

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

FORM 10-Q

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended **March 31, 2012**

Commission File Number **001-31932**

CATASYS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

88-0464853
(I.R.S. Employer Identification No.)

11150 Santa Monica Boulevard, Suite 1500, Los Angeles, California 90025
(Address of principal executive offices, including zip code)

(310) 444-4300
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer or a smaller reporting company. See definitions of "accelerated filer," "large accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of May 14, 2012, there were 55,891,445 shares of registrant's common stock, \$0.0001 par value, outstanding.

TABLE OF CONTENTS

PART I - FINANCIAL INFORMATION	3
ITEM 1. Financial Statements	3
Condensed Consolidated Balance Sheets as of March 31, 2012 and December 31, 2011	3
Condensed Consolidated Statements of Operations for the Three Months Ended March 31, 2012 and 2011	4
Condensed Consolidated Statements of Cash Flows for the Three Months Ended March 31, 2012 and 2011	5
Notes to Condensed Consolidated Financial Statements	6
ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	20
ITEM 3. Quantitative and Qualitative Disclosures About Market Risk	27
ITEM 4. Controls and Procedures	27
PART II – OTHER INFORMATION	29
ITEM 1. Legal Proceedings	29
ITEM 1A. Risk Factors	29
ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds	29
ITEM 3. Defaults Upon Senior Securities	29
ITEM 4. Mine Safety Disclosures	29
ITEM 5. Other Information	29
ITEM 6. Exhibits	30
SIGNATURES	31
EXHIBIT 31.1	
EXHIBIT 31.2	
EXHIBIT 32.1	
EXHIBIT 32.2	

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

CATASYS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except for number of shares)	(unaudited) March 31, 2012	December 31, 2011
ASSETS		
Current assets		
Cash and cash equivalents	\$ 91	\$ 771
Receivables, net of allowance for doubtful accounts of \$0 and \$0, respectively	154	180
Prepaids and other current assets	264	408
Total current assets	509	1,359
Long-term assets		
Property and equipment, net of accumulated depreciation of \$5,740 and \$5,717 respectively	66	89
Intangible assets, net of accumulated amortization of \$2,128 and \$2,036 respectively	1,828	1,920
Deposits and other assets	232	212
Total Assets	\$ 2,635	\$ 3,580
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable	\$ 1,695	\$ 1,527
Accrued compensation and benefits	807	669
Deferred revenue	161	59
Other accrued liabilities	1,252	1,275
Short term debt	604	-
Total current liabilities	4,519	3,530
Long-term liabilities		
Deferred rent and other long-term liabilities	18	18
Warrant liabilities	5,036	4,528
Total liabilities	9,573	8,076
Stockholders' deficit		
Preferred stock, \$0.0001 par value; 50,000,000 shares authorized; no shares issued and outstanding	-	-
Common stock, \$0.0001 par value; 2,000,000,000 shares authorized; 33,901,395 and 33,901,395 shares issued and outstanding at March 31, 2012 and December 31, 2011, respectively	83	83
Additional paid-in-capital	207,244	206,313
Accumulated deficit	(214,265)	(210,892)
Total Stockholders' deficit	(6,938)	(4,496)
Total Liabilities and Stockholders' Deficit	\$ 2,635	\$ 3,580

See accompanying notes to the financial statements.

CATASYS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

(In thousands, except per share amounts)	Three Months Ended March 31,	
	2012	2011
Revenues		
Healthcare services revenues	\$ 40	\$ 8
License & management services revenues	53	79
Total revenues	\$ 93	\$ 87
Operating expenses		
Cost of healthcare services	\$ 204	\$ 122
General and administrative	2,570	3,043
Impairment losses	34	-
Depreciation and amortization	81	92
Total operating expenses	\$ 2,889	\$ 3,257
Loss from operations	\$ (2,796)	\$ (3,170)
Interest and other income	-	3
Interest expense	(621)	(698)
Loss on debt extinguishment	-	(41)
Change in fair value of warrant liability	37	1,961
Loss from operations before provision for income taxes	\$ (3,380)	\$ (1,945)
Provision for income taxes	(7)	7
Net loss	\$ (3,373)	\$ (1,952)
Basic and diluted net loss per share:*		
Net loss per share*	\$ (0.10)	\$ (0.20)
Weighted number of shares outstanding*	33,901	9,862

* The financial statements have been retroactively restated to reflect the 40 to 1 reverse stock split that occurred on September 6, 2011.

See accompanying notes to the financial statements.

CATASYS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(unaudited)

(In thousands)	Three Months Ended March 31,	
	2012	2011
Operating activities:		
Net loss	\$ (3,373)	\$ (1,952)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	81	92
Amortization of debt discount and issuance costs included in interest expense	611	558
Loss on debt extinguishment	-	41
Provision for doubtful accounts	(4)	5
Deferred rent	-	(31)
Share-based compensation expense	821	1,076
Fair value adjustment on warrant liability	(37)	(1,961)
Impairment losses	34	-
Gain on disposition of assets	-	(4)
Changes in current assets and liabilities:		
Receivables	30	-
Prepays and other current assets	23	48
Deferred revenue	102	-
Accounts payable and other accrued liabilities	275	174
Net cash used in operating activities	\$ (1,437)	\$ (1,954)
Investing activities:		
Proceeds from sales of property and equipment	\$ -	\$ 4
Purchases of property and equipment	-	(11)
Deposits and other assets	(16)	38
Restricted Cash	-	(71)
Net cash used in investing activities	\$ (16)	\$ (40)
Financing activities:		
Proceeds from bridge loan	\$ 775	\$ -
Capital lease obligations	(2)	(15)
Net cash provided by (used in) financing activities	\$ 773	\$ (15)
Net decrease in cash and cash equivalents	\$ (680)	\$ (2,009)
Cash and cash equivalents at beginning of period	771	4,605
Cash and cash equivalents at end of period	\$ 91	\$ 2,596
Supplemental disclosure of cash paid		
Income taxes	\$ 3	\$ 11
Supplemental disclosure of non-cash activity		
Common stock issued for outside services	\$ -	\$ 79
Common stock issued for debt settlement	-	141
Common stock issued for conversion of debt	-	6,143
Common stock issued for services	102	816
Common stock issued for exercise of warrants	-	9
Beneficial conversion feature related to financing	230	150
Property and equipment acquired through capital leases and other financing	-	11

See accompanying notes to the financial statements.

Catasys, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(unaudited)

Note 1. Basis of Consolidation, Presentation and Going Concern

The accompanying unaudited interim condensed consolidated financial statements for Catasys, Inc. (referred to herein as the “Company”, “Catasys”, “we”, “us” or “our”) and our subsidiaries have been prepared in accordance with the Securities and Exchange Commission (“SEC”) rules for interim financial information and do not include all information and notes required for complete financial statements. In our opinion, all adjustments, consisting of normal recurring adjustments, considered necessary for a fair presentation have been included. Interim results are not necessarily indicative of the results that may be expected for the entire fiscal year. The accompanying financial information should be read in conjunction with the financial statements and the notes thereto in our most recent Annual Report on Form 10-K, from which the December 31, 2011 balance sheet has been derived.

Our financial statements have been prepared on the basis that we will continue as a going concern. At March 31, 2012, cash and cash equivalents amounted to \$91,000 and we had a working capital deficit of approximately \$4.0 million. On April 17, 2012, we closed on a financing of \$3.4 million. We have incurred significant operating losses and negative cash flows from operations since our inception. During the three months ended March 31, 2012, our cash used in operating activities amounted \$1.4 million. We anticipate that we could continue to incur negative cash flows and net losses for the next twelve months. The financial statements do not include any adjustments relating to the recoverability of the carrying amount of the recorded assets or the amount of liabilities that might result from the outcome of this uncertainty. As of March 31, 2012, these conditions raised substantial doubt as to our ability to continue as a going concern.

Our ability to fund our ongoing operations and continue as a going concern is dependent on signing and generating fees from existing and new contracts for our Catasys managed care programs and the success of management’s plans to increase revenue and continue to control expenses. We are operating our programs in Kansas, Louisiana, Massachusetts, and Nevada. In addition, we launched a program in Oklahoma in May 2012. We have begun to generate fees from the launched programs, we increased fees in the first three months of 2012, and we expect to continue to increase enrollment and fees from our programs throughout this year. However, there can be no assurance that we will generate such fees. In addition, we have continued to find areas to reduce our operating expenses.

