

**CARDIONET, INC.**  
227 Washington Street #201  
Conshohocken, Pennsylvania 19428

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON MAY 7, 2010**

Dear Stockholder:

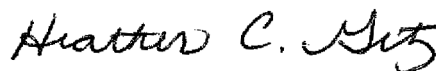
You are cordially invited to attend the Annual Meeting of Stockholders of **CARDIONET, INC.**, a Delaware corporation (the "Company"). The meeting will be held on Friday, May 7, 2010 at 8:30 a.m. local time at the Philadelphia Marriott West located at 111 Crawford Avenue, West Conshohocken, Pennsylvania, 19428 for the following purposes:

1. To elect as Class III directors to hold office until the 2013 Annual Meeting of Stockholders, the following three nominees recommended by the Board of Directors: Eric N. Prystowsky, M.D., Rebecca W. Rimel and Robert J. Rubin, M.D.
2. To ratify the selection by the Audit Committee of the Board of Directors of Ernst & Young LLP, Independent Registered Public Accounting Firm, as independent auditors of the Company for its fiscal year ending December 31, 2010.
3. To conduct any other business properly brought before the meeting.

These items of business are more fully described in the Proxy Statement accompanying this Notice.

The record date for the Annual Meeting is March 15, 2010. Only stockholders of record at the close of business on that date may vote at the meeting or any adjournment thereof.

By Order of the Board of Directors



Heather C. Getz  
*Secretary*

Date: March 29, 2010  
Conshohocken, Pennsylvania

**You are cordially invited to attend the meeting in person. Whether or not you expect to attend the meeting, please complete, date, sign and return the enclosed proxy as promptly as possible in order to ensure your representation at the meeting. A return envelope (which is postage prepaid if mailed in the United States) is enclosed for your convenience. Even if you have voted by proxy and are a record holder of your shares, you may still vote in person if you attend the meeting. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the meeting, you must obtain a proxy issued in your name from that record holder.**

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING TO BE HELD ON MAY 7, 2010: The proxy statement and 2009 annual report to stockholders are available at <http://www.cardionet.com> in the "Investor Relations" section.**

**CARDIONET, INC.**  
227 Washington Street #201  
Conshohocken, Pennsylvania 19428

**PROXY STATEMENT  
FOR THE 2010 ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON MAY 7, 2010**

**QUESTIONS AND ANSWERS ABOUT THIS PROXY MATERIAL AND VOTING**

**Why am I receiving these materials?**

We have sent you this proxy statement and the enclosed proxy card because the Board of Directors of **CARDIONET, INC.** (sometimes referred to as the “Company” or “CardioNet”) is soliciting your proxy to vote at the 2010 Annual Meeting of Stockholders, including at any adjournments or postponements of the meeting. You are invited to attend the annual meeting to vote on the proposals described in this proxy statement. However, you do not need to attend the meeting to vote your shares. Instead, you may simply complete, sign and return the enclosed proxy card.

The Company intends to mail this proxy statement and accompanying proxy card on or about March 29, 2010 to all stockholders of record entitled to vote at the annual meeting.

**Who can vote at the annual meeting?**

Only stockholders of record at the close of business on March 15, 2010 will be entitled to vote at the annual meeting. On this record date, there were 23,879,394 shares of common stock of the Company (“Common Stock”) outstanding and entitled to vote.

*Stockholder of Record: Shares Registered in Your Name*

If on March 15, 2010 your shares were registered directly in your name with the Company’s transfer agent, American Stock Transfer & Trust Company, then you are a stockholder of record. As a stockholder of record, you may vote in person at the meeting or vote by proxy. Whether or not you plan to attend the meeting, we urge you to fill out and return the enclosed proxy card to ensure your vote is counted.

*Beneficial Owner: Shares Registered in the Name of a Broker or Bank*

If on March 15, 2010 your shares were held, not in your name, but rather in an account at a brokerage firm, bank, dealer, or other similar organization, then you are the beneficial owner of shares held in “street name” and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered to be the stockholder of record for purposes of voting at the annual meeting. As a beneficial owner, you have the right to direct your broker or other agent regarding how to vote the shares in your account. You are also invited to attend the annual meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the meeting unless you request and obtain a valid proxy from your broker or other agent.

**What am I voting on?**

There are two matters scheduled for a vote:

- Election as Class III directors to hold office until the 2013 Annual Meeting of Stockholders, the following three nominees recommended by the Board of Directors: Eric N. Prystowsky, M.D., Rebecca W. Rimel and Robert J. Rubin, M.D.; and

- Ratification of the selection by the Audit Committee of the Board of Directors of Ernst & Young LLP, Independent Registered Public Accounting Firm, as independent auditors of the Company for its fiscal year ending December 31, 2010.

### **How do I vote?**

You may either vote “For” all nominees to the Board of Directors or you may “Withhold” your vote for any nominee you specify. For the other matters to be voted on, you may vote “For” or “Against” or abstain from voting. The procedures for voting are fairly simple:

#### *Stockholder of Record: Shares Registered in Your Name*

If you are a stockholder of record, you may vote in person at the annual meeting or vote by proxy using the enclosed proxy card. Whether or not you plan to attend the meeting, we urge you to vote by proxy to ensure your vote is counted. You may still attend the meeting and vote in person even if you have already voted by proxy.

- To vote in person, come to the annual meeting and we will give you a ballot when you arrive.
- To vote using the proxy card, simply complete, sign and date the enclosed proxy card and return it promptly in the envelope provided. If you return your signed proxy card to us before the annual meeting, we will vote your shares as you direct.

#### *Beneficial Owner: Shares Registered in the Name of Broker or Bank*

If you are a beneficial owner of shares registered in the name of your broker, bank, or other agent, you should have received a proxy card and voting instructions with these proxy materials from that organization rather than from CardioNet. Simply complete and mail the proxy card to ensure that your vote is submitted to your broker or bank. Alternatively, you may vote as instructed by your broker or bank. To vote in person at the annual meeting, you must obtain a valid proxy from your broker, bank, or other agent. Follow the instructions from your broker or bank included with these proxy materials, or contact your broker or bank to request a proxy form.

