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MEMBERWORKS INC  
Form 8-K  
March 04, 2004

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

March 4, 2004

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Date of Report  
(Date of earliest event reported)

MEMBERWORKS INCORPORATED

-----  
(Exact name of registrant as specified in its charter)

DELAWARE

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(State of Incorporation)

0-21527

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(Commission File Number)

06-1276882

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

680 Washington Blvd  
Stamford, Connecticut 06901

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(Address of principal executive offices,  
including zip code)

(203) 324-7635

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(Registrant's telephone number, including area code)

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Item 5. Other Events.

On March 4, 2004, MemberWorks Incorporated ("MemberWorks") entered into an agreement to acquire Lavalife Inc. ("Lavalife"). MemberWorks will be acquiring Lavalife for approximately CAD \$152.5 million in cash. Lavalife, headquartered in Toronto, Canada, is a leading provider of online and IVR-based interactive personals services. The transaction is subject to customary closing conditions and is expected to be completed in April 2004. MemberWorks issued a press release related to this transaction on March 4, 2004 which is filed as an exhibit hereto.

Item 7. Financial Statements, Pro Forma Financial Statements and Exhibits.

(c) Exhibits

99.1 Press release dated March 4, 2004

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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: March 4, 2004

By: /s/ Gary A. Johnson

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Gary A. Johnson, President and  
Chief Executive Officer

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