

ERESEARCHTECHNOLOGY INC /DE/

Form 8-K/A

February 11, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K/A  
Amendment No. 1**

to

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event  
reported):**

**February 11, 2008  
(November 28, 2007)**

**eResearchTechnology, Inc.**

(Exact Name of Registrant Specified in Charter)

**Delaware**

**0-29100**

**22-3264604**

(State or Other Jurisdiction of  
Incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**30 South 17<sup>th</sup> Street, Philadelphia, PA**

**19103**

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone, including area code: **215-972-0420**

**Not applicable.**

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

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 (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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**Explanatory Note:**

This Amendment No. 1 to Current Report on Form 8-K (this Amendment ) is filed to amend the Current Report on Form 8-K dated December 4, 2007 (the Original Report and, as amended by this Amendment, this Report ), filed by eResearchTechnology, Inc. (the Company or ERT ) with the Securities and Exchange Commission reporting, among other matters, the completion of the Company's acquisition of the all the outstanding stock of Covance Cardiac Safety Services, Inc. ( CCSS ). The information previously reported in the Original Report is hereby incorporated by reference in this Amendment. This Amendment amends and restates in its entirety Item 9.01 of the Original Report to provide financial statements and pro forma financial information required by Item 9.01 of Form 8-K with respect to the Company's acquisition of CCSS in accordance with the requirements of Items 9.01(a)(4) and 9.01(b)(2) of Form 8-K.

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

(a) Financial statements of business acquired.

The audited balance sheets of Covance Cardiac Safety Services, Inc. as of December 31, 2006 and 2005, and the related audited statements of income, cash flows and stockholder's equity for each of the two years in the period ended December 31, 2006, together with the report of Ernst & Young LLP dated January 11, 2008 with respect thereto, are attached as Exhibit 99.1 to this Report.

The unaudited balance sheet of Covance Cardiac Safety Services, Inc. as of September 30, 2007, and the related unaudited statements of operations and cash flows for the nine months ended September 30, 2007 and 2006, are attached as Exhibit 99.2 to this Report.

(b) Pro forma financial information.

The unaudited pro forma condensed combined balance sheet of the Company and its subsidiaries as of September 30, 2007, and the related unaudited pro forma condensed combined statements of earnings for the year ended December 31, 2006 and the nine months ended September 30, 2007, are attached as Exhibit 99.3 to this Report.

(c) Shell company transactions.

None.

(d) Exhibits.

**Exhibit**

**Exhibit Title**

- |       |   |
|-------|---|
| 2.1*  | Share Purchase Agreement dated November 27, 2007 by and among the Company, Covance Central Laboratory Services Limited Partnership, Covance Cardiac Safety Services Inc. and Covance Inc.   |
| 10.1* | Exclusive Marketing Agreement dated November 27, 2007 by and between the Company and Covance Inc.   |
| 23.1  | Consent of Independent Registered Public Accounting Firm Ernst & Young LLP.   |
| 99.1  | The audited balance sheets of Covance Cardiac Safety Services, Inc. as of December 31, 2006 and 2005, and the related audited statements of income, cash flows and stockholder's equity for each of the two years in the period ended December 31, 2006, together with the report of Ernst & Young LLP dated January 11, 2008 with respect thereto. |

<b>Exhibit</b>	<b>Exhibit Title</b>
99.2	The unaudited balance sheet of Covance Cardiac Safety Services, Inc. as of September 30, 2007, and the related unaudited statements of operations and cash flows and for the nine months ended September 30, 2007 and 2006.
99.3	The unaudited pro forma condensed combined balance sheet of the Company and its subsidiaries as of September 30, 2007, and the related unaudited pro forma condensed combined statements of earnings for the year ended December 31, 2006 and the nine months ended September 30, 2007.
*	Previously filed.

Confidential treatment has been granted with respect to certain portions of this exhibit. Omitted portions have been filed separately with the Securities and Exchange Commission.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**eResearchTechnology, Inc.**

By: /s/ Richard A. Baron

Richard A. Baron  
Executive Vice President, Chief  
Financial Officer and Secretary

Dated: February 11, 2008

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Exhibit Title</b>
23.1	Consent of Independent Registered Public Accounting Firm Ernst & Young LLP.
99.1	The audited balance sheets of Covance Cardiac Safety Services, Inc. as of December 31, 2006 and 2005, and the related audited statements of income, cash flows and stockholder's equity for each of the two years in the period ended December 31, 2006, together with the report of Ernst & Young LLP dated January 11, 2008 with respect thereto.
99.2	The unaudited balance sheet of Covance Cardiac Safety Services, Inc. as of September 30, 2007, and the related unaudited statements of operations and cash flows for the nine months ended September 30, 2007 and 2006.
99.3	The unaudited pro forma condensed combined balance sheet of the Company and its subsidiaries as of September 30, 2007, and the related unaudited pro forma condensed combined statements of earnings for the year ended December 31, 2006 and the nine months ended September 30, 2007.