In addition, we and our Chief Executive Officer are party to a litigation in which the plaintiffs assert causes of action for conversion, a request for an order to set aside fraudulent conveyance and breach of contract. While we believe the plaintiffs’ claims are without merit and we intend to continue to vigorously defend the case, there can be no assurance that the litigation will be resolved in our favor. If this case is decided against us or our Chief Executive Officer, it may cause us to pay substantial damages, and other related fees. Regardless of whether this litigation is resolved in our favor, any lawsuit to which we are a party will likely be expensive and time consuming to defend or resolve. Costs of defense and any damages resulting from litigation, a ruling against us or a settlement of the litigation could have a significant negative impact on our liquidity, including our cash flows.

Based on the provisions of our management services agreement (“MSA”) between us and our managed professional medical corporation, we have determined that our managed professional medical corporation constitutes a variable interest entity, and that we are the primary beneficiary as defined in Financial Accounting Standards Board (“FASB”) Interpretation No. 46R “Consolidation of Variable Interest Entities, an Interpretation of Accounting Research Bulletin No. 51” (“FIN 46R”). Accordingly, we are required to consolidate the revenue and expenses of our managed professional medical corporation. See Management Service Agreement heading under Note 2, Summary of Significant Accounting Policies, for more discussion.

All intercompany transactions and balances have been eliminated in consolidation.

Note 2. Summary of Significant Accounting Policies

Revenue Recognition

Healthcare Services

Our Catasys contracts are generally designed to provide revenues to us on a monthly basis based on enrolled members. To the extent our contracts may include a minimum performance guarantee, we reserve a portion of the monthly fees that may be at risk until the performance measurement period is completed.

License and Management Services

Our license and management services revenues to date have been primarily derived from licensing our PROMETA Treatment Program and providing administrative services to hospitals, treatment facilities and other healthcare providers, and from revenues generated by our managed treatment centers. We record revenues earned based on the terms of our licensing and management contracts, which require the use of judgment, including the assessment of the collectability of receivables. Licensing agreements typically provide for a fixed fee on a per-patient basis, payable to us following the providers' commencement of the use of our program to treat patients. For revenue recognition purposes, we treat the program licensing and related administrative services as one unit of accounting. We record the fees owed to us under the terms of the agreements at the time we have performed substantially all required services for each use of our program, which for our license agreements is in the period in which the provider begins using the program for medically directed and supervised treatment of a patient.

The revenues of our managed treatment center, which we include in our consolidated financial statements, are derived from charging fees directly to patients for medical treatments, including the PROMETA Treatment Program. Revenues from patients treated at our managed treatment center are recorded based on the number of days of treatment completed during the period as a percentage of the total number treatment days for the PROMETA Treatment Program. Revenues relating to the continuing care portion of the PROMETA Treatment Program are deferred and recorded over the period during which the continuing care services are provided.

Cost of Services

Healthcare Services

Healthcare services cost of services is recognized in the period in which an eligible member actually receives services. Our Catasys subsidiary contracts with various healthcare providers, including licensed behavioral healthcare professionals, on a contracted rate basis. We determine that a member has received services when we receive a claim or in the absence of a claim, by utilizing member data recorded in the OnTrak database within the contracted timeframe, with all required billing elements correctly completed by the service provider. We then determine whether the member is eligible to receive such services and whether the services provided are covered by the benefit plan. If all these requirements are met, we authorize the services and the claim is processed for payment.

License and Management Services

License and management services represent direct costs that are incurred in connection with licensing our treatment programs and providing administrative services in accordance with the various technology license and services agreements, and are associated directly with the revenue that we recognize. Consistent with our revenue recognition policy, the costs associated with providing these services are recognized when services have been rendered, which for our license agreements is in the period in which patient treatment commences, and for our managed treatment center is in the periods in which medical treatment is provided. Such costs include royalties paid for the use of the PROMETA Treatment Program for patients treated by all licensees, and direct labor costs, continuing care expense, medical supplies and program medications for patients treated at our managed treatment center.

Basic and Diluted Income (Loss) per Share

Basic income (loss) per share is computed by dividing the net income (loss) to common stockholders for the period by the weighted average number of common shares outstanding during the period. Diluted income (loss) per share is computed by dividing the net income (loss) for the period by the weighted average number of common and dilutive common equivalent shares outstanding during the period.

Common equivalent shares, consisting of 28,957,177 and 7,764,694 incremental common shares as of March 31, 2012 and 2011, respectively, issuable upon the exercise of stock options and warrants which have been excluded from the diluted earnings per share calculation because their effect is anti-dilutive.

Share-Based Compensation

Our 2010 Stock Incentive Plan (“the Plan”), provides for the issuance of up to 5,775,000 shares of our common stock. Incentive stock options (ISOs) under Section 422A of the Internal Revenue Code and non-qualified options (NSOs) are authorized under the Plan. We have granted stock options to executive officers, employees, members of our board of directors, and certain outside consultants. The terms and conditions upon which options become exercisable vary among grants, but option rights expire no later than ten years from the date of grant and employee and board of director awards generally vest over three to five years. At March 31, 2012, we had 5,078,000 vested and unvested shares outstanding and 425,000 shares available for future awards.

Share-based compensation expense attributable to continuing operations amounted to \$821,000 for the three months ended March 31, 2012, compared to \$1.1 million for the same period in 2011.

Stock Options – Employees and Directors

We measure and recognize compensation expense for all share-based payment awards made to employees and directors based on estimated fair values on the date of grant. We estimate the fair value of share-based payment awards using the Black Scholes option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service periods in the consolidated statements of operations subsequent to January 1, 2006. We account for share-based awards to employees and directors using the intrinsic value method under previous FASB rules, allowable prior to January 1, 2006. Under the intrinsic value method, no share-based compensation expense had been recognized in our consolidated statements of operations for awards to employees and directors because the exercise price of our stock options equaled the fair market value of the underlying stock at the date of grant.

Share-based compensation expense recognized for employees and directors for the three months ended March 31, 2012 and 2011, amounted to \$680,000 and \$1.1 million, respectively.

Share-based compensation expense recognized in our consolidated statements of operations for the three months ended March 31, 2012 and 2011, includes compensation expense for share-based payment awards granted prior to, but not yet vested, as of January 1, 2006, based on the grant date fair value estimated in accordance with the pro-forma provisions of Statement of Financial Accounting Standards (“SFAS”) 123, and for the share-based payment awards granted subsequent to January 1, 2006 based on the grant date fair value estimated in accordance with the provisions of the Accounting Standards Codification (“ASC”) 718. For share-based awards issued to employees and directors, share-based compensation is attributed to expense using the straight-line single option method. Share-based compensation expense recognized in our consolidated statements of operations for the three months ended March 31, 2012 and 2011, is based on awards ultimately expected to vest, reduced for estimated forfeitures. Accounting rules for stock options require forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

During the three months ended March 31, 2012, there were 50,000 options granted to employees at the weighted average per share exercise price of \$0.44, the fair market value of our common stock at the dates of grant and no options granted in the same period in 2011. Employee and director stock option activity for the three months ended March 31, 2012, included grants and cancellations and are as follows:

	<u>Shares</u>	<u>Weighted Avg. Exercise Price</u>
Balance December 31, 2011	4,809,000	\$ 4.74
Granted	50,000	\$ 0.44
Transfer *		
Exercised		
Cancelled	(2,000)	\$ 1.60
Balance March 31, 2012	<u>4,857,000</u>	<u>\$ 4.70</u>

The expected volatility assumptions have been based on the historical and expected volatility of our stock, measured over a period generally commensurate with the expected term. The weighted average expected option term for the three months ended March 31, 2012 and 2011, reflects the application of the simplified method prescribed in SEC Staff Accounting Bulletin ("SAB") No. 107 (and as amended by SAB 110), which defines the life as the average of the contractual term of the options and the weighted average vesting period for all option tranches.

As of March 31, 2012, there was \$978,498 of total unrecognized compensation costs related to non-vested share-based compensation arrangements granted under the Plan. That cost is expected to be recognized over a weighted-average period of approximately 1.29 years.

Stock Options and Warrants – Non-employees

We account for the issuance of options and warrants for services from non-employees by estimating the fair value of warrants issued using the Black-Scholes pricing model. This model's calculations include the option or warrant exercise price, the market price of shares on grant date, the weighted average risk-free interest rate, expected life of the option or warrant, expected volatility of our stock and expected dividends.

