

QUADRAMED CORP
Form 3/A
January 31, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â KNOTT DAVID M | | (Month/Day/Year) | QUADRAMED CORP [QD] | |
| (Last) | (First) | (Middle) | 12/01/2005 | |
| 485 UNDERHILL BLVD,Â STE 205 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | 12/09/2005 |
| SYOSSET,Â NYÂ 11791-3419 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Common Stock, \$0.01 par value per share | 1,488,400 | I | By Knott Partners, L.P. <u>(1)</u> <u>(3)</u> |
| Common Stock, \$0.01 par value per share | 764,000 | I | By Shoshone Partners, L.P. <u>(1)</u> <u>(3)</u> |
| Common Stock, \$0.01 par value per share | 1,823,161 | I | By Knott Partners Offshore Master Fund, L.P. <u>(1)</u> <u>(3)</u> <u>(4)</u> |
| Common Stock, \$0.01 par value per share | 285,110 | I | By Managed Accounts <u>(2)</u> <u>(3)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

