Name of Registrant as Specified in Charter)

Delaware

000-19364

62-1117144

(State or Other Jurisdiction of  
Incorporation)

(Commission File Number)

(I.R.S. Employer Identification No.)

3841 Green Hills Village Drive  
Nashville, Tennessee

37215

(Address of Principal Executive Offices)

(Zip Code)

(615) 665-1122

(Registrant's telephone number, including area code)

Not Applicable

(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))

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### Item 1.01 Entry into a Material Definitive Agreement.

On September 19, 2005, the Company's Board of Directors amended the definition of early retirement in the Company's 1996 Stock Incentive Plan and the Company's Amended and Restated 2001 Stock Option Plan. A copy of each plan, as amended, is attached as Exhibit 10.1 and 10.2, respectively.

### Item 9.01 Financial Statements and Exhibits.

#### (c) Exhibits

|              |   |
|--------------|---|
| Exhibit 10.1 | 1996 Stock Incentive Plan, as amended       |
| Exhibit 10.2 | Amended and Restated 2001 Stock Option Plan |

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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.

American Healthways, Inc.

/s/ Mary A. Chaput

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Mary A. Chaput  
Chief Financial Officer

Date: September 22, 2005

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Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b>                          |
|--------------------|---|
| 10.1               | 1996 Stock Incentive Plan, as amended       |
| 10.2               | Amended and Restated 2001 Stock Option Plan |

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