For options and warrants issued as compensation to non-employees for services that are fully vested and non-forfeitable at the time of issuance, the estimated value is recorded in equity and expensed when the services are performed and benefit is received. For unvested shares, the change in fair value during the period is recognized in expense using the graded vesting method.

There were no shares issued as compensation for consulting services for the three months ended March 31, 2012 and 2011. For the three months ended March 31, 2012 and 2011, share-based compensation expense relating to stock options and warrants recognized for non-employees amounted to \$17,000 and \$0, respectively.

There was no non-employee stock option activity for the three months ended March 31, 2012:

	<u>Shares</u>	<u>Weighted Avg. Exercise Price</u>
Balance December 31, 2011	221,000	\$ 9.98
Granted	-	-
Balance March 31, 2012	<u>221,000</u>	<u>\$ 9.98</u>

Common Stock

There were no shares of common stock issued in exchange for various services and in settlement of claims during the three months ended March 31, 2012, compared to 803,350 shares of common stock valued at \$1,045,000, for the same period in 2011. The costs associated with shares issued for services are being amortized to share-based compensation expense on a straight-line basis over the related service periods. For the three months ended March 31, 2012 and 2011, share-based compensation expense relating to all common stock issued for consulting services was \$121,000 and \$79,000, respectively.

Income Taxes

The Company has recorded a full valuation allowance against its otherwise recognizable deferred tax assets as of March 31, 2012. As such, the Company has not recorded a provision for income tax for the period ended March 31, 2012. The Company utilizes the liability method of accounting for income taxes as set forth in ASC 740. Under the liability method, deferred taxes are determined based on the temporary differences between the financial statement and tax basis of assets and liabilities using tax rates expected to be in effect during the years in which the basis differences reverse. A valuation allowance is recorded when it is more likely than not that some of the deferred tax assets will not be realized. In determining the need for valuation allowances the Company considers projected future taxable income and the availability of tax planning strategies. After evaluating all positive and negative historical and perspective evidences, management has determined it is more likely than not that the Company's deferred tax assets will not be recognized.

The Company assesses its income tax positions and records tax benefits for all years subject to examination based upon the Company's evaluation of the facts, circumstances and information available at the reporting date. For those tax positions where there is a greater than 50% likelihood that a tax benefit will be sustained, the Company has recorded the largest amount of tax benefit that may potentially be realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. For those income tax positions where there is less than 50% likelihood that a tax benefit will be sustained, no tax benefit has been recognized in the financial statements. Based on management's assessment of the facts, circumstances and information available, management has determined that all of the tax benefits for the period ended March 31, 2012 should be recognized.

Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Assets and liabilities recorded at fair value in the consolidated balance sheets are categorized based upon the level of judgment associated with the inputs used to measure fair value. The fair value hierarchy distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level Input:	Input Definition:
Level I	Inputs are unadjusted, quoted prices for identical assets or liabilities in active markets at the measurement date.
Level II	Inputs, other than quoted prices included in Level I, that are observable for the asset or liability through corroboration with market data at the measurement date.
Level III	Unobservable inputs that reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date.

The following table summarizes fair value measurements by level at March 31, 2012, for assets and liabilities measured at fair value:

(Dollars in thousands)	2012			
	Level I	Level II	Level III	Total
Certificates of deposit	175	-	-	175
Total assets	175	-	-	175
Warrant liabilities	-	-	5,036	5,036
Total liabilities	-	-	5,036	5,036

Financial instruments classified as Level 3 in the fair value hierarchy as of March 31, 2012, represent our liabilities measured at market value on a recurring basis which include warrant liabilities resulting from recent debt and equity financings. In accordance with current accounting rules, the warrant liabilities are being marked to market each quarter-end until they are completely settled. The warrants are valued using the Black-Scholes option-pricing model, using both observable and unobservable inputs and assumptions consistent with those used in our estimate of fair value of employee stock options. See *Warrant Liabilities* below.

The following table summarizes our fair value measurements using significant Level III inputs, and changes therein, for the three months ended March 31, 2012:

(Dollars in thousands)	Level III Warrant Liabilities
Balance as of December 31, 2011	\$ 4,528
Transfers in/(out) of Level III	545
Change in Fair Value	(37)
Net purchases (sales)	-
Net unrealized gains (losses)	-
Net realized gains (losses)	-
Balance as of March 31, 2012	\$ 5,036

Intangible Assets

As of March 31, 2012, the gross and net carrying amounts of intangible assets that are subject to amortization are as follows:

(In thousands)	Gross Carrying Amount	Accumulated Amortization	Net Balance	Amortization Period (in years)
Intellectual property	\$ 3,956	\$ (2,128)	\$ 1,828	9

During the three months ended March 31, 2012, we did not acquire any new intangible assets and at March 31, 2012, all of our intangible assets consisted of intellectual property, which is not subject to renewal or extension. At December 31, 2011, we determined that the carrying value of certain intangible assets was not recoverable and exceeded the fair value based on the five year revenue projections and other assumptions. We recorded impairment charges totaling \$267,000 related to intellectual property for additional indications for the use of the PROMETA Treatment Program that is currently non-revenue generating. As of March 31, 2012, we determined that the remaining lives of certain intangibles exceeded their economic useful lives and therefore accelerated amortization and recorded an impairment amounting of \$34,000.

Additionally, it is important to note that our overall business model, business operations and future prospects of our business have not changed materially since we performed the reviews and analysis noted above, with the exception of the timing and annualized amounts of expected revenue.

Estimated remaining amortization expense for intangible assets for the current year and each of the next five years ending December 31 is as follows:

(In thousands)	
<u>Year</u>	<u>Amount</u>
2012	\$ 174
2013	\$ 232
2014	\$ 232
2015	\$ 232
2016	\$ 232

Property and Equipment

Property and equipment are stated at cost, less accumulated depreciation. Additions and improvements to property and equipment are capitalized at cost. Expenditures for maintenance and repairs are charged to expense as incurred. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets, which range from two to seven years for furniture and equipment. Leasehold improvements are amortized over the lesser of the estimated useful lives of the assets or the related lease term, which is typically five to seven years.

Variable Interest Entities

Generally, an entity is defined as a Variable Interest Entity (“VIE”) under current accounting rules if it has (a) equity that is insufficient to permit the entity to finance its activities without additional subordinated financial support from other parties, or (b) equity investors that cannot make significant decisions about the entity’s operations, or that do not absorb the expected losses or receive the expected returns of the entity. When determining whether an entity that is a business qualifies as a VIE, we also consider whether (i) we participated significantly in the design of the entity, (ii) we provided more than half of the total financial support to the entity, and (iii) substantially all of the activities of the VIE either involve us or are conducted on our behalf. A VIE is consolidated by its primary beneficiary, which is the party that absorbs or receives a majority of the entity’s expected losses or expected residual returns.

As discussed under the heading *Management Services Agreements* below, we have an MSA with a managed medical corporation. Under this MSA, the equity owner of the affiliated medical group has only a nominal equity investment at risk, and we absorb or receive a majority of the entity’s expected losses or expected residual returns. We participate significantly in the design of this MSA. We also agree to provide working capital loans to allow for the medical group to pay for its obligations. Substantially all of the activities of this managed medical corporation either involve us or are conducted for our benefit, as evidenced by the facts that (i) the operations of the managed medical corporations are conducted primarily using our licensed protocols and (ii) under the MSA, we agree to provide and perform all non-medical management and administrative services for the respective medical group. Payment of our management fee is subordinate to payments of the obligations of the medical group, and repayment of the working capital loans is not guaranteed by the equity owner of the affiliated medical group or other third party. Creditors of the managed medical corporation do not have recourse to our general credit.

Based on the design and provisions of this MSA and the working capital loans provided to the medical group, we have determined that the managed medical corporation is a VIE, and that we are the primary beneficiary as defined in the current accounting rules. Accordingly, we are required to consolidate the revenues and expenses of the managed medical corporation.

Management Services Agreements

We have one executed MSA with a medical professional corporation and related treatment center, that has a month-to-month lease, unless terminated for cause. Under the MSA, we license to the treatment center the right to use our proprietary treatment programs and related trademarks and provide all required day-to-day business management services, including, but not limited to:

- general administrative support services;
- information systems;
- recordkeeping;
- scheduling;
- billing and collection;
- marketing and local business development; and
- obtaining and maintaining all federal, state and local licenses, certifications and regulatory permits.