### **How many votes do I have?**

On each matter to be voted upon, you have one vote for each share of Common Stock you own as of March 15, 2010.

### **What if I return a proxy card but do not make specific choices?**

If you return a signed and dated proxy card without marking any voting selections, your shares will be voted “For” the election of the nominees for director and “For” the ratification of the selection of Ernst & Young LLP, Independent Registered Public Accounting Firm, as the Company’s independent auditors for the fiscal year ending December 31, 2010. If any other matter is properly presented at the meeting, your proxyholder (one of the individuals named on your proxy card) will vote your shares using his or her best judgment.

### **Who is paying for this proxy solicitation?**

The Company will pay for the entire cost of soliciting proxies. In addition to these mailed proxy materials, our directors and employees may also solicit proxies in person, by telephone, or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

**What does it mean if I receive more than one proxy card?**

If you receive more than one proxy card, your shares are registered in more than one name or are registered in different accounts. Please complete, sign and return **each** proxy card to ensure that all of your shares are voted.

**Are proxy materials available on the internet?**

This proxy statement and our 2009 annual report to stockholders are available at <http://www.cardionet.com> in the “Investor Relations” section.

**Can I change my vote after submitting my proxy?**

Yes. You can revoke your proxy at any time before the final vote at the meeting. If you are the record holder of your shares, you may revoke your proxy in any one of three ways:

- You may submit another properly completed proxy card with a later date.
- You may send a timely written notice that you are revoking your proxy to CardioNet’s Secretary at 227 Washington Street #201, Conshohocken, Pennsylvania 19428.
- You may attend the annual meeting and vote in person. Simply attending the meeting will not, by itself, revoke your proxy.

If your shares are held by your broker or bank as a nominee or agent, you should follow the instructions provided by your broker or bank.

**When are stockholder proposals due for next year’s annual meeting?**

To be considered for inclusion in next year’s proxy materials or if you wish to submit a proposal that is not to be included in next year’s proxy materials or to nominate a director, you must submit such proposal, nomination or other matter in writing to CardioNet’s Secretary at 227 Washington Street #201, Conshohocken, Pennsylvania 19428 not later than the close of business on February 4, 2011 nor earlier than the close of business on January 7, 2011; provided, however, that in the event that the date of the 2011 Annual Meeting changes more than 30 days from May 7, 2011, your written proposal must be delivered not earlier than the close of business on the 120th day prior to the date of the 2011 Annual Meeting and not later than the close of business on the later of the 90th day prior to the date of the 2011 Annual Meeting or the 10th day following the day on which public announcement of the date of the 2011 Annual Meeting is first made by the Company. A stockholder proposal will need to comply with the Securities and Exchange Commission regulations under Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the “1934 Act”), regarding the inclusion of stockholder proposals in company-sponsored proxy materials. Although our Board of Directors will consider stockholder proposals, we reserve the right to omit from our proxy statement, or to vote against, stockholder proposals that we are not required to include under the Exchange Act, including Rule 14a-8.

Your notice to the Secretary shall set forth: (A) your name and address, and the class and number of shares of the Company’s Common Stock which you beneficially own; (B) whether you intend to deliver a proxy statement and form of proxy to the holders of at least the number of shares of the Company necessary to carry the proposal, or in the case of a nomination for director, a sufficient number of shares of the Company necessary to elect such nominee; (C) as to each person whom you propose to nominate for election or reelection as a director all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to Regulation 14A under the 1934 Act and Rule 14a-4(d) thereunder (including such person’s written consent to being named in the proxy statement as a

nominee and to serving as a director if elected); and (D) as to any other business that you propose to bring before the meeting, a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting and any material interest you have in such business.

For more information, please refer to the Company's Bylaws filed as Exhibit 3.2 to the Company's Registration Statement on Form S-1 (File No. 33-145547) originally filed with the United States Securities and Exchange Commission on August 17, 2007.

#### **How are votes counted?**

Votes will be counted by the inspector of election appointed for the meeting, who will separately count "For" and "Withhold" and, with respect to proposals other than the election of directors, "Against" votes, abstentions and broker non-votes. Abstentions will be counted towards the vote total for each proposal, and will have the same effect as "Against" votes. Broker non-votes have no effect and will not be counted towards the vote total for any proposal.

#### **What are "broker non-votes"?**

Broker non-votes occur when a beneficial owner of shares held in "street name" does not give instructions to the broker or nominee holding the shares as to how to vote on matters deemed "non-routine." Generally, if shares are held in street name, the beneficial owner of the shares is entitled to give voting instructions to the broker or nominee holding the shares. If the beneficial owner does not provide voting instructions, the broker or nominee can still vote the shares with respect to matters that are considered to be "routine," but not with respect to "non-routine" matters. Under the rules and interpretations of the New York Stock Exchange, "non-routine" matters include the election of directors and generally those matters involving a contest or a matter that may substantially affect the rights or privileges of shareholders, such as mergers or stockholder proposals.

#### **How many votes are needed to approve each proposal?**

- For the election of directors, who are elected by a plurality, the three nominees receiving the most "For" votes (from the holders of votes of shares present in person or represented by proxy and entitled to vote on the election of directors) will be elected. Only votes "For" or "Withheld" will affect the outcome. Please note that this year the rules regarding how brokers may vote your shares have changed. Brokers may no longer vote your shares on the election of directors in the absence of your specific instructions as to how to vote. We encourage you to provide instructions to your broker regarding the voting of your shares.
- To be approved, Proposal No. 2, ratification of the selection of Ernst & Young LLP, Independent Registered Public Accounting Firm, as our independent auditors for the fiscal year ending December 31, 2010, must receive a "For" vote from the majority of shares present and entitled to vote either in person or by proxy. If you "Abstain" from voting, it will have the same effect as an "Against" vote. Broker non-votes will have no effect.

#### **What is the quorum requirement?**

A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if stockholders holding at least a majority of the outstanding shares are present at the meeting in person or represented by proxy. On the record date, there were 23,879,394 shares outstanding and entitled to vote. Thus, the holders of 23,879,394 shares must be present in person or represented by proxy at the meeting or by proxy to have a quorum.

