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MEMBERWORKS INC  
Form 8-K  
October 24, 2003

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

October 24, 2003

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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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Item 5. Other Events.

On October 24, 2003, MemberWorks Incorporated issued a press release announcing a civil complaint filed by the Florida Attorney General.

Item 7. Financial Statements and Exhibits.

(c) Exhibits  
99 Press Release dated October 24, 2003.

1

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: October 24, 2003

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

2