The treatment center retains the sole right and obligation to provide medical services to its patients and to make other medically related decisions, such as the choice of medical professionals to hire or medical equipment to acquire and the ordering of drugs.

In addition, we provide medical office space to the treatment center on a non-exclusive basis, and we are responsible for all costs associated with rent and utilities. The treatment center pays us a monthly fee equal to the aggregate amount of (a) our costs of providing management services (including reasonable overhead allocable to the delivery of our services and including start-up costs such as pre-operating salaries, rent, equipment, and tenant improvements incurred for the benefit of the medical group, provided that any capitalized costs will be amortized over a five year period), (b) 10%-15% of the foregoing costs, and (c) any performance bonus amount, as determined by the treatment center at its sole discretion. The treatment center's payment of our fee is subordinate to payment of the treatment center's obligations, including physician fees and medical group employee compensation.

We have also agreed to provide a credit facility to the treatment center to be available as a working capital loan, with interest at the Prime Rate plus 2%. Funds are advanced pursuant to the terms of the MSAs described above. The notes are due on demand or upon termination of the MSA. At March 31, 2012, there was one outstanding credit facility under which \$11.6 million was outstanding. Our maximum exposure to loss could exceed this amount, and cannot be quantified as it is contingent upon the amount of losses incurred by the respective treatment center that we are required to fund under the credit facility.

Under the MSA, the equity owner of the affiliated treatment center has only a nominal equity investment at risk, and we absorb or receive a majority of the entity's expected losses or expected residual returns. We also agree to provide working capital loans to allow for the treatment center to pay for its obligations. Substantially all of the activities of the managed medical corporation either involves us or are conducted for our benefit, as evidenced by the facts that (i) the operations of the managed medical corporation is conducted primarily using our licensed protocols and (ii) under the MSA, we agree to provide and perform all non-medical management and administrative services for the respective treatment center. Payment of our management fee is subordinate to payments of the obligations of the treatment center, and repayment of the working capital loans is not guaranteed by the equity owner of the affiliated treatment center or other third party. Creditors of the managed medical corporation do not have recourse to our general credit. Based on these facts, we have determined that the managed medical corporation is a VIE and that we are the primary beneficiary as defined in current accounting rules. Accordingly, we are required to consolidate the assets, liabilities, revenues and expenses of the managed treatment center.

The amounts and classification of assets and liabilities of the VIE included in our Consolidated Balance Sheets at March 31, 2012 and December 31, 2011, are as follows:

<i>(in thousands)</i>	March 31, 2012	December 31, 2011
Cash and cash equivalents	\$ 21	\$ 28
Receivables, net	17	14
Total assets	\$ 38	\$ 42
Accounts payable	16	16
Note payable to Catasys, Inc.	11,592	11,365
Total liabilities	\$ 11,608	\$ 11,381

Warrant Liabilities

We issued warrants to purchase common stock in November 2007, September 2009, July 2010, October 2010, November 2010, August 2011, October 2011, November 2011, December 2011, February 2012, and when we amended and restated the Highbridge senior secured note in July 2008. The warrants are being accounted for as liabilities in accordance with FASB accounting rules, due to provisions in some warrants that protect the holders from declines in our stock price and a requirement to deliver registered shares upon exercise of the warrants, which is considered outside our control. The warrants are marked-to-market each reporting period, using the Black-Scholes pricing model, until they are completely settled or expire.

In February 2012, we entered into a Securities Purchase Agreement with Socius Capital Group, LLC (“Socius”), an affiliate of Terren S. Peizer, Chairman and Chief Executive Officer of the Company, pursuant to which in exchange for \$775,000, the Company issued a secured convertible note (the “Bridge Note”) and a warrant to purchase an aggregate 2,583,334 shares of our common stock, par value \$0.0001 per share (the “Common Stock”), at a purchase price of \$0.30 per share (the “Bridge Warrant”). In April 2012, the Company and Socius agreed to increase the outstanding principal amount under the Bridge Note to \$975,000. In connection therewith, the Company amended the Bridge Warrant to allow for the purchase of an additional 666,666 shares of Common Stock. (See Note 5, Subsequent Events). The Bridge Warrant expires on February 22, 2017, and contains anti-dilution provisions. As a result, if we, in the future, issue or grant any rights to purchase any of our Common Stock, or other security convertible into our common stock, for a per share price less than the exercise price of the Bridge Warrant, the exercise price of the Bridge Warrant will be reduced to such lower price, subject to customary exceptions.

For the three months ended March 31, 2012 and 2011, we recognized a gain of \$37,000 and \$2.0 million respectively, related to the revaluation of our warrant liabilities.

Recently Issued or Newly Adopted Accounting Standards

In May 2011, the FASB issued Accounting Standards Update (“ASU”) 2011-04, *Fair Value Measurement* (“ASU 2011-04”), which amended ASC 820, *Fair Value Measurements* (“ASC 820”), providing a consistent definition and measurement of fair value, as well as similar disclosure requirements between U.S. GAAP and International Financial Reporting Standards. ASU 2011-04 changes certain fair value measurement principles, clarifies the application of existing fair value measurement and expands the disclosure requirements. ASU 2011-04 will be effective for us beginning January 1, 2012. The adoption of ASU 2011-04 is not expected to have a material effect on our consolidated financial statements or disclosures.

In September 2011, the FASB issued ASU 2011-08, *Testing Goodwill for Impairment* (“ASU 2011-08”), which amends the guidance in ASC 350-20, *Intangibles—Goodwill and Other – Goodwill*. ASU 2011-08 provides entities with the option of performing a qualitative assessment before calculating the fair value of the reporting unit when testing goodwill for impairment. If the fair value of the reporting unit is determined, based on qualitative factors, to be more likely than not less than the carrying amount of the reporting unit, the entities are required to perform a two-step goodwill impairment test. ASU 2011-08 will be effective for us beginning January 1, 2012. The adoption of ASU 2011-08 is not expected to have a material effect on our consolidated financial statements or disclosures.

In December 2011, the FASB issued ASU No. 2011-11, *Disclosures about Offsetting Assets and Liabilities* (“ASU 2011-11”). The amendments in this update require enhanced disclosures around financial instruments and derivative instruments that are either (1) offset in accordance with either ASC 210-20-45 or ASC 815-10-45 or (2) subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are offset in accordance with either ASC 210-20-45 or ASC 815-10-45. An entity should provide the disclosures required by those amendments retrospectively for all comparative periods presented. The amendments are effective during interim and annual periods beginning after December 31, 2012. The Company does not expect this guidance to have any impact on its consolidated financial position, results of operations or cash flows.

Note 3. Segment Information

We manage and report our operations through two business segments: healthcare services and license and management services. We evaluate segment performance based on total assets, revenue and income or loss before provision for income taxes. Our assets are included within each discrete reporting segment. In the event that any services are provided to one reporting segment by the other, the transactions are valued at the market price. No such services were provided during the three months ended March 31, 2012 and 2011. Summary financial information for our two reportable segments are as follows:

(in thousands)

	Three Months Ended	
	March 31,	
	2012	2011
Healthcare services		
Revenues	\$ 40	\$ 8
Loss before provision for income taxes	(3,003)	(1,607)
Assets *	628	3,685
License & Management services		
Revenues	\$ 53	\$ 79
Loss before provision for income taxes	(377)	(338)
Assets *	2,007	2,574
Consolidated continuing operations		
Revenues	\$ 93	\$ 87
Loss before provision for income taxes	(3,380)	(1,945)
Assets *	2,635	6,259

* Assets are reported as of March 31.

Healthcare Services

Catasys's integrated substance dependence solutions combine innovative medical and psychosocial treatments with elements of traditional disease management and ongoing member support to help organizations treat and manage substance dependent populations to impact both the medical and behavioral health costs associated with substance dependence and the related co-morbidities.

We are currently marketing our integrated substance dependence solutions to managed care health plans on a case rate or monthly fee, which involves educating third party payors on the disproportionately high cost of their substance dependent population and demonstrating the potential for improved clinical outcomes and reduced cost associated with using our Catasys programs. We have programs in Nevada, Kansas, Massachusetts, and Louisiana. In May 2012, we launched our program in Oklahoma.

The following table summarizes the operating results for Healthcare Services for the three months ended March 31, 2012 and 2011:

(in thousands)	Three Months Ended March 31,	
	2012	2011
Revenues	\$ 40	\$ 8
Operating Expenses		
Cost of healthcare services	\$ 139	\$ 106
General and administrative expenses		
Salaries and benefits	1,569	2,033
Other expenses	749	703
Depreciation and amortization	2	-
Total operating expenses	\$ 2,459	\$ 2,842
Loss from operations	\$ (2,419)	\$ (2,834)
Interest and other income	-	3
Interest expense	(621)	(697)
Loss on debt extinguishment	-	(41)
Change in fair value of warrant liabilities	37	1,961
Loss before provision for income taxes	\$ (3,003)	\$ (1,607)

License and Management Services

Our license and management services segment licenses our PROMETA Treatment Programs, which integrate behavioral, nutritional, and medical components, to physicians. Also included in this segment is a licensed and managed treatment center, which offers a range of addiction treatment and mental health services, including the PROMETA Treatment Programs for dependencies on alcohol, cocaine and methamphetamines.

The following table summarizes the operating results for License and Management Services for the three months ended March 31, 2012 and 2011:

(In thousands, except patient treatment data)

	Three Months Ended March 31,	
	2012	2011
Revenues		
U.S. licensees	\$ 8	\$ 25
Managed treatment centers	45	54
Total license and management revenues	\$ 53	\$ 79
Operating expenses		
Cost of license and management services	\$ 65	\$ 17
General and administrative expenses		
Salaries and benefits	155	195
Other expenses	97	112
Impairment losses	34	-
Depreciation and amortization	79	92
Total operating expenses	\$ 430	\$ 416
Loss from operations	\$ (377)	\$ (337)
Interest expense	-	(1)
Loss before provision for income taxes	\$ (377)	\$ (338)
PROMETA patients treated		
U.S. licensees	2	7
Managed treatment center	1	3
	3	10
Average revenue per patient treated (a)		
U.S. licensees	\$ 4,075	\$ 3,571
Managed treatment centers	5,000	5,500
Overall average	4,383	4,150

(a) The average revenue per patient treated excludes administrative fees and other non-PROMETA patient revenues.

Note 4. Debt Outstanding

The following table shows the total principal amount, related interest rates and maturities of debt outstanding, as of March 31, 2012 and December 31, 2011:

(dollars in thousands, except where otherwise noted)	March 31, 2012	December 31, 2011
Short-term debt		
Bridge loan due April 15, 2011; interest payable at maturity at 12%.		
\$775,000 principal net of \$171,000 unamortized discount at March 31, 2012	\$ 604	\$ -
Total Short-term debt	\$ 604	\$ -

In February 2012, we entered into a securities purchase agreement with Socius, pursuant to which we received \$775,000 and issued the Bridge Note and the Bridge Warrant. The Bridge Note has a maturity date of April 15, 2012, and bears interest at an annual rate of 12% payable in cash at maturity, prepayment or conversion. The Bridge Note and any accrued interest is convertible at the holder's option into Common Stock equal to the amount converted divided by \$0.30 per share of Common Stock. The Bridge Note and the Bridge Warrant were subsequently amended in April 2012 and in April 2012, Socius converted the Bridge Note into Common Stock and the April (as defined below) Warrants (See Note 5. Subsequent Events).

Note 5. Subsequent Events

In April 2012, the Company and Socius agreed to increase the outstanding principal amount under the Bridge Note by \$200,000. In connection therewith, the Company increased the number of shares exercisable under the Bridge Warrant to an additional 666,666 shares of Common Stock. The Bridge Note, as amended, matured on April 15, 2012, and bears interest at an annual rate of 12% payable in cash at maturity, prepayment, or conversion. The Bridge Note, as amended, and any accrued interest is convertible at the holder's option into Common Stock equal to the amount converted divided by \$0.30 per share of Common Stock.

In April 2012, we entered into securities purchase agreements (the "Agreements") with several investors, including Socius and David Smith, an affiliate of the Company, relating to the sale and issuance of an aggregate of 21,440,050 shares of Common Stock and warrants (the "April Warrants") to purchase an aggregate of 21,440,050 shares of Common Stock at an exercise price of \$0.16 per share for aggregate gross proceeds of approximately \$3,430,000 (the "Offering").

Among other things, the Agreements provide that in the event that the Company effectuates a reverse stock split of its Common Stock within 24 months of the closing date of the Offering (the "Reverse Split") and the volume weighted average price ("VWAP") of the Common Stock during the 20 trading days following the effective date of the Reverse Split (the "VWAP Period") declines from the closing price on the trading date immediately prior to the effective date of the Reverse Split, that the Company issue additional shares of Common Stock (the "Adjustment Shares"). The number of Adjustment Shares shall be calculated as the lesser of (a) 20% of the number of shares of Common Stock originally purchased by such investor and still held by the investor as of the last day of the VWAP Period, and (b) the number of shares originally purchased by such investor and still held by such investor as of the last day of the VWAP Period multiplied by the percentage decline in the VWAP during the VWAP Period. All prices and number of shares of Common Stock shall be adjusted for the Reverse Split and any other stock splits or stock dividends.

The April Warrants expire in April 2017, and contain anti-dilution provisions. As a result, if we, in the future, issue or grant any rights to purchase any of our Common Stock, or other securities convertible into our common stock, for a per share price less than the exercise price of the April Warrants, the exercise price of the April Warrants will be reduced to such lower price, subject to customary exceptions. In the event that Adjustment Shares are issued, the number of shares that may be purchased under the April Warrants shall be increased by an amount equal to the Adjustment Shares. In addition, the exercise price is subject to adjustment in the event that the VWAP during the VWAP period is less than the exercise price prior to the VWAP Period.

Concurrent with the Offering, Socius and the Company agreed to exchange the Bridge Note, as amended, plus accrued interest, for Common Stock and the April Warrants on the same terms as the Offering. As a result of this transaction, the Company has no notes or similar debt outstanding.

In May 2012, we entered into a securities purchase agreement with an accredited investor (the "May Agreement"), on the same terms as the Agreements disclosed above, relating to the sale and issuance of 250,000 shares of Common Stock and warrants to purchase an aggregate of 250,000 shares of Common Stock at an exercise price of \$0.16 per share for gross proceeds of \$40,000.

Note 6. Restatement of Financial Statements

The financial statements have been retroactively restated to reflect the 40-for-1 reverse stock split that occurred on September 6, 2011.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion of our financial condition and results of operations should be read in conjunction with our financial statements including the related notes, and the other financial information included in this report. For ease of reference, "we," "us" or "our" refer to Catasys, Inc., our wholly-owned subsidiaries and The PROMETA Center, Inc. unless otherwise stated.

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING INFORMATION

This report contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to the financial condition, results of operations, business strategies, operating efficiencies or synergies, competitive positions, growth opportunities for existing products, plans and objectives of management, markets for stock of Catasys and other matters. Statements in this report that are not historical facts are hereby identified as "forward-looking statements" for the purpose of the safe harbor provided by Section 21E of the Exchange Act of 1934 and Section 27A of the Securities Act of 1933. Such forward-looking statements, including, without limitation, those relating to the future business prospects, revenue and income of Catasys, wherever they occur, are necessarily estimates reflecting the best judgment of the senior management of Catasys on the date on which they were made, or if no date is stated, as of the date of this report. These forward-looking statements are subject to risks, uncertainties and assumptions, including those described in the "Risk Factors" in Item 1A of Part I of our most recent Annual Report on Form 10-K for the fiscal year ended December 31, 2011 ("Form 10-K"), filed with the Securities and Exchange Commission ("SEC"), that may affect the operations, performance, development and results of our business. Because the factors discussed in this report could cause actual results or outcomes to differ materially from those expressed in any forward-looking statements made by us or on our behalf, you should not place undue reliance on any such forward-looking statements. New factors emerge from time to time, and it is not possible for us to predict which factors will arise. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. The Company assumes no obligation and does not intend to update these forward looking statements, except as required by law.

OVERVIEW

General

We are a healthcare services company, providing specialized health services designed to assist health plans, employers and unions to manage and treat their high cost substance dependence members through a network of healthcare providers and our employees. The OnTrak substance dependence program was designed to address substance dependence as a chronic disease. The program seeks to lower costs and improve member health through the delivery of integrated medical and psychosocial interventions in combination with long term "care coaching." Catasys also offers the PROMETA Treatment Program for alcoholism and stimulant dependence on a private-pay basis through licensed treatment providers and a company managed treatment center that offers the PROMETA Treatment Program, as well as other treatments for substance dependencies.

Operations

We have launched our integrated substance dependence solutions for third-party payors in Kansas, Louisiana, Massachusetts, and Nevada. In addition, we launched a program in Oklahoma in May 2012. We believe that our Catasys offerings will address a high cost segment of the healthcare market for substance dependence, and we are currently marketing our Catasys integrated substance dependence solutions to managed care health plans on a case rate or monthly fee, which involves educating third party payors on the disproportionately high cost of their substance dependent population and demonstrating the potential for improved clinical outcomes and reduced cost associated with using our Catasys programs.

Under our licensing agreements, we provide physicians and other licensed treatment providers access to our PROMETA Treatment Program, education and training in the implementation and use of the licensed technology. The patient's physician determines the appropriateness of the use of the PROMETA Treatment Program. We receive a fee for the licensed technology and related services generally on a per patient basis. While we continue to maintain a limited number of licensing agreements with physicians in the United States, we no longer provide any significant support or marketing around the PROMETA treatment program. Two of the company's sites contributed to revenue in the three months ended March 31, 2012. We may enter into agreements on a selective basis with additional healthcare providers to increase the availability of the PROMETA Treatment Program, but generally only in markets we are presently operating or where such sites will provide support for our Catasys managed care products. We are currently evaluating and considering additional actions to streamline our operations that may impact the licensing operations as we continue to focus on managed care plans through our healthcare services segment.

We currently manage, under a licensing agreement, one treatment center located in Santa Monica, California (dba The Center to Overcome Addiction). We manage the business components of the treatment center and license the PROMETA Treatment Program and use of the name in exchange for management and licensing fees under the terms of full business service management agreements. The center offers treatment with the PROMETA Treatment Program for dependencies on alcohol, cocaine and methamphetamines and also offers medical and psychosocial interventions for other substance dependencies and mental health disorders. The revenues and expenses of this center are included in our consolidated financial statements under accounting standards applicable to variable interest entities. We are currently evaluating and considering additional actions to streamline our operations that may impact the managed treatment center.

RESULTS OF OPERATIONS

Table of Summary Consolidated Financial Information

The table below and the discussion that follows summarize our results of consolidated continuing operations for the three months ended March 31, 2012 and 2011:

(In thousands, except per share amounts)

	Three Months Ended March 31,	
	2012	2011
Revenues		
Healthcare services revenues	\$ 40	\$ 8
License & Management services revenues	53	79
Total revenues	\$ 93	\$ 87
Operating expenses		
Cost of healthcare services	\$ 204	\$ 122
General and administrative	2,570	3,043
Impairment losses	34	-
Depreciation and amortization	81	92
Total operating expenses	\$ 2,889	\$ 3,257
Loss from operations	\$ (2,796)	\$ (3,170)
Interest and other income	-	3
Interest expense	(621)	(698)
Loss on debt extinguishment	-	(41)
Change in fair value of warrant liability	37	1,961
Loss from operations before provision for income taxes	\$ (3,380)	\$ (1,945)
Provision for income taxes	(7)	7
Net loss	\$ (3,373)	\$ (1,952)
Basic and diluted net loss per share:*		
Net loss per share*	\$ (0.10)	\$ (0.20)
Weighted number of shares outstanding*		
	33,901	9,862

* The financial statements have been retroactively restated to reflect the 40 to 1 reverse stock split that occurred on September 6, 2011.

Summary of Consolidated Operating Results

The net loss from continuing operations before provision for income taxes increased by \$1.4 million during the three months ended March 31, 2012, compared to the same period in 2011, primarily due to the \$1.9 million decrease in gain in the change in fair value of the warrant liability, offset by a decrease of \$473,000 in general and administrative expenses, resulting mainly from actions taken to streamline our operations.

Revenues

As of March 31, 2012, four health plan contracts were operational and an additional contract was signed covering significantly bigger populations than in 2011. As a result, recognized revenue for our healthcare services segment increased by 400%, or \$32,000, for the three months ended March 31, 2012. In addition, most of the revenue related to these contracts were recorded to deferred revenue as the revenue is subject to performance guarantees or performed over one year. Deferred revenue was \$161,000 at March 31, 2012, which if we were able to recognize, would have increased healthcare services revenue to \$201,000, or 2400%, compared to the same period in 2011.

Revenues decreased by \$26,000 for the license and management services segment, for the three months ended March 31, 2012, compared to the same period in 2011, as we continued to focus on our healthcare services segment and reposition ourselves in the marketplace.

Cost of Healthcare Services

Cost of healthcare services consists primarily of salaries related to our care coaches, healthcare provider claims payments, and fees charged by our third party administrator for processing these claims. The increase of \$82,000 for the three months ended March 31, 2012, compared to the same period in 2011, relates primarily to the increase in patients being serviced under our *OnTrak* program. Cost of license and management services consists of royalties we pay for the use of the PROMETA Treatment Program, and costs incurred by our consolidated managed treatment center for direct labor costs for physicians and nursing staff, continuing care expense, medical supplies and treatment program medicine costs. The decrease in these costs reflects the decrease in revenues from this treatment center.

General and Administrative Expenses

General and administrative expense amounted to \$2.6 million for the three months ended March 31, 2012, compared to \$3.0 million for the same period in 2011. The decrease was due to reductions in all expense categories, but primarily due to salaries and benefits and outside services, resulting from the continued streamlining of operations to focus on managed care opportunities in our healthcare services segment.

Impairment Losses

We recorded \$34,000 and \$0 in impairment charges charge related to intellectual property in the three months ended March 31, 2012 and 2011, respectively. There was no impairment loss related to property plant and equipment for the three months ended March 31, 2012 and 2011.

Interest Expense

Interest expense decreased by \$77,000 for the three months ended March 31, 2012 compared to the same period in 2011 due to interest recorded on the note payables issued in association with the November 2010 financing which converted in March 2011.

Change in fair value of warrant liability

We issued warrants to purchase shares of our common stock in November 2007, September 2009, July 2011, October 2011, November 2011, February 2012, and the amended and restated senior secured note in July 2008. The warrants are being accounted for as liabilities in accordance with FASB accounting rules, due to provisions in some warrants that protect the holders from declines in our stock price and a requirement to deliver registered shares upon exercise of the warrants, which is considered outside our control. The warrants are marked-to-market each reporting period, using the Black-Scholes pricing model, until they are completely settled or expire.

The change in fair value of the warrants amounted to a net gain of \$37,000 for the three months ended March 31, 2012, compared to a net gain of \$2.0 million for the same period in 2011.

We will continue to mark the warrants to market value each quarter-end until they are completely settled.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity and Going Concern

As of May 14, 2012, we had a balance of approximately \$2.0 million cash on hand. We had working capital deficit of approximately \$4.0 million at March 31, 2012. We have incurred significant net losses and negative operating cash flows since our inception. We could continue to incur negative cash flows and net losses for the next twelve months. Our current cash burn rate is approximately \$450,000 per month, excluding non-current accrued liability payments. We expect our current cash resources to cover expenses into September 2012, however delays in cash collections, revenue, or unforeseen expenditures, could impact this estimate. We may need to seek additional sources of capital prior to such time and there is no assurance that additional capital can be raised in an amount which is sufficient for us or on terms favorable to our stockholders.

In April 2012, we entered into securities purchase agreements (the "Agreements") with several investors, including Socius Capital Group, LLC ("Socius"), an affiliate of Terren S. Peizer, Chairman and Chief Executive Officer of the Company, and David Smith, an affiliate of the Company, relating to the sale and issuance of an aggregate of 21,440,050 shares of Common Stock, and warrants (the "April Warrants") to purchase an aggregate of 21,440,050 shares of Common Stock at an exercise price of \$0.16 per share for aggregate gross proceeds of approximately \$3,430,000 (the "Offering"). The April Warrants expire in April 2017, and contain anti-dilution provisions. As a result, if we, in the future, issue or grant any rights to purchase any of our Common Stock, or other security convertible into our Common Stock, for a per share price less than the exercise price of the April Warrants, the exercise price of the April Warrants will be reduced to such lower price, subject to customary exceptions.