Your shares will be counted towards the quorum only if you submit a valid proxy (or one is submitted on your behalf by your broker, bank or other nominee) or if you vote in person at the meeting. Abstentions and broker non-votes will be counted towards the quorum requirement. If there is no quorum, the holders of a majority of shares present at the meeting in person or represented by proxy or the chairman of the meeting may adjourn the meeting to another date.

**How can I find out the results of the voting at the annual meeting?**

Preliminary voting results will be announced at the annual meeting. Final voting results will be reported by the Company on Form 8-K within four business days after the annual meeting.

## **PROPOSAL 1**

### **ELECTION OF DIRECTORS**

Our Board of Directors currently consists of seven authorized members and is divided into three classes, each of which has a three year term. Class I consists of two directors, Class II consists of two directors and Class III consists of three directors. Vacancies on the Board of Directors may be filled only by persons elected by a majority of the remaining directors. A director elected by the Board of Directors to fill a vacancy in a class, including vacancies created by an increase in the number of directors, shall serve for the remainder of the full term of that class and until the director's successor is elected and qualified.

The Board of Directors currently has seven members and there are currently three directors serving as Class III directors: Eric N. Prystowsky, M.D., Rebecca W. Rimel and Robert J. Rubin, M.D. The term of office of the Class III directors expires in 2010. We are nominating Eric N. Prystowsky, M.D., Rebecca W. Rimel and Robert J. Rubin, M.D. for re-election at the 2010 Annual Meeting. Drs. Prystowsky and Rubin and Ms. Rimel were appointed by the Board of Directors in March 2001, July 2007 and May 2009 respectively. If elected at the annual meeting, each of these nominees would serve until the 2013 annual meeting and until his or her successor is elected and has qualified, or, if sooner, until the director's death, resignation or removal. It is the Company's policy to invite directors and nominees for director to attend the annual meeting.

Harry Rein, formerly a Class I director, resigned from our Board of Directors effective August 4, 2008. Woodrow A. Myers Jr., M.D., formerly a Class II director, did not stand for re-election at the 2009 Annual Meeting. Thus, there is one vacancy in each of the Class I and Class II directors, and we are seeking to identify individuals to fill these vacancies. All of our Directors attended our 2009 Annual Meeting of Stockholders.

Directors are elected by a plurality of the votes of the holders of shares present in person or represented by proxy and entitled to vote on the election of directors. The two nominees receiving the most "For" votes (among votes properly cast in person or by proxy) will be elected. If no contrary indication is made, shares represented by executed proxies will be voted "For" the election of the three nominees named above or, if either nominee becomes unavailable for election as a result of an unexpected occurrence, "For" the election of a substitute nominee designated by our Board of Directors. Each nominee has agreed to serve as a director if elected, and we have no reason to believe that any nominee will be unable to serve.



**The Board Of Directors Recommends  
A Vote In Favor Of Each Named Nominee.**

The following is a brief biography for each nominee for Class III director and each person whose term of office as a Class I or Class II director will continue after the annual meeting.

<u>Name</u>	<u>Age</u>	<u>Position</u>
<b>Directors:</b>		
<b>Class I Directors:</b>		
Ronald A. Ahrens(2)(3) . . . . .	70	Director
Fred Middleton(1)(3) . . . . .	60	Director
<b>Class II Directors:</b>		
Kirk E. Gorman(1) . . . . .	59	Director
Randy H. Thurman . . . . .	60	Director, Chairman, President and Chief Executive Officer
<b>Class III Directors:</b>		
Eric N. Prystowsky, M.D.(2)(3) . . . . .	62	Director
Rebecca W. Rimel(2) . . . . .	59	Director
Robert J. Rubin, M.D.(1)(3) . . . . .	64	Director

- (1) Member of the Audit Committee.
- (2) Member of the Compensation Committee.
- (3) Member of the Nominating and Corporate Governance Committee.

**NOMINEES FOR ELECTION FOR A THREE-YEAR TERM EXPIRING AT THE 2013 ANNUAL MEETING**

***Eric N. Prystowsky, M.D.*** Dr. Prystowsky has been a member of our Board of Directors since March 2001. Since 1988, Dr. Prystowsky has served as the Director, Clinical Electrophysiology Laboratory at St. Vincent Hospital, Indianapolis Indiana. Since 1988, Dr. Prystowsky has served as Consulting Professor of Medicine at Duke University. Since 2004, he has served as the associate editor of Hurst Textbook of Cardiology and, since January 2004, he has served as editor-in-chief of the Journal of Cardiovascular Electrophysiology. From 1992 to 1994, he served as the Chairman of the American Heart Association’s Committee on Electrocardiography and Electrophysiology and, from May 2001 to May 2002, as President of the Heart Rhythm Society. Dr. Prystowsky also served as the Chairman of the ABIM test writing committee for the Electrophysiology Boards until July 2008. Dr. Prystowsky currently serves on the Board of Directors of Stereotaxis, Inc., a biotechnology company. Dr. Prystowsky received an undergraduate degree from the Pennsylvania State University and an M.D. from the Mount Sinai School of Medicine. Dr. Prystowsky brings relevant real-time clinical and academic experience as a published and renowned electrophysiologist with St. Vincent Hospital and Consulting Professor at Duke University. Dr. Prystowsky’s knowledge of and experience with cardiac medicine is vast and includes leading positions within the American Heart Association as well as the Heart Rhythm Society. Dr. Prystowsky also brings to the Board of Directors specific experience in serving as a board member of another company.

***Rebecca W. Rimel.*** Ms. Rimel has been a member of our Board of Directors since May 2009. She joined The Pew Charitable Trusts in 1983 as Health Program Manager and has led the organization for 20 years as Executive Director from 1988 through 1994 and in her current position as President and CEO since 1994. From 1981 through 1983, Ms. Rimel served as Assistant Professor in the Department of Neurosurgery at the University of Virginia Hospital. Along with additional teaching and practitioner positions at the University of Virginia Hospital, she also held the title of Head Nurse of the medical center’s emergency department. Ms. Rimel serves as a member of the Board of The Pew Charitable



Trusts, and on the Boards of DWS Mutual Funds and the Thomas Jefferson Foundation. Ms. Rimel received her Bachelor of Science from the University of Virginia School of Nursing in 1973, and earned a Master of Business Administration from James Madison University in 1983. Ms. Rimel brings to the Company a superior reputation for leadership and experience in the clinical, academic and business sectors of the healthcare industry. She has had, and continues to build, an exemplary career in public policy, non-profit administration, advocacy and innovation related to the healthcare field. Ms. Rimel's education serves as a basis for her contributions, past and present, as a member of the board of directors for various public and private companies.

**Robert J. Rubin, M.D.** Dr. Rubin has been a member of our Board of Directors since July 2007. He has been a clinical professor of medicine at Georgetown University since 1995. From 1987 to 2001, he was president of the Lewin Group (purchased by Quintiles Transnational Corp. in 1996), a national health policy and management consulting firm. From 1994 to 1996, Dr. Rubin served as Medical Director of ValueRx, a pharmaceutical benefits company. From 1992 to 1996, Dr. Rubin served as President of Lewin-VHI, a health care consulting company. From 1987 to 1992, he served as President of Lewin-ICF, a health care consulting company. From 1984 to 1987, Dr. Rubin served as a principal for ICF, Inc., a health care consulting company. From 1981 to 1984, Dr. Rubin served as the Assistant Secretary for Planning and Evaluation at the Department of Health and Human Services and as an Assistant Surgeon General in the United States Public Health Service. Dr. Rubin is a board certified nephrologist and internist. Dr. Rubin received an undergraduate degree in Political Science from Williams College and an M.D. from Cornell University. Dr. Rubin brings over 30 years of specific experience as a professor, policy maker, clinician and business professional dedicated to the medical profession. His specific experience with the United States Department of Health and Human Services and Assistant Surgeon General is a unique and invaluable qualification lending insight into governmental practice, policy making and regulation. Dr. Rubin's extensive and diverse background in education, government and business allows him to serve as a resource on a broad spectrum of matters.

**THE BOARD OF DIRECTORS RECOMMENDS  
A VOTE IN FAVOR OF EACH NOMINEE NAMED ABOVE.**

**DIRECTORS CONTINUING IN OFFICE UNTIL THE 2011 ANNUAL MEETING**

**Ronald A. Ahrens.** Mr. Ahrens has been a member of our Board of Directors since August 2008. From 2004 to the present, Mr. Ahrens has served as the Vice Chairman of the Board of Directors and as a member of the Compensation Committee of Temptime Corporation, a healthcare technology company. Previously he served as a member of the Board of Directors and Chairman of the Compensation Committee of VIASYS Healthcare Inc., a global medical technology company, from November 2001 until its acquisition in July 2007 for \$1.5 billion by Cardinal Health. Mr. Ahrens' past experience includes serving as Chairman of the Board of Directors of Closure Medical Corporation, a medical devices corporation, from 1999 through June 2004, St. Ives Laboratories, Inc., a hair and skin care company from 1995 to 1997 and from 1990 to 1993 as a member of the Board of Directors of Alcide Corporation, an animal healthcare technology company. Earlier in his career, Mr. Ahrens held various positions with Merck & Co, Inc. a global pharmaceuticals products company, including President of Merck Consumer Healthcare Group Worldwide and Executive Vice President of Merck Consumer Healthcare Group International. Mr. Ahrens received an undergraduate degree in English from Concordia College and a Masters in Sacred Theology from Concordia Seminary. Mr. Ahrens is a veteran of the healthcare industry and brings to the Board over forty years of senior executive and management experience with both public and private pharmaceutical and device companies. He has also established a strong track record serving and consulting for significant public and private company board of directors. Mr. Ahrens' breadth of knowledge and hands-on business experience provides him with the necessary skill to serve as the lead independent director for the Board of Directors and to easily relate to and liaison between other members and executives within the Company.

**Fred Middleton.** Mr. Middleton has been a member of our Board of Directors since April 2000. Since 1987, he has been a General Partner/Managing Director of Sanderling Ventures, a firm specializing in biomedical venture capital. From 1984 through 1986, he was the Managing General Partner of Morgan Stanley Ventures, an affiliate of Morgan Stanley & Co. Earlier in his career, Mr. Middleton was part of the founding management team at Genentech, Inc., a biotechnology company, serving there from 1978 through 1984 as Vice President of Finance and Corporate Development, and Chief Financial Officer. During the last 30 years, he has participated in active management roles and as an investor and director in over 25 start-up biomedical companies. Currently he serves as Chairman of the Board of Stereotaxis, Inc., a publicly-traded medical device company based in St. Louis that develops and markets magnetically guided robotic surgery systems in cardiology. He also currently serves as a board member of seven other privately-held biomedical companies, engaged in the development of innovative products and therapies in healthcare and previously served on the board of Favril, Inc. Mr. Middleton received a Bachelor of Science degree in Chemistry from the Massachusetts Institute of Technology and an M.B.A. from Harvard Business School. Mr. Middleton brings significant executive experience in finance, strategy and development of new technologies in the field of medicine. Previously he has served as a board member for eight publicly-held biomedical companies since 1990. In his capacity as a director he has also served as the Chair of either the audit or compensation committees for several of these companies.

