

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **August 6, 2012**

Catasys, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-31932
(Commission File Number)

88-0464853
(IRS Employer
Identification No.)

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

90025
(Zip Code)

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

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On August 6, 2012, Catasys, Inc. (the "Company") filed a Certificate of Amendment of the Certificate of Incorporation of the Company (the "Certificate of Amendment") with the Secretary of State of the State of Delaware providing for the reduction in the number of shares of common stock, par value \$0.0001 per share (the "Common Stock"), that the Company is authorized to issue, from 2,000,000,000 shares to 500,000,000 shares, effective immediately. The Certificate of Amendment is attached hereto as Exhibit 3.1 and incorporated herein by reference.

The number of issued and outstanding shares of Common Stock was not impacted by the Certificate of Amendment.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment of the Certificate of Incorporation of Catasys, Inc., effective August 6, 2012.

SIGNATURES

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

CATASYS, INC.

Date: August 10, 2012

By: /s/ SUSAN E. ETZEL
Susan E. Etzel
Chief Financial Officer

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
CATASYS, INC.**

Catasys, Inc. (the “*Corporation*”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the Board of Directors of the Corporation has duly adopted resolutions (i) authorizing the Corporation to execute and file with the Secretary of State of the State of Delaware this Certificate of Amendment to decrease the number of authorized shares of common stock and (ii) declaring this Certificate of Amendment to be advisable and recommended for approval by the stockholders of the Corporation.

SECOND: That this Certificate of Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware by the Board of Directors and stockholders of the Corporation.

THIRD: That upon the effectiveness of this Certificate of Amendment (the “*Effective Time*”), the first paragraph of Article FOURTH of the Certificate of Incorporation is hereby amended and restated as follows:

“FOURTH: 1. The authorized capital stock of the Corporation shall consist of 550,000,000 shares, of which 500,000,000 shares shall be designated as Common Stock, each with a par value of \$0.0001 per share (the “**Common Stock**”), and fifty million (50,000,000) shares shall be designated as Preferred Stock, each with a par value \$0.0001 per share (the “**Preferred Stock**”).”

FOURTH: That the Effective Time of this Certificate of Amendment shall be upon filing with the Secretary of State of the State of Delaware.

[signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment on this 6th day of August, 2012.

CATASYS, INC.

By: /s/ Susan Etzel

Name: Susan Etzel

Title: Chief Financial Officer