Our ability to fund our ongoing operations and continue as a going concern is dependent on signing and generating fees from existing and new contracts for our Catasys managed care programs and the success of management's plans to increase revenue and continue to control expenses. We are operating programs in Kansas, Louisiana, Massachusetts and Nevada. In addition, we launched a program in Oklahoma in May 2012. One of our programs with a customer who never fully implemented our program will be discontinued in the second quarter of 2012. We will continue to provide services to and be paid for enrolled members. We have begun to generate fees from the launched programs, increased fees in the first three months of 2012, and expect to increase enrollment and fees throughout the year. However, there can be no assurance that we will generate such fees. In addition, we have continued to try to find areas to reduce our operating expenses.

In addition, we and our Chief Executive Officer are party to a litigation in which the plaintiffs assert causes of action for conversion, a request for an order to set aside fraudulent conveyance and breach of contract. While we believe the plaintiffs' claims are without merit and we intend to continue to vigorously defend the case, there can be no assurance that the litigation will be resolved in our favor. If this case is decided against us or our Chief Executive Officer, it may cause us to pay substantial damages, and other related fees. Regardless of whether this litigation is resolved in our favor, any lawsuit to which we are a party will likely be expensive and time consuming to defend or resolve. Costs of defense and any damages resulting from litigation, a ruling against us or a settlement of the litigation could have a significant negative impact our liquidity, including our cash flows.

Cash Flows

We used \$1.4 million of cash for continuing operating activities during the three months ended March 31, 2012 compared to \$2.0 million in 2011. Use of funds in operating activities, primarily includes cost of healthcare services and general and administrative expenses (excluding share-based compensation expense amounting to \$821,000 and \$1.1 million for March 31, 2012 and 2011, respectively). This decrease in net cash used reflects the decline in such expenses from our efforts to streamline operations and the increase in cash collected from enrollment in our *OnTrak* program.

Capital expenditures for the three months ended March 31, 2012 were not material. Our future capital expenditure requirements will depend upon many factors, including progress with our marketing efforts, the time and costs involved in preparing, filing, prosecuting, maintaining and enforcing patent claims and other proprietary rights, the necessity of, and time and costs involved in obtaining, regulatory approvals, competing technological and market developments, and our ability to establish collaborative arrangements, effective commercialization, marketing activities and other arrangements.

As discussed above, we currently expend cash at a rate of approximately \$450,000 per month, excluding non-current accrued liability payments. We also anticipate cash inflow to increase in the second half of 2012 as we implement our recently executed contracts and we expect our current cash resources to cover expenses into September 2012. However, there can be no assurance that these contracts will produce cash and any delays in cash collections, revenue, or unforeseen expenditures, could impact this estimate. We will need to seek additional sources of capital prior to such time and there is no assurance that additional capital can be raised in an amount which is sufficient for us or on terms favorable to our stockholders.

Senior Secured Note

In February 2012, we entered into a securities purchase agreement with Socius, pursuant to which we received \$775,000 and issued a secured convertible note (the "Bridge Note") and a warrant to purchase an aggregate 2,583,334 shares of Common Stock (the "Bridge Warrant"). The Bridge Note has a maturity date of April 15, 2012, and bears interest at an annual rate of 12% payable in cash at maturity, prepayment or conversion. The Bridge Note and any accrued interest is convertible at the holder's option into Common Stock equal to the amount converted divided by \$0.30 per share of Common Stock. In April 2012, the Company and Socius agreed to increase the outstanding principal amount under the Bridge Note to \$975,000. In connection therewith, the Company amended the Bridge Warrant to allow for the purchase of an additional 666,666 shares of Common Stock.

OFF BALANCE SHEET ARRANGEMENTS

As of March 31, 2012, we had no off-balance sheet arrangements.

CRITICAL ACCOUNTING ESTIMATES

Critical Accounting Estimates

The discussion and analysis of our financial condition and results of operations is based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). GAAP requires management to make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and the disclosure of contingent assets and liabilities. We base our estimates on experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that may not be readily apparent from other sources. On an on-going basis, we evaluate the appropriateness of our estimates and we maintain a thorough process to review the application of our accounting policies. Our actual results may differ from these estimates.

We consider our critical accounting estimates to be those that (1) involve significant judgments and uncertainties, (2) require estimates that are more difficult for management to determine, and (3) may produce materially different results when using different assumptions. We have discussed these critical accounting estimates, the basis for their underlying assumptions and estimates and the nature of our related disclosures herein with the audit committee of our Board of Directors. We believe our accounting policies specific to the fair value of warrants, share-based compensation expense, and the impairment assessment for intangible assets, involve our most significant judgments and estimates that are material to our consolidated financial statements. They are discussed further below.

Warrant Liabilities

We issued warrants to purchase common stock in November 2007, September 2009, July 2010, October 2010, November 2010, August 2011, October 2011, November 2011, December 2011, February 2012 and when we amended and restated the Highbridge senior secured note in July 2008. The warrants are being accounted for as liabilities in accordance with FASB accounting rules, due to provisions in some warrants that protect the holders from declines in our stock price and a requirement to deliver registered shares upon exercise of the warrants, which is considered outside our control. The warrants are marked-to-market each reporting period, using the Black-Scholes pricing model, until they are completely settled or expire.

In February 2012, we entered into a Securities Purchase Agreement with Socius, pursuant to which in exchange for \$775,000, the Company issued the Bridge Note and the Bridge Warrant. The Bridge Warrant expires on February 22, 2017 and contains anti-dilution provisions. As a result, if we, in the future, issue or grant any rights to purchase any of our Common Stock, or other security convertible into our Common Stock, for a per share price less than the exercise price of the Bridge Warrant, the exercise price of the Bridge Warrant will be reduced to such lower price, subject to customary exceptions. In April 2012, the Company and Socius agreed to increase the outstanding principal amount under the Bridge Note to \$975,000. In connection therewith, the Company amended the Bridge Warrant to allow for the purchase of an additional 666,666 shares of Common Stock.

The change in fair value of the warrant liabilities amounted to a net gain of \$37,000 for the three months ended March 31, 2012, compared to net gain of \$2.0 million in 2011. The gains resulted mainly from a decline in the Company's stock price. We will continue to re-measure the warrant liabilities at fair value each quarter-end until they are completely settled or expire.

Share-based compensation expense

We account for the issuance of stock, stock options and warrants for services from non-employees based on an estimate of the fair value of options and warrants issued using the Black-Scholes pricing model. This model's calculations include the exercise price, the market price of shares on grant date, weighted average assumptions for risk-free interest rates, expected life of the option or warrant, expected volatility of our stock and expected dividend yield.

The amounts recorded in the financial statements for share-based compensation expense could vary significantly if we were to use different assumptions. For example, the assumptions we have made for the expected volatility of our stock price have been based on the historical volatility of our stock, measured over a period generally commensurate with the expected term. If we were to use a different volatility than the actual volatility of our stock price, there may be a significant variance in the amounts of share-based compensation expense from the amounts reported. Based on the 2011 assumptions used for the Black-Scholes pricing model, a 50% increase in stock price volatility would have increased the fair values of options by approximately 25%. The weighted average expected option term for the three months ended March 31, 2012, reflects the application of the simplified method set out in SEC Staff Accounting Bulletin No. 107, which defines the life as the average of the contractual term of the options and the weighted average vesting period for all option tranches.

From time to time, we have retained terminated employees as part-time consultants upon their resignation from our Company. Because the employees continued to provide services to us, their options continued to vest in accordance with the original terms. Due to the change in classification of the option awards, the options were considered modified at the date of termination. The modifications were treated as exchanges of the original awards in return for the issuance of new awards. At the date of termination, the unvested options were no longer accounted for as employee awards and were accounted for as new non-employee awards. The accounting for the portion of the total grants that have already vested and have been previously expensed as equity awards is not changed. There were no employees moved to consulting status for the three months ended March 31, 2012.

Impairment of Intangible Assets

We have capitalized significant costs for acquiring patents and other intellectual property directly related to our products and services. We review our intangible assets for impairment whenever events or circumstances indicate that the carrying amount of these assets may not be recoverable. In reviewing for impairment, we compare the carrying value of such assets to the estimated undiscounted future cash flows expected from the use of the assets and/or their eventual disposition. If the estimated undiscounted future cash flows are less than their carrying amount, we record an impairment loss to recognize a loss for the difference between the assets' fair value and their carrying value. Since we have not recognized significant revenue to date, our estimates of future revenue may not be realized and the net realizable value of our capitalized costs of intellectual property or other intangible assets may become impaired.

