

I TRAX INC  
Form SC 14D9/A  
April 09, 2008

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14D-9

Solicitation/Recommendation Statement under Section 14(d)(4)  
of the Securities Exchange Act of 1934  
(Amendment No. 1)

I-TRAX, INC.

---

(Name of Subject Company)

I-TRAX, INC.

---

(Names of Persons Filing Statement)

COMMON STOCK, PAR VALUE \$0.001 PER SHARE  
SERIES A CONVERTIBLE PREFERRED STOCK, PAR VALUE \$0.001 PER SHARE

---

(Title of Class of Securities)

COMMON STOCK CUSIP 45069D203  
CUSIP NUMBER NOT APPLICABLE TO SERIES A CONVERTIBLE PREFERRED STOCK

---

(CUSIP Number of Class of Securities)

Yuri Rozenfeld, Esq.  
Senior Vice President and General Counsel  
I-trax, Inc.  
4 Hillman Drive, Suite 130  
Chadds Ford, Pennsylvania 19317  
(610) 459-2405

---

(Name, address, and telephone number of person authorized to receive  
notices and communications on behalf of the persons filing statement)

WITH A COPY TO:  
Justin P. Klein, Esq.  
Ballard Spahr Andrews & Ingersoll, LLP  
1735 Market Street, 51st Floor  
Philadelphia, Pennsylvania 19103

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

---

Explanatory Note

This Amendment No. 1 amends and supplements Item 9 in the Solicitation/Recommendation Statement on Schedule 14D-9 filed on March 28, 2008 (the "Schedule 14D-9") with the Securities and Exchange Commission (the "SEC") by I-trax, Inc., a Delaware corporation ("I-trax").

Except as otherwise indicated, the information set forth in the Schedule 14D-9 remains unchanged. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule 14D-9.

Item 9. Exhibits.

Item 9 of the Schedule 14D-9 is hereby amended and supplemented as follows:

Exhibit No.	Description
<u>(a)(12)</u>	<u>I-trax Employee FAQ re Treatment of Restricted Stock and Stock Options.</u>

2

---

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

I-TRAX, INC.

/s/ Yuri Rozenfeld

Name: Yuri Rozenfeld  
Title: Senior Vice President, General  
Counsel and Secretary

Date: April 9, 2008