

AMERICAN HEALTHWAYS INC

Form DEFA14A

January 08, 2003

**SCHEDULE 14A
(Rule 14a-101)**

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- | | |
|--|--|
| <input type="checkbox"/> Preliminary Proxy Statement | <input type="checkbox"/> Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
| <input type="checkbox"/> Definitive Proxy Statement | |
| <input checked="" type="checkbox"/> Definitive Additional Materials | |
| <input type="checkbox"/> Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12 | |

American Healthways, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**SUPPLEMENT DATED JANUARY 8, 2003
TO PROXY STATEMENT DATED DECEMBER 20, 2002**

As previously communicated to you, the 2003 Annual Meeting of Stockholders of American Healthways, Inc. (the Company) will be held at 9:00 a.m., local time, on Wednesday, January 22, 2003, at the SunTrust Center, 5th Floor Auditorium, 424 Church Street, Nashville, Tennessee 37219. This supplement is being furnished to provide you with information that was inadvertently omitted from the Company's proxy statement dated December 20, 2002.

Prior to October 15, 2001, Henry Herr was an executive officer and director of the Company and served as chief financial officer. Beginning October 15, 2001, Mr. Herr served as a part-time employee of the Company, providing it with advisory services with respect to ongoing business issues and special projects pursuant to an Employment Agreement dated November 20, 2001, between Mr. Herr and the Company. During fiscal 2002, Mr. Herr was paid a total of \$158,333 by the Company.

If you have already voted and do not desire to change your vote on the matters being presented, no further action is necessary. If you desire to change your vote, please call (615) 263-7918 and another proxy card will be sent to you. Further information on voting and revocation of proxies is provided on page one of the proxy statement previously sent to you.