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MEMBERWORKS INC  
Form 8-K  
April 28, 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

April 28, 2004

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Date of Report

(Date of earliest event reported)

MEMBERWORKS INCORPORATED

-----  
(Exact name of registrant as specified in its charter)

DELAWARE

-----  
(State of Incorporation)

0-21527

-----  
(Commission File Number)

06-1276882

-----  
(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)

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MEMBERWORKS INCORPORATED

Item 7. Financial Statements and Exhibits.

(c) Exhibits

99.1 Press Release dated April 28, 2004.

Item 12. Results of Operations and Financial Condition.

On April 28, 2004, MemberWorks Incorporated issued a press release announcing fiscal year 2004 third quarter and year to date results, a copy of which is attached hereto as Exhibit 99.1 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: April 28, 2004

By: /s/ Gary A. Johnson  
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Gary A. Johnson, President and  
Chief Executive Officer