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MEMBERWORKS INC
Form 8-K
March 26, 2004

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

March 26, 2004
Date of Report
(Date of earliest event reported)

MEMBERWORKS INCORPORATED

(Exact name of registrant as specified in its charter)

DELAWARE ----- (State of Incorporation)	0-21527 ----- (Commission File Number)	06-1276882 ----- (I.R.S. Employer Identification No.)
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680 Washington Blvd
Stamford, Connecticut 06901

(Address of principal executive offices,
including zip code)

(203) 324-7635

(Registrant's telephone number,
including area code)

MEMBERWORKS INCORPORATED

Item 5. Other Events.

On March 26, 2004, MemberWorks Incorporated issued a press release

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announcing its offering pursuant to Rule 144A of the Securities Act of 1933 of an aggregate principal amount of \$150.0 million of senior notes due 2014. A copy of the press release is attached as exhibit 99.1 to this form 8-K.

Item 7. Financial Statements, Pro Forma Financial Statements and Exhibits.

Exhibits

(c) 99.1 Press release dated March 26, 2004

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.

MEMBERWORKS INCORPORATED
(Registrant)

Date: March 26, 2004

By: /s/ Gary A. Johnson

Gary A. Johnson, President and
Chief Executive Officer