

**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): **May 2, 2014**

Streamline Health Solutions, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

0-28132
(Commission File Number)

31-1455414
(I.R.S. Employer Identification No.)

**1230 Peachtree Street, NE, Suite 1000
Atlanta, GA 30309**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(404) 446-0050**

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:

- 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))

Item 1.01. Entry into a Material Definitive Agreement.

On May 6, 2014, Streamline Health, Inc. ("Streamline"), a subsidiary of Streamline Health Solutions, Inc. (the "Company"), signed a definitive asset purchase agreement (the "Agreement") with CentraMed, Inc., a California corporation ("CentraMed") to purchase substantially all of CentraMed's assets related to its business of providing healthcare analytics and consulting services to hospitals, physicians and other providers. Streamline agreed to pay CentraMed \$4,800,000 in cash at closing, plus a contingent cash earn out payment based on CentraMed's financial performance for the 12 month period beginning six months after closing. The Agreement includes detailed representations, warranties and covenants, as well as indemnification and termination provisions customary for transactions of this type. The closing of the acquisition is expected to occur in May 2014, subject to customary closing conditions.

On May 7, 2014, the Company issued a press release announcing the signing of the Agreement. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On May 2, 2014, the Company received a letter from The NASDAQ Stock Market LLC ("NASDAQ") notifying the Company that it is not in compliance with NASDAQ Listing Rule 5250(c)(1). The NASDAQ letter, which the Company expected, was issued in accordance with standard NASDAQ procedures because the Company did not timely file its Annual Report on Form 10-K for the year ended January 31, 2014 with the Securities and Exchange Commission.

The NASDAQ letter requires the Company to submit a plan by July 1, 2014 to regain compliance with NASDAQ's filing requirements for continued listing. The Company expects to file the Form 10-K and regain compliance with this NASDAQ listing rule prior to the due date of the plan.

On May 7, 2014, the Company issued a press release announcing the receipt of the NASDAQ listing compliance letter. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

EXHIBIT
NUMBER

DESCRIPTION

99.1 Press release, dated May 7, 2014, regarding agreement to acquire assets of CentraMed.
99.2 Press release, dated May 7, 2014, regarding NASDAQ listing compliance letter.

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.

Streamline Health Solutions, Inc.

Date: May 8, 2014

By: /s/ Jack W. Kennedy Jr.

Name: Jack W. Kennedy Jr.

Title: Senior Vice President &
Chief Legal Counsel

INDEX TO EXHIBITS

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
99.1	Press release, dated May 7, 2014, regarding agreement to acquire assets of CentraMed.
99.2	Press release, dated May 7, 2014, regarding NASDAQ listing compliance letter.



Streamline Health Looking Glass™

News Release

STREAMLINE HEALTH® ANNOUNCES AGREEMENT TO ACQUIRE CENTRAMED, INC.

Company To Expand Software Offerings with Leading SaaS-based Cost Management Solutions

Atlanta, GA — May 7, 2014 — Streamline Health Solutions, Inc. (NASDAQ: STRM), a leading provider of transformational data-driven solutions to help healthcare providers reduce exposure to risk, enhance clinical, financial, and operational performance, and improve patient care, today announced that the Company has signed a definitive agreement to acquire substantially all of the assets of CentraMed, Inc.

CentraMed, based in Carlsbad, California, provides healthcare enterprises with highly regarded cost and spend management solutions exclusively in a software as a service model. The company has more than a dozen clients predominately on the West Coast and throughout the Southeastern U.S. Streamline Health anticipates the transaction, which is subject to certain closing conditions, to close during the month of May.

“We are pleased to announce the signing of the asset purchase agreement, and we look forward to welcoming the CentraMed software offerings to our growing suite of solutions,” stated Robert E. Watson, President and Chief Executive Officer, Streamline Health. “Our business plan thesis is that by offering a complete financial analytics solution — including financial decision support and cost management capabilities — we will have a unique and compelling selling proposition. As amazing as this may seem, many of the largest healthcare providers in the country struggle with being able to map the direct cost of individual department operations to their revenue. By adding these leading software-as-a-service-based cost management solutions to our Looking Glass™ platform, we will not only augment our financial management suite of solutions, we will also add more than a dozen new clients for our cross-selling strategy.”

About Streamline Health

Streamline Health Solutions, Inc. (NASDAQ: STRM) is a healthcare industry leader in capturing, aggregating, and translating enterprise data into knowledge — actionable insights that reduce exposure to risk, enhance operational performance, and improve patient care. Through our Looking Glass™ Platform we provide clients with meaningful, intelligent SaaS-based solutions from patient engagement to reimbursement. We share a common calling and commitment to advance the quality of life and the quality of healthcare — for society, our industry, our clients, the communities they serve, and the individual patient. For more information, please visit our website at www.streamlinehealth.net.

