

NOVAMED INC  
Form 8-K  
June 21, 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): June 15, 2005

NovaMed, Inc.  
(Exact Name of Registrant as  
Specified in Charter)

Delaware  
(State or Other Jurisdiction  
of incorporation)

0-26625  
(Commission  
File Number)

36-4116193  
(IRS Employer  
Identification No.)

980 North Michigan Avenue, Suite 1620, Chicago, Illinois  
(Address of Principal Executive  
Offices)

60611  
(Zip Code)

Registrant's telephone number, including area code (312) 664-4100

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
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

**Section 1 - Registrant's Business and Operations**

**Item 1.01 Entry into a Material Definitive Agreement**

On April 25, 2005, the Board of Directors of NovaMed, Inc. (the "Company") approved the Company's 2005 Stock Incentive Plan ("Plan") pursuant to which 1,400,000 shares of the Company's common stock were authorized to be issued on the terms set forth in the Plan. The Board of Directors approved the Plan subject to the Company's stockholders approving it at the Company's annual meeting of stockholders on June 15, 2005. At the June 15<sup>th</sup> stockholders' meeting in which a quorum was present in person or by proxy, the Company's stockholders approved the Plan, with 10,110,250 shares voting in favor of the Plan, 2,981,239 shares voting against the Plan, and 130,830 shares abstaining.

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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.

NovaMed, Inc.

Dated: June 21, 2005

By: /s/ Scott T. Macomber

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Scott T. Macomber  
Executive Vice President and Chief Financial Officer