

AMERICAN HEALTHWAYS INC  
Form 8-K  
December 16, 2005

**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): December 16, 2005 (December 15, 2005)

**American Healthways, Inc.**

(Exact Name of Registrant as Specified in Charter)

Delaware

000-19364

62-1117144

(State or Other Jurisdiction of  
Incorporation)

(Commission File Number)

(I.R.S. Employer Identification No.)

3841 Green Hills Village Drive  
Nashville, Tennessee

37215

(Address of Principal Executive Offices)

(Zip Code)

(615) 665-1122

(Registrant's telephone number, including area code)

Not Applicable

(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:

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 December 15, 2005, Robert L. Chaput entered into an employment agreement with the Company and began serving as the Company's Executive Vice President and Chief Information Officer. The employment agreement contains a two year continuous term and provides that Mr. Chaput will receive an initial base salary of \$330,000. In addition, Mr. Chaput is entitled to receive a bonus and other equity incentives commensurate with the other executive vice presidents of the Company. The employment agreement also provides that Mr. Chaput is entitled to receive severance benefits upon certain termination events. The full text of Mr. Chaput's employment agreement is attached hereto as Exhibit 10.1 and incorporated herein by reference.

### Item 9.01 Financial Statements and Exhibits.

#### (c) Exhibits

Exhibit 10.1 Employment Agreement for Robert L. Chaput.

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SIGNATURE

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.

American Healthways, Inc.

/s/ Mary A. Chaput

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Mary A. Chaput  
Chief Financial Officer

Date: December 16, 2005

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Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b>                        |
|--------------------|---|
| 10.1               | Employment Agreement for Robert L. Chaput |

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