INTEGRAMED AMERICA INC
Form 11-K
July 01, 2009

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

# FORM 11-K

x ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2007

OR

o TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ______ to ______

**Commission file number 000-20260**

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**IntegraMed America, Inc. Profit Sharing and 401(K) Plan, as amended**

B. Name of issuer of the securities held pursuant to the plan and the address of its principalexecutive office:

**IntregraMed America, Inc.**

**Two Manhattanville Road**

**Purchase, New York, 10577-2100**

**INTEGRAMED AMERICA, INC. 401(k) PLAN**

**FINANCIAL STATEMENTS**

**DECEMBER 31, 2007 and 2006**

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To Members and Plan Administrator of

IntegraMed America, Inc. 401k Plan

We have audited the accompanying statements of net assets available for benefits of the IntegraMed America, Inc. 401k Plan (the “Plan”) (formerly IntegraMed America, Inc. Profit Sharing and 401K Plan) as of December 31, 2007 and 2006, and the related statement of changes in net assets available for benefits for the year ended December 31, 2007. These financial statements are the responsibility of the Plan’s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the IntegraMed America, Inc. 401k Plan as of December 31, 2007 and 2006, and the changes in net assets available for benefits for the year ended December 31, 2007, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held for investment purposes as of December 31, 2007 is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan’s management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

AMPER, POLITZINER & MATTIA, LLP

June 30, 2009

Edison, New Jersey

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INTEGRAMED AMERICA, INC.

401 (K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31,

| | 2007 | 2006 |
|---|---|---|
| **ASSETS** | | |
| **Investments** | | |
| At fair value: | | |
| Stable Value Fund | $ 1,112,152 | $ 1,186,431 |
| Mutual Funds | 15,348,369 | 11,859,681 |
| Employer Securities | 176,282 | 335,115 |
| Participant loans | 405,583 | 337,063 |
| Total Investments | 17,042,386 | 13,718,290 |
| **Receivables** | | |
| Participant contributions | 55 | 100,915 |
| Employer contributions | 417,874 | 228,741 |
| Net assets available for benefits at fair value | 17,460,315 | 14,047,946 |
| Adjustments from fair value to contract value for fully-benefit responsive investment contracts | 7,219 | 18,832 |
| NET ASSETS AVAILABLE FOR BENEFITS | $ 17,467,534 | $ 14,066,778 |

**See accompanying notes to financial statements.**

INTEGRAMED AMERICA, INC.

401 (K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2007

| | |
|---|---|
| **Additions to/Deductions from net assets attributable to:** | |
| Investment income | |
| Net realized and unrealized appreciation in fair value of investments | $1,043,989 |
| Interest and dividends | 25,022 |
| | 1,069,011 |
| Contributions | |
| Employer | 417,874 |
| Participants | 2,842,090 |
| Participant rollovers | 342,037 |
| | 3,602,001 |
| | 4,671,012 |
| Distributions to participants | 1,264,664 |
| Administrative expenses | 5,592 |
| | 1,270,256 |
| NET INCREASE | 3,400,756 |
| Net assets available for plan benefits – beginning of year | 14,066,778 |
| NET ASSETS AVAILABLE FOR BENEFITS – END OF YEAR | $17,467,534 |

**See accompanying notes to financial statements.**

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INTEGRAMED AMERICA, INC.

401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

**NOTE 1 DESCRIPTION OF PLAN**

The following description of the IntegraMed America, Inc. 401(k) Plan (the “Plan”) (formerly “IntegraMed America, Inc. Profit Sharing and 401 (k) Plan”) is provided for general informational purposes only. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

General

The Plan is a 401(k) defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). The Sponsor controls and manages the operation and administration of the Plan. Principal Trust Company (the “Trustee”) serves as the trustee of the Plan as of December 1, 2006. Prior to December 1, 2006, MG Trust Company, LLC served as the trustee of the Plan. The Plan became effective January 1, 1997.