#### **DIRECTORS CONTINUING IN OFFICE UNTIL THE 2012 ANNUAL MEETING**

**Kirk E. Gorman.** Mr. Gorman has been a member of our Board of Directors since August 2008. Mr. Gorman has served as the Senior Vice President, Chief Financial Officer of Jefferson Health System, a hospital system in Philadelphia, Pennsylvania since September 2003. Mr. Gorman has also been a member of the Board of Directors and Audit Committee of IASIS Healthcare LLC since February 2004. From April 1987 to March 2003, Mr. Gorman served as the Senior Vice President, Chief Financial Officer of Universal Health Services, Inc, a hospital management company and President, Chief Financial Officer and a member of the Board of Trustees of Universal Health Realty Income Trust, a real estate investment trust specializing in healthcare and human service related facilities. From June 2007 to October 2009, he also served on the board of Care Investment Trust, a real estate investment trust. From November 2001 to December 2003 and February 2005 until its acquisition by Cardinal Health, Inc. in July 2007, Mr. Gorman served as a member of the Board of Directors of VIASYS Healthcare, Inc. a healthcare technology company. Mr. Gorman received an undergraduate degree from Dartmouth College and an M.B.A. from the Amos Tuck School of Business. Mr. Gorman brings extensive financial knowledge and experience as the Chief Financial Officer of numerous healthcare related companies, including Jefferson Health System, the largest hospital system in Philadelphia. His specific and ongoing healthcare related financial experience with reimbursement, tax, accounting, and financial and strategic planning is especially valuable to the Company. Mr. Gorman also brings significant public company board of director and audit committee experience.

**Randy H. Thurman.** Mr. Thurman has served as our Chairman, President and Chief Executive Officer since February 2009 and a member of our Board of Directors since July 2008. Mr. Thurman served as our Interim President and Chief Executive Officer from January to February 2009 and our Executive Chairman from July 2008 to January 2009. Since May 2008 Mr. Thurman has served as an advisor to New Mountain Capital, LLC, a private and public equity investment firm. From July 2007 through June 2008 Mr. Thurman served as a consultant to Cardinal Health, Inc., a global healthcare provider. From April 2001 until its acquisition by Cardinal Health, Inc. in July 2007, Mr. Thurman served as Chief Executive Officer of VIASYS Healthcare Inc., a healthcare technology company. Mr. Thurman also served as Chairman of the Board of Directors and President of VIASYS Healthcare Inc. from November 2001 and July 2004, respectively, until the time of its acquisition by Cardinal Health, Inc. From 1996 to April 2001, Mr. Thurman served as Chairman and Chief Executive

Officer of Strategic Reserves LLC, a privately held company providing funding and strategic direction to healthcare technology companies. From 1993 to 1996, Mr. Thurman was Chairman and CEO of Corning Life Sciences, Inc., which was a global leader in clinical laboratory testing, pharmaceutical research and esoteric reference testing. Concurrent with the aforementioned positions, Mr. Thurman served as Chairman of the Board of Directors of Enzon Pharmaceuticals, Inc. from 1994 to 2001. From 1984 to 1993, Mr. Thurman held various positions at Rhone-Poulenc Rorer Pharmaceuticals, Inc., a global pharmaceutical company, ultimately as its President. Mr. Thurman received an undergraduate degree in Economics from Virginia Polytechnic Institute and a Master's in Economics from Webster University. Mr. Thurman brings extraordinary leadership and broad public company experience in the healthcare technology sector.

## **INFORMATION REGARDING THE BOARD OF DIRECTORS AND CORPORATE GOVERNANCE**

### **INDEPENDENCE OF THE BOARD OF DIRECTORS**

As required under the Nasdaq Stock Market ("Nasdaq") listing standards, a majority of the members of a listed company's Board of Directors must qualify as "independent," as affirmatively determined by the Board of Directors. The Board of Directors consults with the Company's counsel to ensure that the Board of Directors' determinations are consistent with relevant securities and other laws and regulations regarding the definition of "independent," including those set forth in pertinent listing standards of the Nasdaq, as in effect from time to time.

Consistent with these considerations, after review of all relevant transactions or relationships between each director, or any of his or her family members, and the Company, its senior management and its independent registered public accounting firm, the Board of Directors has affirmatively determined that the following directors are independent directors within the meaning of the applicable Nasdaq listing standards: Messrs. Ahrens, Gorman, Middleton, Ms. Rimel and Drs. Prystowsky and Rubin. In making this determination, the Board of Directors found that none of these directors or nominees for director had a material or other disqualifying relationship with the Company. Mr. Thurman, the Company's President and Chief Executive Officer is not an independent director by virtue of his employment with the Company.

### **BOARD LEADERSHIP STRUCTURE AND ROLE IN OVERSIGHT OF RISK**

Since February 2009, Mr. Thurman has served as the Chairman of our Board of Directors as well as our Chief Executive Officer and President. The Board of Directors believes there are efficiencies of having the Chief Executive Officer also serve in the role of Chairman of the Board of Directors. As our Chief Executive Officer and President, Mr. Thurman is responsible for the day-to-day operation of the Company and for the implementation of the Company's strategy. Because the performance of the Company is an important part of the discussion at meetings of our Board of Directors, Mr. Thurman leads these discussions. In order to provide for an open and trustful relationship between the Board of Directors and the Company's senior management team and to perform such tasks and exercise such additional powers as may be conferred upon him by the Board of Directors from time to time, in December, 2010 the Board of Directors designated Mr. Ahrens, as the lead independent director. In this role, Mr. Ahrens is responsible for working in conjunction with the Nominating and Corporate Governance Committee in compliance with such committee's processes to coordinate the search for all members of the Board and make recommendations to the Board of Directors regarding such matters, coordinating the search for executive candidates and making recommendations to the Board of Directors regarding such matters; presiding at all executive sessions of the non-employee members of the Board of Directors, acting as a liaison between the non-employee directors and the Chairman of the Board of Directors and facilitating discussions among the non-employee directors on key issues and concerns outside of Board of Directors meetings, offering strategic advice regarding proposed

transactions, and exercising such additional powers as may be conferred upon such Lead Director by resolution of the Board of Directors or the Nominating and Corporate Governance Committee from time to time.

Heather C. Getz, the Company’s Senior Vice President and Chief Financial Officer, and Philip G. Leone, the Company’s Senior Vice President, Reimbursement Services, Regulatory and Compliance, report regularly to our Board of Directors on the Company’s risk practices. While the Board of Directors oversees the Company’s risk management, the Company’s management is responsible for the administration of day-to-day risk management practices. We believe this division of responsibilities is the most effective approach for addressing the risks facing the Company and that our Board of Directors’ leadership structure supports this approach.

**MEETINGS OF THE BOARD OF DIRECTORS**

The Board of Directors met ten (10) times during the fiscal year ended December 31, 2009. All directors attended at least 75% of the aggregate of the meetings of the Board of Directors and of the committees on which they served, held during the period for which they were directors or committee members.

**INFORMATION REGARDING COMMITTEES OF THE BOARD OF DIRECTORS**

During the fiscal year ended December 31, 2009, the Board of Directors of CardioNet maintained three committees; the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. The following table provides membership information for each of the committees of the Board of Directors as of March 15, 2010:

<u>Name</u>	<u>Audit</u>	<u>Compensation</u>	<u>Nominating and Corporate Governance</u>
Fred Middleton . . . . .	X		X
Ronald A. Ahrens . . . . .		X*	X
Robert J. Rubin, M.D. . . . .	X		X*
Eric N. Prystowsky, M.D. . . . .		X	X
Kirk E. Gorman . . . . .	X*		
Rebecca W. Rimel . . . . .		X	

\* Committee Chairperson

Below is a description of each committee of the Board of Directors as such committees have been constituted during the fiscal year ended December 31, 2009 and are presently constituted. The Board of Directors has determined that each current member of each committee meets the applicable SEC and Nasdaq rules and regulations regarding “independence” and that each member is free of any relationship that would impair his or her individual exercise of independent judgment with regard to the Company.

## **Audit Committee**

The Audit Committee of the Board of Directors was established by the Board of Directors in accordance with Section 3(a)(58)(A) of the 1934 Act to oversee the Company's corporate accounting and financial reporting processes and audits of its financial statements. The Board of Directors has adopted an Audit Committee Charter which is available on our website at <http://investors.cardionet.com>. The functions of this committee include, among other things:

- evaluating the performance of our independent auditors and determining whether to retain their services for the ensuing year;
- reviewing and pre-approving the engagement of our independent auditors to perform audit services;
- reviewing and proposing to the full Board of Directors for approval any permissible non-audit services;
- reviewing our annual financial statements and reports and discussing the statements and reports with our independent auditors and management;
- reviewing with our independent auditors and management significant issues that arise regarding accounting principles and financial statement presentation, and matters concerning the effectiveness of internal auditing and financial reporting controls; and
- establishing procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters.

Both our independent registered public accounting firm and management periodically meet privately with our Audit Committee.

Our Audit Committee currently consists of Messrs. Gorman and Middleton and Dr. Rubin, each of whom is a non-employee director of our Board of Directors. Mr. Gorman is currently the Chairman of our Audit Committee. Mr. Middleton served as Chairman of the Audit Committee until May 2009. Dr. Myers was a member of the Audit Committee until the 2009 Annual Meeting where he did not seek re-election, and he was replaced by Dr. Rubin. The Audit Committee met twelve (12) times in 2009. The Board of Directors reviews the Nasdaq listing standards definition of independence for Audit Committee members on an annual basis and has determined that all current members of the Company's Audit Committee are independent (as independence is currently defined in Rule 4350(d)(2)(A)(i) and (ii) of the Nasdaq listing standards). Our Board of Directors has determined that Mr. Middleton is a financial expert. The Board of Directors made a qualitative assessment of Mr. Middleton's level of knowledge and experience based on a number of factors, including his formal education and experience as a chief financial officer for public reporting companies.

## **Report of the Audit Committee of the Board of Directors**

During fiscal year 2009, the Audit Committee met twelve (12) times. In the exercise of the Audit Committee's duties and responsibilities, the Audit Committee has reviewed and discussed the audited financial statements for the fiscal year ended December 31, 2009 with the Company's management. The Audit Committee has discussed with the independent registered public accounting firm the matters required to be discussed by the Statement on Auditing Standards No. 61, as amended (AICPA, *Professional Standards*, Vol. 1. AU section 380), as adopted by the Public Company Accounting Oversight Board ("PCAOB") in Rule 3200T. The Audit Committee has also received the written disclosures and the letter from the independent registered public accounting firm required by the Independence Standards Board Standard No. 1 (*Independence Discussions with Audit Committees*), as adopted by the PCAOB in Rule 3600T and has discussed with the independent registered public accounting firm the independent registered public accounting firm's independence. Based on its review



and discussions and subject to the limitations on the role and responsibilities of the Audit Committee in its charter, the Audit Committee recommended to the Board that the audited financial statements for fiscal year 2009 be included in the Company's Annual Report to shareholders on Form 10-K filed with the Securities and Exchange Commission.

Kirk E. Gorman, Chair  
Fred Middleton  
Robert J. Rubin, M.D.

*This Report of the Audit Committee is not "soliciting material" and shall not be deemed incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act of 1933 or under the Securities Exchange Act of 1934, as amended, except to the extent the Company specifically incorporates this report by reference, and shall not otherwise be deemed filed under such Acts.*

### **Compensation Committee**

The Compensation Committee currently consists of three directors, Mr. Ahrens, the Chairman of the Compensation Committee, Dr. Prystowsky and Ms. Rimel. All members of the Company's Compensation Committee are independent (as independence is currently defined in Rule 4200(a)(15) of the Nasdaq listing standards and section 162(m) of the Internal Revenue Code of 1986, as amended. In connection with his appointment as the Company's President and Chief Executive Officer, Mr. Thurman resigned from the Compensation Committee. In fiscal year 2009, the Compensation Committee met four times.

The Board of Directors has adopted a Compensation Committee Charter which was revised as of January 22, 2009 and is available on our website at <http://investors.cardionet.com>.

The Compensation Committee of the Board of Directors acts on behalf of the Board of Directors to review, recommend for adoption, and oversee the Company's compensation strategy, policies, plans and programs, including:

- reviewing and recommending to the Board of Directors the compensation and other terms of employment of our Chief Executive Officer;
- reviewing and approving the compensation and other terms of employment of our executive officers (other than the Chief Executive Officer);
- reviewing and recommending to the Board of Directors performance goals and objectives relevant to the compensation of our Chief Executive Officer and assessing his or her performance against these goals and objectives;
- interpreting, administering, and granting, or with respect to the Chief Executive Officer recommending for approval by the Board of Directors, awards under the equity incentive plans, compensation plans and similar programs advisable for us, as well as modification or termination of existing plans and programs;
- reviewing and periodically assessing the adequacy of compensation to be paid or awarded to members of the Board of Directors;
- establishing policies with respect to equity compensation arrangements;
- reviewing the competitiveness of our executive compensation programs and evaluating the effectiveness of our compensation policy and strategy in achieving expected benefits to us;

- reviewing and recommending to the Board of Directors the terms of any employment agreements, severance arrangements, change in control protections and any other compensatory arrangements for our executive officers;
- reviewing incentive compensation arrangements to ensure that such compensation arrangements do not encourage unnecessary risk taking; and
- reviewing with management our disclosures under the caption “Compensation Discussion and Analysis” and recommending to the full Board of Directors its inclusion in our periodic reports to be filed with the Securities and Exchange Commission.

Typically, the Compensation Committee meets quarterly and with greater frequency if necessary. The agenda for each meeting is usually developed by the Chair of the Compensation Committee. The Compensation Committee meets regularly in executive session. However, from time to time, various members of management and other employees as well as outside advisors or consultants may be invited by the Compensation Committee to make presentations, provide financial or other background information or advice or otherwise participate in Compensation Committee meetings. The Chief Executive Officer may not participate in or be present during any deliberations of the Compensation Committee regarding his compensation. The charter of the Compensation Committee grants the Compensation Committee full access to all books, records, facilities and personnel of the Company, as well as authority to obtain, at the expense of the Company, advice and assistance from internal and external legal, accounting or other advisors and consultants and other external resources that the Compensation Committee considers necessary or appropriate in the performance of its duties.

Our Compensation Committee retains the services of third party executive compensation specialists and consultants from time to time, as it sees fit, in connection with the establishment of cash and equity compensation and related policies.

The specific recommendations of the Compensation Committee with respect to executive compensation for the fiscal year ended December 31, 2009 are described in greater detail in the Compensation Discussion and Analysis section of this proxy statement.

#### **Compensation Committee Interlocks and Insider Participation**

As indicated above, the Compensation Committee currently consists of Mr. Ahrens, Ms. Rimel and Dr. Prystowsky. No member of the Compensation Committee has ever been an executive officer or employee of ours. None of our officers currently serves, or has served during the last completed year, on the Compensation Committee or the Board of Directors of any other entity that has one or more officers serving as a member of the Board of Directors or the Compensation Committee.

#### **Nominating and Corporate Governance Committee**

During fiscal year 2009, the Nominating and Corporate Governance Committee met three (3) times. In February 2009, in connection with his appointment as the Company’s President and Chief Executive Officer, Mr. Thurman resigned from the Nominating and Corporate Governance Committee, where he had served as the Chair. Dr. Rubin was then appointed as the Chair. Following Mr. Thurman’s resignation, the Nominating and Corporate Governance Committee is comprised of Mr. Ahrens and Drs. Prystowsky and Rubin, with the addition of Mr. Middleton who joined the Nominating and Corporate Governance Committee in May, 2009.

The Board of Directors has adopted a Nominating and Corporate Governance Committee Charter which is available on our website at <http://investors.cardionet.com>. All members of the Nominating and Corporate Governance Committee are independent (as independence is currently defined in Rule 4200(a)(15) of the Nasdaq listing standards).



The functions of the Nominating and Corporate Governance Committee include, among other things:

- identifying, reviewing and evaluating candidates to serve on our Board of Directors consistent with criteria approved by our Board of Directors;
- determining the minimum qualifications for service on our Board of Directors;
- evaluating director performance on the Board of Directors and applicable committees of the Board of Directors and determining whether continued service on our Board of Directors is appropriate;
- reviewing, evaluating and recommending individuals for membership on our Board of Directors;
- evaluating nominations by stockholders of candidates for election to our Board of Directors;
- considering and assessing the independence of members of our Board of Directors;
- developing, as appropriate, a set of corporate governance policies and principles, including a code of business conduct and ethics and reviewing and recommending to our Board of Directors any changes to such policies and principles;
- periodically reviewing with our CEO the succession plans for the office of CEO and for other key executive officers, and making recommendations to our Board of Directors of appropriate individuals to succeed to these positions;
- considering questions of possible conflicts of interest of directors as such questions arise;
- reviewing the adequacy of our Nominating and Corporate Governance Committee charter on a periodic basis; and
- reviewing and evaluating, at least annually, the performance of the Nominating and Corporate Governance Committee.

The Nominating and Corporate Governance Committee believes that candidates for director should have certain minimum qualifications, including the ability to read and understand basic financial statements, being over 21 years of age and having the highest personal integrity and ethics. The Nominating and Corporate Governance Committee also intends to consider such factors as possessing relevant expertise upon which to be able to offer advice and guidance to management, having sufficient time to devote to the affairs of the Company, demonstrated excellence in his or her field, having the ability to exercise sound business judgment and having the commitment to rigorously represent the long-term interests of the Company's stockholders. However, the Nominating and Corporate Governance Committee retains the right to modify these qualifications from time to time. Candidates for director nominees are reviewed in the context of the current composition of the Board of Directors, the operating requirements of the Company and the long-term interests of stockholders. In conducting this assessment, the Nominating and Corporate Governance Committee considers diversity, age, skills, and such other factors as it deems appropriate given the current needs of the Board of Directors and the Company, to maintain a balance of knowledge, experience and capability. The Nominating and Corporate Governance Committee places a high priority on identifying individuals with diverse skill sets and types of experience including identification of individuals from among the medical professional and medical device communities. In the case of incumbent directors whose terms of office are set to expire, the Nominating and Corporate Governance Committee reviews these directors' overall service to the Company during their terms, including the number of meetings attended, level of participation, quality of performance, and any other relationships and transactions that might impair the directors' independence. In the case of new director candidates, the Nominating and Corporate Governance Committee also determines whether the nominee is independent for Nasdaq purposes, which determination is based upon applicable Nasdaq listing standards, applicable SEC rules and regulations

and the advice of counsel, if necessary. The Nominating and Corporate Governance Committee then uses its network of contacts to compile a list of potential candidates, but may also engage, if it deems appropriate, a professional search firm. The Nominating and Corporate Governance Committee conducts any appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates after considering the function and needs of the Board of Directors. The Nominating and Corporate Governance Committee meets to discuss and consider the candidates' qualifications and then selects a nominee by majority vote.

