

EMAGEON INC
Form 8-K
March 13, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) March 11, 2009
EMAGEON INC.**

(Exact name of registrant as specified in charter)

Delaware

0-51149

63-1240138

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

**1200 Corporate Drive, Suite 200, Birmingham,
Alabama**

35242

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (205) 980-9222

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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 (*see* General Instruction A.2. below):

- ☐ 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))

ITEM 8.01 OTHER EVENTS

On March 11, 2009, a putative shareholder class action lawsuit was filed against Emageon Inc. (the Company), the members of the Company's Board of Directors (the Company Board) and AMICAS, Inc. (AMICAS) in the Superior Court Department, Suffolk County, Massachusetts. The action, styled *Fishman v. Williamson, et al.*, alleges, among other things, that the members of the Company Board violated their fiduciary duties by failing to maximize value for the Company's stockholders when negotiating and entering into the Agreement and Plan of Merger, dated February 23, 2009 (the Merger Agreement), among the Company, AMICAS and AMICAS Acquisition Corp. (Purchaser). The complaint also alleges that AMICAS aided and abetted those purported breaches. The plaintiff seeks, among other things, to enjoin the acquisition of the Company by Purchaser or, in the alternative, to rescind the acquisition should it occur before the lawsuit is resolved.

The Company believes that the allegations of the plaintiff's complaint are entirely without merit, and the Company, the Company Board and AMICAS intend to vigorously defend this action. The parties do not expect this lawsuit to have an impact on the completion of the tender offer and merger contemplated by the Merger Agreement, however, even a meritless lawsuit may carry with it the potential to delay consummation of such transactions.

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.

EMAGEON INC.
(Registrant)

By: /s/ John W. Wilhoite
John W. Wilhoite
Chief Financial Officer

Date: March 13, 2009