

INTEGRAMED AMERICA INC  
Form 3  
July 11, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Sagard Capital Partners, L.P.</p> <p>(Last) (First) (Middle)</p> <p>325 GREENWICH AVENUE</p> <p>(Street)</p> <p>GREENWICH,Â CTÂ 06830</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/10/2012</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>INTEGRAMED AMERICA INC [INMD]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X_ 10% Owner ___ Officer ___ Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	445,100	D <u>(1)</u> <u>(2)</u>	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

Shares (I)  
(Instr. 5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sagard Capital Partners, L.P. 325 GREENWICH AVENUE GREENWICH, CT 06830	^	^ X	^	^
Sagard Capital Partners GP, Inc. 325 GREENWICH AVENUE GREENWICH, CT 06830	^	^ X	^	^
Sagard Capital Partners Management CORP 325 GREENWICH AVENUE GREENWICH, CT 06830	^	^ X	^	^
SCP-325 Holding Corp. 325 GREENWICH AVENUE GREENWICH, CT 06830	^	^ X	^	^
SCP-325 Merger Sub, Inc. 325 GREENWICH AVENUE GREENWICH, CT 06830	^	^ X	^	^

## Signatures

/s/ Dan Friedberg, President, Sagard Capital Partners, L.P.	07/11/2012
__Signature of Reporting Person	Date
/s/ Dan Friedberg, President, Sagard Capital Partners GP, Inc.	07/11/2012
__Signature of Reporting Person	Date
/s/ Dan Friedberg, President, Sagard Capital Partners Management Corp.	07/11/2012
__Signature of Reporting Person	Date
/s/ Dan Friedberg, President, SCP-325 Holding Corp.	07/11/2012
__Signature of Reporting Person	Date
/s/ Dan Friedberg, President, SCP-325 Merger Sub, Inc.	07/11/2012
__Signature of Reporting Person	Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Sagard Capital Partners, L.P., a Delaware limited partnership ("Sagard"), is the direct beneficial owner of the reported 445,100 shares of Common Stock of the Issuer (the "Sagard Shares"). Sagard Capital Partners GP, Inc., a Delaware corporation ("GP"), and Sagard Capital Partners Management Corp., a Delaware corporation ("Sagard Management," and together with Sagard and GP, the "Sagard Reporting Persons") may be deemed to be indirect beneficial owners of such reported Sagard Shares. Each of the Reporting Persons disclaims beneficial ownership (as defined in Rule 16a-1(a)(2)) of the securities reported herein except to the extent of its pecuniary interest therein. (See Footnote 2 for continuation of Footnote 1).

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- (2) SCP-325 Holding Corp., a Delaware corporation ("Parent"), and SCP-325 Merger Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of Parent ("Merger Sub" and, together with Parent and the Sagard Reporting Persons, the "Reporting Persons"), are also Reporting Persons on this Form 3, but are not the direct or indirect beneficial owners (as defined in Rule 16a-1(a)(2)) of any shares of Common Stock of the Issuers.

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**Remarks:**

This Form 3 is being filed by the Reporting Persons, who have filed a Schedule 13D with respect to

As a result of direct and indirect securities holdings, Power Corporation of Canada and Mr. Paul C.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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