

INTEGRAMED AMERICA INC  
Form SC 13G/A  
February 12, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

**IntegraMed America, Inc.**

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

45810N302

(CUSIP Number)

September 24, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

\*\* Rule 13d-1(b)

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Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 10 Pages

(1) NAMES OF REPORTING PERSONS

Diamondback Master Fund, Ltd.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)  (b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, British West Indies

(5) SOLE VOTING POWER

NUMBER OF

SHARES  (6) SHARED VOTING POWER

BENEFICIALLY

OWNED BY   
EACH (7) SOLE DISPOSITIVE POWER

REPORTING

PERSON   
WITH (8) SHARED DISPOSITIVE POWER

(9)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(10)  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%  
(12) TYPE OF REPORTING PERSON (see instructions)

CO

(1) NAMES OF REPORTING PERSONS

Diamondback Capital Management, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)  (b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

(5)  SOLE VOTING POWER

NUMBER OF

SHARES  (6)  SHARED VOTING POWER

BENEFICIALLY

OWNED BY   
EACH (7)  SOLE DISPOSITIVE POWER

REPORTING

PERSON   
WITH (8)  SHARED DISPOSITIVE POWER

(9)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(10)  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%  
(12) TYPE OF REPORTING PERSON (see instructions)

OO

(1) NAMES OF REPORTING PERSONS

DBCM Partners, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)  (b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

(5)  SOLE VOTING POWER

NUMBER OF

SHARES  (6)  SHARED VOTING POWER

BENEFICIALLY

OWNED BY   
EACH (7)  SOLE DISPOSITIVE POWER

REPORTING

PERSON   
WITH (8)  SHARED DISPOSITIVE POWER

(9)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(10)  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%  
(12) TYPE OF REPORTING PERSON (see instructions)

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Item 1.

(a) Name of Issuer  
IntegraMed America, Inc. (the Company )

(b) Address of Issuer's Principal Executive Offices  
Two Manhattanville Road

Purchase, NY 10577

Item 2(a). Name of Person Filing

Item 2(b). Address of Principal Business Office

Item 2(c). Citizenship  
Diamondback Master Fund, Ltd.

c/o Ogier Fiduciary Services (Cayman) Ltd.

89 Nexus Way, Camana Bay

Grand Cayman KY1-9007

Citizenship: Cayman Islands, British West Indies

Diamondback Capital Management, LLC

One Landmark Square, 15th Floor

Stamford, CT 06901

Citizenship: State of Delaware

DBCM Partners, LLC

One Landmark Square, 15th Floor

Stamford, CT 06901

Citizenship: State of Delaware

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Item 2(d) Title of Class of Securities  
Common Stock, \$0.01 par value ( Common Stock )

Item 2(e) CUSIP Number  
45810N302

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

#### Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

This Amendment No. 1 (this Amendment) relates to the beneficial ownership of the Common Stock of the Company. This Amendment is being filed on behalf of the Reporting Persons and amends and supplements in their entirety the Schedule 13G filed by the Reporting Persons on January 9, 2012. Capitalized terms used herein and not otherwise defined in this Amendment have the respective meanings given such terms set forth in the Schedule 13G and the Company's initial Schedule 13D.

As of the date of this filing, (i) Diamondback Master Fund, Ltd. no longer beneficially owns any shares of Common Stock and (ii) each of Diamondback Capital Management, LLC and DBCM Partners, LLC no longer may be deemed beneficial owner of any shares of Common Stock.

Diamondback Capital Management, LLC is the investment manager of Diamondback Master Fund, Ltd. DBCM Partners, LLC is the managing member of Diamondback Capital Management, LLC. Each of Lawrence Sapanski and Richard H. Schimel (the Diamondback Principals) serve as managing members of DBCM Partners, LLC. The foregoing should not be construed in and of itself as an admission by any Reporting Person or the Diamondback Principals as to beneficial ownership of the shares of Common Stock owned by another Reporting Person. In addition, each of Diamondback Capital Management, LLC, DBCM Partners, LLC and the Diamondback Principals disclaims beneficial ownership of the shares of Common Stock owned by Diamondback Master Fund, Ltd.

(b) Percent of class:

The Company's Schedule 13D/A filed on September 24, 2012, indicates that pursuant to the Merger Agreement, at the effective time of the Merger, the Certificate of Incorporation of the Company was amended, and such amended Certificate of Incorporation became the Certificate of Incorporation of the Company as the surviving corporation of the Merger. By virtue of the Merger, all of the outstanding shares of the Company's Common Stock issued and outstanding as of the effective time of the Merger were cancelled and converted into the right to receive \$14.05 in cash without interest or were otherwise cancelled for no consideration. Accordingly, following the effective time of the Merger, none of Diamondback Master Fund, Ltd., Diamondback Capital Management, LLC and DBCM Partners, LLC could be deemed to beneficially own any outstanding shares of

Common Stock. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

0

(ii) Shared power to vote or to direct the vote

See Item 4(a)

(iii) Sole power to dispose or to direct the disposition of

0

(iv) Shared power to dispose or to direct the disposition of

See Item 4(a)

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Exhibit I.

Item 9. Notice of Dissolution of Group  
Not applicable.

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and were not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and were not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits:

Exhibit I: Joint Filing Agreement, dated as of February 12, 2013, by and among Diamondback Master Fund, Ltd., Diamondback Capital Management, LLC and DBCM Partners, LLC

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: February 12, 2013

DIAMONDBACK MASTER FUND, LTD.

By: /s/ John Hagarty  
Name: John Hagarty  
Title: Chief Operating Officer

DIAMONDBACK CAPITAL MANAGEMENT, LLC

By: /s/ Bentley J. Anderson  
Name: Bentley J. Anderson  
Title: Co-General Counsel and Chief Compliance Office

DBCM PARTNERS, LLC

By: /s/ Richard Schimel  
Name: Richard Schimel  
Title: Managing Member