

SECURITIES AND EXCHANGE COMMISSION

FORM 8-A12G/A

Form for registration of a class of securities pursuant to section 12(g) [amend]

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FILER

HEALTH GRADES INC

CIK: **1027915** | IRS No.: **621623449** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **8-A12G/A** | Act: **34** | File No.: **000-22019** | Film No.: **05791296**
SIC: **8011** Offices & clinics of doctors of medicine

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 8-A/A

(AMENDMENT NO. 1)

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

HEALTH GRADES, INC.

(Exact name of Registrant as Specified in its Charter)

DELAWARE

(State of Incorporation or Organization)

62-1623449

(I.R.S. Employer Identification No.)

500 GOLDEN RIDGE ROAD, SUITE 100
GOLDEN, COLORADO

(Address of Principal Executive Offices)

80401

(Zip Code)

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: _____

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

None

Name of each exchange on which
each class is to be registered

N/A

Securities to be registered pursuant to Section 12(g) of the Exchange Act:

Common Stock, par value \$0.001

(Title of Class)

Health Grades, Inc. hereby amends its registration statement on Form 8-A relating to the common stock of the Company, filed with the Commission on April 20, 2005, for the sole purpose of amending the information relating to Exhibit 3.2 to the Form 8-A, which now incorporates by reference the Company's Bylaws, as amended, filed as Exhibit 3.2 to Amendment No. 1 to the Company's Quarterly Report for the quarter ended September 30, 2004, filed on Form 10-Q/A (filed with the Commission on May 2, 2005).

Item 2. Exhibits.

The following exhibits are filed herewith (or incorporated by reference as indicated below):

<u>Exhibit Number</u>	<u>Description of Document</u>
3.1	Amended and Restated Certificate of Incorporation, as amended (Incorporated by reference to Exhibit 3.1 to our Annual Report on Form 10-K for the year ended December 31, 2001).
3.2	Amended Bylaws, effective August 20, 2004 (Incorporated by reference to Exhibit 3.2 to Amendment No. 1 to our Quarterly Report for the quarter ended September 30, 2004 on Form 10-Q/A).

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

HEALTH GRADES, INC.

Date: May 2, 2005

By: /s/ ALLEN DODGE
Name: Allen Dodge
Title: Senior Vice President-Finance and Chief Financial Officer