

CARDIONET INC
Form 8-K
January 27, 2011

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): **January 21, 2011**

CardioNet, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33993
(Commission
File Number)

33-0604557
(I.R.S. Employer
Identification No.)

227 Washington Street #210
Conshohocken, PA
(Address of principal executive offices)

19428
(Zip Code)

Registrant's telephone number, including area code: **(610) 729-7000**

Not Applicable
Former name or former address, if changed since last report

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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 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 21, 2011, Fred Middleton, a member of the Board of Directors of CardioNet, Inc. (the Company), and a member of both the Nominating and Corporate Governance Committee and the Audit Committee of the Board of Directors, informed the Company of his intention to retire as a Director and not stand for re-election at the Company's 2011 annual meeting of stockholders. He will continue to serve as a Director for the remainder of his current term, which expires on the date of the Company's 2011 annual meeting of stockholders currently scheduled for May 6, 2011. Mr. Middleton's decision is not based on any disagreement with the Company on any matter.

The Company is disclosing this information in accordance with Item 5.02(b) of Form 8-K.

Item 9.01 **Financial Statements and Exhibits**

(d) *Exhibits.*

| Exhibit No. | Description |
|--------------------|---------------------------------------|
| 99.1 | Press Release, dated January 27, 2011 |

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.

CardioNet, Inc.

January 27, 2011

By: /s/ Heather Getz

Name: Heather Getz, CPA
Title: Chief Financial Officer