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PER SE TECHNOLOGIES INC  
Form 8-K  
December 19, 2005

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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): DECEMBER 14, 2005

PER-SE TECHNOLOGIES, INC.

-----  
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

-----  
(State or Other Jurisdiction of Incorporation)

000-19480

58-1651222

-----  
(Commission File Number)

(IRS Employer Identification No.)

1145 SANCTUARY PARKWAY, SUITE 200, ALPHARETTA, GEORGIA

30004

-----  
(Address of Principal Executive Offices)

(Zip Code)

(770) 237-4300

-----  
(Registrant's Telephone Number, Including Area Code)

-----  
(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))

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ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

(a) On December 14, 2005, the Compensation Committee of the Board of Directors of Per-Se Technologies, Inc. ("Per-Se") adopted the Second Amendment to the Per-Se Employees' Retirement Savings Plan (the "Per-Se 401(k) Plan"). The amendment, which is effective as of January 1, 2006, simplifies the administration of the plan by basing the calculation of the matching contribution only on the amount contributed during each payroll period, so that an annual re-determination of the matching contribution is not necessary. A copy of the Second Amendment to the Per-Se 401(k) Plan is filed as Exhibit 10.1 to this Form 8-K and is incorporated herein by reference.

(b) On December 14, 2005, the Compensation Committee of Per-Se's Board of Directors approved Amendment Number 2 to the Employment Agreement between Per-Se and David E. McDowell. Mr. McDowell is the former Chairman and Chief Executive Officer of Per-Se and currently serves as a member of Per-Se's Board of Directors. The purpose of the amendment is to extend the term of the agreement. A copy of Amendment Number 2 to the Employment Agreement between Per-Se and David E. McDowell is filed as Exhibit 10.2 to this Form 8-K and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

| EXHIBIT<br>NUMBER<br>----- | EXHIBIT TITLE<br>-----  |
|----------------------------|---|
| 10.1                       | Second Amendment to the Per-Se Technologies, Inc. Employees' Retirement Savings Plan.                     |
| 10.2                       | Amendment Number 2 to Employment Agreement between Per-Se and David E. McDowell, dated December 14, 2005. |

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.

Date: December 16, 2005

PER-SE TECHNOLOGIES, INC.

By: /s/ CHRIS E. PERKINS

-----  
Chris E. Perkins  
Executive Vice President  
and Chief Financial Officer

EXHIBIT INDEX

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