Participation

All employees are eligible to participate under the Plan as of the entry date (first day of the month following the completion of the eligibility requirements) following the initial month of employment and if the employee has attained the age of 21 years.

Participant Accounts

Individual accounts are maintained for each Plan participant. Each participant’s account is credited with the participant’s contribution, the Company’s matching contribution and Plan earnings, and charged with withdrawals and an allocation of Plan losses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Investments

Participants direct the investment of their contributions into various investment options offered by the Plan. Company contributions are invested pursuant to participant elections. The Plan currently offers nineteen mutual funds and IntegraMed America, Inc. common stock, (“IntegraMed

America Common Stock”) as investment options for participants.

Retirement Age

A participant’s normal retirement age is 65. However, a participant may elect an early retirement age of 55 after having completed five years of service. Benefits may also begin before normal retirement for a participant who becomes totally and permanently disabled.

Contributions

Participants may make elective salary deferral contributions to the Plan, which are not to exceed the maximum amount allowed under the Internal Revenue Code. The Sponsor at its discretion may make a matching contribution or discretionary contribution equal to a percentage chosen by the Sponsor of the participant’s savings contribution. For 2007 and 2006, the matching contribution was the lesser of 1.5% of earnings, 25% of participant contribution, or $3,375 and $3,300, respectively.

INTEGRAMED AMERICA, INC.

401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

(CONTINUED)

**NOTE 1— DESCRIPTION OF PLAN (continued)**

Forfeitures

The portion of a participant's account balance attributed to the sponsor's matching contributions, which are not vested upon their termination of employment, will be forfeited and may be used in future periods to reduce administrative expenses and the sponsor's discretionary contributions. Forfeitures amounting to $25,988 and $91,125 at December 31, 2007 and 2006, respectively, were available for reduction of future employer contributions.

Vesting

The portion of a participant's account balance attributed to the sponsor's discretionary contributions and matching contributions becomes vested at the rate of 20% per year over five years starting in the first year. Consequently, a participant is fully vested after five years. Each participant is fully vested in the amount in his or her account attributed to any elective salary deferral contributions to the Plan.

Payment of Benefits

At retirement, a participant shall be entitled to receive the vested amount in his or her separate account. The Plan provides that distributions at retirement be made at the participant's option, either in one of several annuity options or in a lump-sum distribution.

Upon the death of a participant, the employee's vested contributions will be distributed to his or her beneficiary either in the form of a life annuity or a lump sum, as the beneficiary shall determine.

Upon termination, a participant shall be entitled to his or her vested interest in the amount credited to his or her account.

Participant Loans

A participant may borrow up to 50% of their vested account balance ($1,000 minimum) to a maximum of $50,000. The loan's principal and interest is required to be paid through payroll deductions and must be repaid within five years, unless the loan is used for the purchase of a primary residence, in which case it may be paid over a longer period of time subject to the Internal Revenue Code.

**NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of Accounting

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting.

INTEGRAMED AMERICA, INC.

401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

(CONTINUED)

**NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

Investment Valuation and Income Recognition

Investments are stated at fair value. Shares of registered investment companies (mutual funds) are reported at fair value based on the quoted market price of the fund, which represents the net asset value of the shares held by the fund at year-end. The fair value of the Plan’s investment in the Company’s common stock is based on the quoted market price. Investments in the stable value fund are reported at the value reported to the Plan by the insurance company, which represents the approximate fair value of the underlying investments comprising the trusts or accounts. Principal Stable Value Fund is comprised of investment contracts valued at fair value and adjusted to contract value. Purchases and sales of securities are recorded on a trade-date basis.

As described in Financial Accounting Standards Board (“FASB”) Staff Position FSP AAG INV-1 and Statement of Financial Position 94-4-1, Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans (the “FSP”), investment contracts held by a defined-contribution plan are required to be reported at fair value. The FSP defines circumstances in which an investment contract is considered fully benefit-responsive and provides certain reporting and disclosure requirements for fully benefit-responsive investment contracts in defined contribution plans.

As described in the FSP, fully benefit-responsive investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution