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MEMBERWORKS INC  
Form 8-K  
September 30, 2003

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

September 30, 2003  
Date of Report  
(Date of earliest event reported)

MEMBERWORKS INCORPORATED  
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(Exact name of registrant as specified in its charter)

DELAWARE  
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(State of Incorporation)

0-21527  
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(Commission File Number)

06-1276882  
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(I.R.S. Employer  
Identification No.)

680 Washington Blvd  
Stamford, Connecticut 06901  
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(Address of principal executive offices,  
including zip code)

(203) 324-7635  
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(Registrant's telephone number, including area code)

MEMBERWORKS INCORPORATED

Item 5. Other Events.

On September 30, 2003, MemberWorks Incorporated issued a press release announcing the closing of its previously announced offering pursuant to Rule

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144A of the Securities Act of 1933 of an aggregate of \$90.0 million of convertible senior subordinated notes due 2010.

Item 7. Financial Statements and Exhibits.

(c) Exhibits  
99 Press Release dated September 30, 2003.

1

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: September 30, 2003

By: /s/ Gary A. Johnson  
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Gary A. Johnson, President and  
Chief Executive Officer

2