

DATATRAK INTERNATIONAL INC

Form 8-K

January 12, 2005

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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 6, 2005

DATATRAK International, Inc.

(Exact name of registrant as specified in its charter)

Ohio

000-20699

34-1685364

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

6150 Parkland Boulevard, Mayfield Hts., Ohio

44124

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

440-443-0082

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 8.01. Other Events.**

As previously discussed in a Current Report on Form 8-K filed on December 21, 2004 (the "Prior 8-K"), DATATRAK International, Inc. (the "Company") and SAS Institute Inc. ("SAS") have entered into an alliance pursuant to which they are making a joint offering to clients to gather and analyze clinical trial data. During the initial two-year term of the alliance, the Company is obligated to make an aggregate of \$650,000 in fixed payments to SAS, for among other things, access to the SAS® Drug Development software. These fixed payments, \$500,000 of which will be made by the end of February 2005 and the remaining \$150,000 of which will be made by January 2006, will allow the Company to make certain SAS software available to its clients during the initial term of the alliance. The Company is also entitled to provide similar use of the SAS software to its clients during a third option year upon the payment of a \$200,000 fixed fee. The Company will charge fees to clients that utilize the SAS software that will allow the Company to recoup some or all of the fixed fees payable to SAS. The foregoing disclosure supercedes the narrative description of the SAS alliance contained in the Prior 8-K.

On January 6, 2005 the Company held a conference call to discuss its alliance with SAS. The full transcript of the call is attached as Exhibit 99.1 to this report.

Certain statements made in this Form 8-K, other SEC filings or written materials or orally made by the Company or its representatives may constitute forward-looking statements that are based on management's current beliefs, estimates and assumptions concerning the operations, future results and prospects of the Company and the clinical pharmaceutical research industry in general. All statements that address operating performance, events or developments that management anticipates will occur in the future, including statements related to future revenue, profits, expenses, income and earnings per share or statements expressing general optimism about future results, are forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended ("Exchange Act"). In addition, words such as "expects," "anticipates," "intends," "plans," "believes," "estimates," variations of words, and similar expressions are intended to identify forward-looking statements. Forward-looking statements are subject to the safe harbors created in the Exchange Act. Factors that may cause actual results to differ materially from those in the forward-looking statements include the ability of the Company to absorb corporate overhead and other fixed costs in order to successfully market the DATATRAK EDC™ software; the development of and fluctuations in the market for electronic data capture technology; the degree of the Company's success in obtaining new contracts; the timing of payments from customers and the timing of clinical trial sponsor decisions to conduct new clinical trials or cancel or delay ongoing trials; governmental regulation; the early stage of the Company's ASP operations; and general economic conditions such as the rate of employment, inflation, interest rates and the condition of capital markets. This list of factors is not all inclusive. In addition, the Company's success depends on the outcome of various strategic initiatives it has undertaken, all of which are based on assumptions made by the Company concerning trends in the clinical research market and the health care industry. Any forward-looking statement speaks only as of the date on which such statement is made and the Company does not undertake any obligation to update any statements whether as a result of new information, future events or otherwise.

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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.

DATATRAK International, Inc.

*January 12, 2005*

By: */s/ Terry C. Black*

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*Name: Terry C. Black  
Title: Vice President of Finance, Chief Financial Officer,  
Treasurer and Assistant Secretary*

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Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b>                            |
|--------------------|---|
| 99.1               | Transcript of January 6, 2005 conference call |