

BIO IMAGING TECHNOLOGIES INC  
Form 8-K  
January 07, 2009

**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, 2009  
Bio-Imaging Technologies, Inc.  
(Exact Name of Registrant as Specified in Charter)**

|   |   |                                   |
|---|---|-----------------------------------|
| Delaware  | 001-11182   | 11-2872047                        |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission File Number)                                | (IRS Employer Identification No.) |
| 826 Newtown-Yardley Road, Newtown, PA             |   | 18940                             |
| (Address of Principal Executive Offices)          |   | (Zip Code)                        |
|   | <u>(267) 757-3000</u>                                   |                                   |
|   | (Registrant's telephone number,<br>including area code) |                                   |
|   | Not applicable  |                                   |

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K 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 1.01. Entry into a Material Definitive Agreement.**

On January 6, 2009, pursuant to the Asset Purchase Agreement by and among Bio-Imaging Technologies, Inc. (the Company ) and MBI Benefits, Inc. (the Purchaser ), an indirectly owned subsidiary of Metavante Technologies, Inc. ( Metavante ), dated as of January 6, 2009 (the Agreement ), the Company sold its CapMed Division to Metavante. Under the terms of the Agreement, Metavante paid the Company an upfront payment of Five Hundred Thousand Dollars (\$500,000) in cash and will make an earn-out payment to the Company based upon a percentage of the gross revenues recognized by Metavante for contracts entered into with certain prospects set forth on a schedule during certain time periods in 2009 and 2010. The Company will receive 25% of the gross revenues recognized by Metavante during any period ending on or prior to December 31, 2010 from the sale pursuant to any contract the Purchaser enters into with certain prospects during the first six months of 2009. Additionally, the Company will receive 15% of the gross revenues recognized by Metavante during any period ending on or prior to December 31, 2010 from the sale pursuant to any contract the Purchaser enters into with certain prospects during the period commencing on July 1, 2009 and ending on December 31, 2010. The Agreement will be filed as an exhibit to the Company s next periodic report.

**Item 8.01. Other Events.**

On January 7, 2009, the Company issued a press release to announce the sale of its CapMed Division to Metavante. The full text of the press release is attached to this current report on Form 8-K as Exhibit 99.1.

The information in this Item 8.01 of this current report on Form 8-K shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act ) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

| Exhibit No. | Description  |
|-------------|--|
| 99.1        | Press Release titled Bio-Imaging Technologies Sells CapMed Division to Metavante Technologies. |

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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.

**BIO-IMAGING TECHNOLOGIES, INC.**

Dated: January 7, 2009

By: /s/ Mark L. Weinstein  
Name: Mark L. Weinstein  
Title: President and Chief Executive  
Officer