During the three months ended March 31, 2012, we did not acquire any new intangible assets and at March 31, 2012, all of our intangible assets consisted of intellectual property, which is not subject to renewal or extension. At December 31, 2011, we determined that the carrying value of certain intangible assets was not recoverable and exceeded the fair value based on the five year revenue projections and other assumptions. We recorded impairment charges totaling \$267,000 related to intellectual property for additional indications for the use of the PROMETA Treatment Program that is currently non-revenue generating. As of March 31, 2012, we determined that the remaining lives of certain intangibles exceeded their economic useful lives and therefore accelerated amortization and recorded an impairment amounting to \$34,000.

Additionally, it is important to note that our overall business model, business operations and future prospects of our business have not changed materially since we performed the reviews and analysis noted above, with the exception of the timing and annualized amounts of expected revenue.

RECENT ACCOUNTING PRONOUNCEMENTS

In May 2011, the FASB issued Accounting Standards Update (“ASU”) 2011-04, *Fair Value Measurement* (“ASU 2011-04”), which amended Accounting Standards Codification (“ASC”) 820, *Fair Value Measurements* (“ASC 820”), providing a consistent definition and measurement of fair value, as well as similar disclosure requirements between U.S. GAAP and International Financial Reporting Standards. ASU 2011-04 changes certain fair value measurement principles, clarifies the application of existing fair value measurement and expands the disclosure requirements. ASU 2011-04 will be effective for us beginning January 1, 2012. The adoption of ASU 2011-04 is not expected to have a material effect on our consolidated financial statements or disclosures.

In September 2011, the FASB issued ASU 2011-08, *Testing Goodwill for Impairment* (“ASU 2011-08”), which amends the guidance in ASC 350-20, *Intangibles—Goodwill and Other – Goodwill*. ASU 2011-08 provides entities with the option of performing a qualitative assessment before calculating the fair value of the reporting unit when testing goodwill for impairment. If the fair value of the reporting unit is determined, based on qualitative factors, to be more likely than not less than the carrying amount of the reporting unit, the entities are required to perform a two-step goodwill impairment test. ASU 2011-08 will be effective for us beginning January 1, 2012. The adoption of ASU 2011-08 is not expected to have a material effect on our consolidated financial statements or disclosures.

In December 2011, the FASB issued ASU No. 2011-11, *Disclosures about Offsetting Assets and Liabilities* (“ASU 2011-11”). The amendments in this update require enhanced disclosures around financial instruments and derivative instruments that are either (1) offset in accordance with either ASC 210-20-45 or ASC 815-10-45 or (2) subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are offset in accordance with either ASC 210-20-45 or ASC 815-10-45. An entity should provide the disclosures required by those amendments retrospectively for all comparative periods presented. The amendments are effective during interim and annual periods beginning after December 31, 2012. The Company does not expect this guidance to have any impact on its consolidated financial position, results of operations or cash flows.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable.

Item 4. Controls and Procedures

Disclosure Controls

We have evaluated, with the participation of our principal executive officer and our principal financial officer, the effectiveness of our system of disclosure controls and procedures as defined in the Securities and Exchange Act of 1934, as amended, Rule 13a-15 and rule 15d-15(e) as of the end of the period covered by this report. Based on this evaluation our principal executive officer and our principal financial officer have determined that they are effective as of the end of the period covered by this report.

In designing and evaluating our disclosure controls and procedures, our management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and our management necessarily is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Changes in Internal Control Over Financial Reporting

There are no changes in our controls over financial reporting during the three months ended March 31, 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

As described in our Form 10-K, on or about August 18, 2006, plaintiffs Isaka Investments, Ltd., Sand Hill Capital International Inc. and Richbourg Financial, Ltd. (“Plaintiffs”) filed a complaint in the Los Angeles Superior Court, entitled Isaka Investments, Ltd., Sand Hill Capital International, Inc. and Richbourg Financial, Ltd. vs. Xino Corporation, an entity from which our Company had acquired certain assets, and a number of other additional individuals and entities, including our Company, our Company’s Chairman and Chief Executive Officer, Terren S. Peizer, and other members of the Company’s Board of Directors. In April 2012, the Court conducted a bench trial on the issue of whether plaintiffs have standing to pursue the causes of action alleged in their Fourth Amended Complaint other than the causes of action for conversion and breach of agreement. At the conclusion of the trial, the Court ruled that plaintiffs lack standing to pursue any causes of action other than for conversion and breach of agreement. A Statement of Decision was requested by plaintiffs and the Court requested that we, as prevailing parties, prepare it. Thereafter, the plaintiffs filed an ex parte application to reopen the evidence which was denied as well by the Court. Plaintiffs also filed a motion to amend their complaint seeking to add back in the claims that they lost at trial. The hearing is scheduled for May 30, 2012, and we will be opposing this motion. The Company has had very limited settlement discussions and the Company believes the Plaintiff’s claims are without merit and intends to continue to vigorously defend the case.

Item 1A. Risk Factors

There have been no material changes in our risk factors from those disclosed in our Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

In February 2012, we issued 250,000 unregistered non-qualified stock options to a consultant for consulting services to be performed beginning February 8, 2012 and ending February 7, 2013. These securities were issued without registration pursuant to the exemption afforded by Rule 506 of Regulation D promulgated under the Securities Act.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures.

None.

Item 5. Other Information

In May 2012, we entered into a securities purchase agreement with an accredited investor, on the same terms as the securities purchase agreements entered into in April 2012, relating to the sale and issuance of 250,000 shares of Common Stock and warrants to purchase an aggregate of 250,000 shares of Common Stock at an exercise price of \$0.16 per share for gross proceeds of \$40,000.

Item 6. Exhibits

Exhibit 4.1	Secured Convertible Promissory Note, dated February 22, 2012 (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 28, 2012)
Exhibit 4.2	Warrant, dated February 22, 2012 (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 28, 2012)
Exhibit 10.1	Securities Purchase Agreement, dated February 22, 2012 (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 28, 2012)
Exhibit 31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
Exhibit 31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
Exhibit 32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
Exhibit 32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
Exhibit 101@	The following materials from Catasys, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2012, formatted in XBRL (Extensible Business Reporting Language): (i) the unaudited Condensed Consolidated Balance Sheets, (ii) the unaudited Condensed Consolidated Statements of Operations, (iii) the unaudited Condensed Consolidated Statements of Cash Flows, and (iv) the Notes to Condensed Consolidated Financial Statements, tagged as blocks of text.
101.INS**	XBRL Instance
101.SCH**	XBRL Taxonomy Extension Schema
101.CAL**	XBRL Taxonomy Extension Calculation
101.DEF**	XBRL Taxonomy Extension Definition
101.LAB**	XBRL Taxonomy Extension Labels
101.PRE**	XBRL Taxonomy Extension Presentation

@Users of the XBRL data are advised pursuant to Rule 406T of Regulation S-T that this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

** XBRL information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

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, thereunto duly authorized.

CATASYS, INC.

Date: May 15, 2012

By: /s/ TERREN S. PEIZER
Terren S. Peizer
Chief Executive Officer
(Principal Executive Officer)

Date: May 15, 2012

By: /s/ SUSAN ETZEL
Susan Etzel
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 31.1

CERTIFICATION

I, Terren S. Peizer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Catasys, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 15, 2012

/s/ TERREN S. PEIZER

Terren S. Peizer
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

I, Susan Etzel, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Catasys, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 15, 2012

/s/ SUSAN ETZEL

Susan Etzel

Chief Financial Officer

(Principal Financial and Accounting Officer)

Exhibit 32.1

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Catasys, Inc. (the "Company") for the quarter ended March 31, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Terren S. Peizer, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)); and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ TERREN S. PEIZER

Terren S. Peizer
Chief Executive Officer
(Principal Executive Officer)

May 15, 2012

Date

Exhibit 32.2

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Catasys, Inc. (the "Company") for the quarter ended March 31, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Susan Etzel, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)); and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ SUSAN ETZEL

Susan Etzel
Chief Financial Officer
(Principal Financial and Accounting Officer)

May 15, 2012

Date