

AMERICAN HEALTHWAYS INC  
Form 8-K  
September 07, 2004

**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 7, 2004

**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)

Registrant's telephone number, including area code: (615) 665-1122

(Former name or former address, if changed since last report)

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Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(d) Effective September 7, 2004, Mary Jane England, M.D., was elected to the Company's Board of Directors. She will serve as a member of the Company's Nominating and Corporate Governance Committee. In conjunction with her election to the Board, Dr. England was granted options to purchase 15,000 shares of the Company's common stock pursuant to the terms of the Company's 1996 Stock Incentive Plan, as amended. A copy of the press release issued on September 7, 2004 is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

Exhibit 99.1 Press Release.

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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, thereto duly authorized.

American Healthways, Inc.

/s/ Mary A. Chaput

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Mary A. Chaput  
Chief Financial Officer

Date: September 7, 2004

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Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b>                    |
|--------------------|---------------------------------------|
| 99.1               | Press Release dated September 7, 2004 |