

COMPUTER PROGRAMS & SYSTEMS INC  
Form 8-K  
February 01, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

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**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 30, 2006**

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**COMPUTER PROGRAMS AND SYSTEMS, INC.**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State of Incorporation)

**000-49796**  
(Commission File Number)

**74-3032373**  
(IRS Employer Identification No.)

**6600 Wall Street, Mobile, Alabama 36695**

(Address of principal executive offices, including zip code)

**(251) 639-8100**

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(Registrant's telephone number, including area code)

N/A

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

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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 communication 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 27, 2006, the Compensation Committee of the Board of Directors of Computer Programs and Systems, Inc. (the Company) approved a grant of shares of restricted stock, effective January 30, 2006, pursuant to the Company's 2005 Restricted Stock Plan, as amended and restated, to certain executive officers of the Company, including the Chief Executive Officer and the next four most highly compensated executive officers. A copy of the form of Restricted Stock Award Agreement is included with this Current Report on Form 8-K as Exhibit 10.1.

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

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit</u>
10.1	Form of Restricted Stock Award Agreement

**SIGNATURES**

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

**COMPUTER PROGRAMS AND SYSTEMS, INC.**

Date: February 1, 2006

By: /s/ M. Stephen Walker

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M. Stephen Walker  
Vice President - Finance and Chief Financial Officer

**INDEX TO EXHIBITS**

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