Safe Harbor statement under the Private Securities Litigation Reform Act of 1995

Statements made by Streamline Health Solutions, Inc. that are not historical facts are forward-looking statements that are subject to risks and uncertainties and are no guarantee of future performance. Forward-looking statements contained in this press release include, without limitation, statements regarding the certainty and timing of the closing of the CentraMed asset acquisition, synergy and potential benefits of the CentraMed asset acquisition and related expectations and assumptions. The

forward looking statements contained herein are subject to certain risks, uncertainties and important factors that could cause actual results to differ materially from those reflected in the forward-looking statements, included herein. These risks and uncertainties include, but are not limited to, the conditions to closing the CentraMed asset acquisition, the Company's ability to integrate the CentraMed assets and clients into the Company's business, the timing of contract negotiations and execution of contracts and the related timing of the revenue recognition related thereto, the potential cancellation of existing contracts or clients not completing projects included in the backlog, the impact of competitive solutions and pricing, solution demand and market acceptance, new solution development, key strategic alliances with vendors that resell the Company's solutions, the ability of the Company to control costs, availability of solutions from third party vendors, the healthcare regulatory environment, potential changes in legislation, regulation and government funding affecting the healthcare industry, healthcare information systems budgets, availability of healthcare information systems trained personnel for implementation of new systems, as well as maintenance of legacy systems, fluctuations in operating results, effects of critical accounting policies and judgments, changes in accounting policies or procedures as may be required by the Financial Accounting Standards Board or other similar entities, changes in economic, business and market conditions impacting the healthcare industry generally and the markets in which the Company operates and nationally, and the Company's ability to maintain compliance with the terms of its credit facilities, and other risks detailed from time to time in the Streamline Health Solutions, Inc. filings with the U. S. Securities and Exchange Commission. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's analysis only as of the date hereof. The Company undertakes no obligation to publicly release the results of any revision to these forward-looking statements, which may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by law.

Company Contact:

Randy Salisbury
SVP, Chief Marketing Officer
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randy.salisbury@streamlinehealth.net



Streamline Health
Looking Glass™

News Release

**STREAMLINE HEALTH® RECEIVES NASDAQ LISTING COMPLIANCE LETTER
DUE TO DELAY IN FILING ANNUAL REPORT ON FORM 10-K**

FORM 10-K EXPECTED TO BE FILED DURING CURE PERIOD

Atlanta, GA — May 7, 2014 — Streamline Health Solutions, Inc. (NASDAQ: STRM), a leading provider of transformational data-driven solutions to help healthcare providers reduce exposure to risk, enhance clinical, financial, and operational performance, and improve patient care, today announced that it has received a letter from The NASDAQ Stock Market LLC notifying the Company that it is not in compliance with NASDAQ Listing Rule 5250(c)(1). The NASDAQ letter, which the Company expected, was issued in accordance with standard NASDAQ procedures because the Company did not timely file its Annual Report on Form 10-K for the year ended January 31, 2014 with the Securities and Exchange Commission.

As previously announced, the Company's new auditor is completing the Company's audit for the year ended January 31, 2014, which is the first year the Company is required to provide an audit of internal controls pursuant to the Sarbanes-Oxley Act and submit its filings on an accelerated basis.

The NASDAQ letter dated May 2, 2014 requires the Company to submit a plan by July 1, 2014 to regain compliance with NASDAQ's filing requirements for continued listing. The Company fully expects to file the Form 10-K and regain compliance with this NASDAQ listing rule prior to the due date of the plan.

About Streamline Health

Streamline Health Solutions, Inc. (NASDAQ: STRM) is a healthcare industry leader in capturing, aggregating, and translating enterprise data into knowledge — actionable insights that reduce exposure to risk, enhance operational performance, and improve patient care. Through our Looking Glass™ Platform we provide clients with meaningful, intelligent SaaS-based solutions from patient engagement to reimbursement. We share a common calling and commitment to advance the quality of life and the quality of healthcare — for society, our industry, our clients, the communities they serve, and the individual patient. For more information, please visit our website at www.streamlinehealth.net.

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Statements made by Streamline Health Solutions, Inc. that are not historical facts are forward-looking statements that are subject to risks and uncertainties and are no guarantee of future performance. Forward-looking statements contained in this press release include, without limitation, statements regarding the timing of the Company's Form 10-K filing, compliance with NASDAQ's continued listing requirements and related expectations and assumptions.

The forward looking statements contained herein are subject to certain risks, uncertainties and important factors that could cause actual results to differ materially from those reflected in the forward-looking statements, included herein. These risks and uncertainties include, but are not limited to, completion and timing of the audit of the Company's financial statements for the fiscal year ended January 31, 2014, the timing of contract negotiations and execution of contracts and the related timing

of the revenue recognition related thereto, the potential cancellation of existing contracts or clients not completing projects included in the backlog, the impact of competitive solutions and pricing, solution demand and market acceptance, new solution development, key strategic alliances with vendors that resell the Company's solutions, the ability of the Company to control costs, availability of solutions from third party vendors, the healthcare regulatory environment, potential changes in legislation, regulation and government funding affecting the healthcare industry, healthcare information systems budgets, availability of healthcare information systems trained personnel for implementation of new systems, as well as maintenance of legacy systems, fluctuations in operating results, effects of critical accounting policies and judgments, changes in accounting policies or procedures as may be required by the Financial Accounting Standards Board or other similar entities, changes in economic, business and market conditions impacting the healthcare industry generally and the markets in which the Company operates and nationally, and the Company's ability to maintain compliance with the terms of its credit facilities, and other risks detailed from time to time in the Streamline Health Solutions, Inc. filings with the U. S. Securities and Exchange Commission. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's analysis only as of the date hereof. The Company undertakes no obligation to publicly release the results of any revision to these forward-looking statements, which may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by law.

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