

PROXYMED INC /FT LAUDERDALE/

Form 8-K

January 12, 2006

**UNITED STATES  
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**

**Date of Report (Date of earliest event reported): January 7, 2006**

**PROXYMED, INC.**

(Exact Name of Registrant as Specified in Charter)

**FLORIDA**

**000-22052**

**65-0202059**

(State or Other  
Jurisdiction of  
Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

**1854 Shackleford Court, Suite 200,  
Norcross, Georgia 30093-2924**

(Address of Principal Executive Offices)

**(770) 806-9918**

(Registrant's telephone number, including area code)

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**

On January 7, 2006, ProxyMed, Inc. (the Company ) entered into an agreement with David Edward Oles pursuant to which Mr. Oles would resign as General Counsel of the Company effective January 31, 2006 and terminate his employment agreement. Under the agreement, Mr. Oles will be paid four (4) months of severance. Mr. Oles agreed to provide consulting services to the Company on an as-needed basis through March 14, 2006. The Company has no immediate plans for a successor to replace Mr. Oles.

**Item 1.02 Termination of a Material Definitive Agreement**

On January 7, 2006, ProxyMed, Inc. (the Company ) entered into an agreement with David Edward Oles pursuant to which Mr. Oles would resign as General Counsel of the Company effective January 31, 2006 and terminate his employment agreement. Under the agreement, Mr. Oles will be paid four (4) months of severance. Mr. Oles agreed to provide consulting services to the Company on an as-needed basis through March 14, 2006. The Company has no immediate plans for a successor to replace Mr. Oles.

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**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.

**PROXYMED, INC.**

By: /s/ Douglas J. O Dowd

Name: Douglas J. O Dowd

Title: Chief Financial Officer

Dated: January 12, 2005