

DATATRAK INTERNATIONAL INC

Form 8-K

July 28, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **July 22, 2005**

**DATATRAK International, Inc**

(Exact Name of Registrant as Specified in Charter)

**Ohio**

**000-20699**

**34-1685364**

(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**6150 Parkland Boulevard, Mayfield Hts., Ohio**

**44124**

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code **440-443-0082**

N/A

(Former Name or 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 (see General Instruction A.2. below):

- 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

- Act (17 CFR  
240.14d-2(b))
  - o Pre-commencement  
communications  
pursuant to  
Rule 13e-4(c)  
under the Exchange  
Act (17 CFR  
240.13e-4(c))
-

**Item 1.01 Entry Into A Material Definitive Agreement**

On July 22, 2005, at the Annual Meeting of Shareholders of DATATRAK International, Inc. (the Company), the shareholders of the Company approved the DATATRAK International, Inc. 2005 Omnibus Equity Plan (the Omnibus Plan), which was previously approved by the Compensation Committee of the Board of Directors and further approved and adopted by the Board of Directors of the Company on May 3, 2005, subject to shareholder approval. The Omnibus Plan became effective upon approval by the shareholders of the Company.

For a description of the material features of the Omnibus Plan, please refer to the Company's Definitive Proxy Statement for the Annual Meeting of Shareholders held on July 22, 2005, a copy of which was filed with the Securities and Exchange Commission (the Commission) on June 17, 2005.

**Item 9.01 Financial Statements and Exhibits**

**(c) Exhibits**

The following Exhibit is furnished as part of this report:

| <b>Exhibit No.</b> | <b>Description</b>       |
|--------------------|--------------------------|
| 10.1               | 2005 Omnibus Equity Plan |

**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.

DATATRAK INTERNATIONAL, INC.

Date July 28, 2005

By */s/ Terry C. Black*  
Terry C. Black  
Vice President of Finance, Chief  
Financial  
Officer, Treasurer and Assistant  
Secretary

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>          |
|--------------------|-----------------------------|
| 10.1               | 2005 Omnibus Equity<br>Plan |