MEMBERWORKS INC
Form 8-K
January 27, 2004

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

January 27, 2004
Date of Report
(Date of earliest event reported)

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

DELAWARE	0-21527	06-1276882
(State of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

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

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

MEMBERWORKS INCORPORATED

Item 7. Financial Statements and Exhibits.
(c) Exhibits
99 Press Release dated January 27, 2004.

Item 12. Results of Operations and Financial Condition.
On January 27, 2004, MemberWorks Incorporated issued a press release announcing fiscal year 2004 second quarter and year to date results, a copy of which is attached hereto as Exhibit 99 and is incorporated by reference herein in its entirety.

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: January 24, 2004

By: /s/ Gary A. Johnson

Gary A. Johnson, President and
Chief Executive Officer