

BIO IMAGING TECHNOLOGIES INC  
Form 8-K  
November 12, 2004

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

Washington, D.C. 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): November 12, 2004

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**Bio-Imaging Technologies, Inc.**

(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction)

**1-11182**  
(Commission File Number)

**11-2872047**  
(IRS Employer

of Incorporation)

Identification No.)

**826 Newtown-Yardley Road, Newtown, PA**  
(Address of Principal Executive Offices)

**18940**  
(Zip Code)

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(267) 757-3000

(Registrant's telephone number, including area code)

Not applicable

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

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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 Section 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 November 10, 2004, the board of directors of Bio-Imaging Technologies, Inc., a Delaware corporation (the Company), approved the form of an executive retention agreement to be entered into with certain executive officers of the Company. This agreement generally provides for payments of salary and a prorated bonus in the event that the executive is terminated in connection with a change of control transaction (as defined in such agreement). Such agreement will be filed as an exhibit to the Company's Form 10-QSB to be filed on November 12, 2004.

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: November 12, 2004

By:           /s/ Mark L. Weinstein          

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