

QUADRAMED CORP

Form S-8 POS

March 26, 2010

As filed with the Securities and Exchange Commission on March 26, 2010.

Registration No. 333-56171

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO
FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

QUADRAMED CORPORATION
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

52-1992861
(I.R.S. Employer
Identification Number)

12110 Sunset Hills Road
Reston, Virginia 21090
(Address and telephone number of Registrant's principal executive offices)

QUADRAMED CORPORATION 1996 STOCK INCENTIVE PLAN
MEDICUS SYSTEMS CORPORATION 1994 DIRECTORS' STOCK OPTION PLAN
MEDICUS SYSTEMS CORPORATION 1995 RCM STOCK OPTION PLAN
MEDICUS SYSTEMS CORPORATION 1996 CEO REPLACEMENT STOCK OPTION PLAN
MEDICUS SYSTEMS CORPORATION 1996 CEO SPECIAL STOCK OPTION CERTIFICATE
MEDICUS SYSTEMS CORPORATION 1997 EMPLOYEE STOCK OPTION AND RESTRICTED STOCK PLAN
MEDICUS SYSTEMS CORPORATION (1989/1991/1993/1993 PERFORMANCE, AND 1994) STOCK OPTION
AND RESTRICTED STOCK PLAN
MEDICUS SYSTEMS CORPORATION 1997 DIRECTORS' STOCK OPTION PLAN
(Full title of the plans)

Chris Adams
Secretary
QuadraMed Corporation
12110 Sunset Hills Road
Reston, Virginia 20190
(703) 709-2300
(Name, address and telephone number of agent for service)

Copies to:
Michael J. Kennedy

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Michael S. Dorf
Shearman & Sterling LLP
525 Market Street
San Francisco, CA 94105
(415) 616-1100

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="radio"/>	Accelerated filer	<input type="radio"/>
Non-accelerated filer	<input checked="" type="radio"/>	Smaller reporting company	<input type="radio"/>

EXPLANATORY STATEMENT

QuadraMed Corporation (the “Registrant”) is filing this Post-Effective Amendment No. 2 to Registration Statement on Form S-8 filed on June 5, 1998 (File No. 333-56171), as amended by Post-Effective Amendment No. 1 to the Registration Statement filed on May 2, 2002 (the “Registration Statement”), to deregister certain shares of the Registrant’s common stock, par value \$0.01 per share (the “Common Stock”) that were originally registered for issuance pursuant to the Medicus Systems Corporation 1994 Directors’ Stock Option Plan, the Medicus Systems Corporation 1995 RCM Stock Option Plan, the Medicus Systems Corporation 1996 CEO Replacement Stock Option Plan, the Medicus Systems Corporation 1996 CEO Special Stock Option Certificate, the Medicus Systems Corporation 1997 Employee Stock Option and Restricted Stock Plan, the Medicus Systems Corporation (1989/1991/1993/1993 Performance, and 1994) Stock Option and Restricted Stock Plan and the Medicus Systems Corporation 1997 Directors’ Stock Option Plan (collectively, the “Plans”). As set forth in Post-Effective Amendment No. 1 to the Registration Statement, the Plans were subsequently rolled into the QuadraMed Corporation 1996 Stock Incentive Plan (the “1996 Plan”).

A total of 555,695 shares issuable to service providers of the Registrant pursuant to the Plans were registered under the Registration Statement. A total of 222,458 shares became issuable under the 1996 Plan when the Plans were rolled into the 1996 Plan. Subsequent to this registration, on June 13, 2008, the Registrant announced the effectiveness of the reverse split of its common stock in the ratio of one-for-five.

In connection with the Registrant’s filing of a Form 15 and suspension of duty to file reports under Sections 13 and 15(d) of the Securities Exchange Act of 1934, as amended, the Registration Statement is hereby amended to deregister any shares of Common Stock remaining unissued under the 1996 Plan.

PART II

SIGNATURES

Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, the Registrant has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of San Francisco, California, U.S.A. on March 26, 2010.

QuadraMed Corporation

By: /s/ Chris Adams
Name: Chris Adams
Title: Secretary