The Nominating and Corporate Governance Committee will consider director candidates recommended by stockholders. The Nominating and Corporate Governance Committee does not intend to alter the manner in which it evaluates candidates, including the minimum criteria set forth above, based on whether or not the candidate was recommended by a stockholder. Stockholders who wish to recommend individuals for consideration by the Nominating and Corporate Governance Committee to become nominees for election to the Board of Directors for the 2011 Annual Meeting of Stockholders may do so by delivering a written recommendation to the Nominating and Corporate Governance Committee on or before January 30, 2011 at the following address: 227 Washington Street #201, Conshohocken, Pennsylvania 19428, Attn: Secretary. Submissions must include the full name of the proposed nominee, a description of the proposed nominee's business experience for at least the previous five years, complete biographical information, a description of the proposed nominee's qualifications as a director and the name of the nominating stockholder, a representation that the nominating stockholder is a beneficial or record holder of the Company's stock and has been a holder for at least one year. Any such submission must be accompanied by the written consent of the proposed nominee to be named as a nominee and to serve as a director if elected.

#### **STOCKHOLDER COMMUNICATIONS WITH THE BOARD OF DIRECTORS**

The Company's Board of Directors has adopted a formal process by which stockholders may communicate with the Board of Directors or any of its directors. This information is available on the Company's website at <http://investors.cardionet.com>.

#### **CODE OF ETHICS**

The Company has adopted the CardioNet, Inc. Code of Business Conduct and Ethics that applies to all officers, directors and employees, which was amended and updated to reflect current business practice and industry regulation on January 22, 2009. We intend to maintain the highest standards of ethical business practices and compliance with all laws and regulations applicable to our business. The Code of Business Conduct and Ethics is available on our website at <http://investors.cardionet.com>. If the Company makes any substantive amendments to the Code of Business Conduct and Ethics or grants any waiver from a provision of the Code to any executive officer or director, the Company will promptly disclose the nature of the amendment or waiver on its website at <http://investors.cardionet.com>.

## PROPOSAL 2

### RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS

The Audit Committee of the Board of Directors has selected Ernst & Young LLP as the Company's independent auditors for the fiscal year ending December 31, 2010 and has further directed that management submit the selection of independent auditors for ratification by the stockholders at the Annual Meeting. Ernst & Young LLP has audited the Company's financial statements since 2004. Representatives of Ernst & Young LLP are expected to be present at the Annual Meeting. They will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Neither the Company's Bylaws nor other governing documents or law require stockholder ratification of the selection of Ernst & Young LLP as the Company's independent auditors. However, the Audit Committee of the Board of Directors is submitting the selection of Ernst & Young LLP to the stockholders for ratification as a matter of good corporate practice. If the stockholders fail to ratify the selection, the Audit Committee of the Board of Directors will reconsider whether or not to retain that firm. Even if the selection is ratified, the Audit Committee of the Board of Directors in its discretion may direct the appointment of different independent auditors at any time during the year if they determine that such a change would be in the best interests of the Company and its stockholders.

The affirmative vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote at the annual meeting will be required to ratify the selection of Ernst & Young LLP. Abstentions will be counted toward the tabulation of votes cast on proposals presented to the stockholders and will have the same effect as negative votes. Broker non-votes are counted towards a quorum, but are not counted for any purpose in determining whether this matter has been approved.

### PRINCIPAL ACCOUNTANT FEES AND SERVICES

In 2009, the Company entered into an engagement agreement with Ernst & Young LLP which sets forth the terms by which Ernst & Young LLP will perform audit services for the Company. That agreement is subject to alternative dispute resolution procedures and an exclusion of punitive damages.

The following table represents aggregate fees billed to the Company for the fiscal years ended December 31, 2008 and December 31, 2009, by Ernst & Young LLP, the Company's principal accountant. All fees described below were approved by the Audit Committee.

	Fiscal Year Ended	
	2009	2008
Audit Fees(1) . . . . .	\$ 958,772	\$ 636,000
Audit-related Fees (specifically describe audit-related fees incurred) . . . . .	\$ 0	\$ 0
Tax Fees(2) . . . . .	\$ 120,937	\$ 487,000
All Other Fees(3) . . . . .	\$ 0	\$ 0
Total Fees . . . . .	\$1,079,709	\$1,123,000

- (1) Audit fees were principally for services rendered for the audit and/or review of our consolidated financial statements. Also includes fees for services rendered in connection with (i) a private placement of preferred stock prior to our initial public offering and (ii) our initial public offering, including, without limitation, the filing of registration statements and other documents with the SEC, the issuance of accountant consents and comfort letters and assistance in responding to SEC comment letters.

- (2) Tax Fees consist of fees billed in the indicated year for professional services performed by Ernst & Young LLP with respect to tax compliance, tax advice and tax planning.
- (3) All Other Fees consist of fees billed in the indicated year for other permissible work performed by Ernst & Young LLP that is not included within the above category descriptions.

**PRE-APPROVAL POLICIES AND PROCEDURES**

The Audit Committee has adopted policies and procedures for the pre-approval of audit and non-audit services rendered by our independent auditor, Ernst & Young LLP. The policies generally pre-approve specified services in the defined categories of audit services, audit-related services, and tax services up to specified amounts. Pre-approval may also be given as part of the Audit Committee’s approval of the scope of the engagement of the independent auditor or on an individual explicit case-by-case basis before the independent auditor is engaged to provide each service. The pre-approval of services may be delegated to one or more of the Audit Committee’s members, but the decision must be reported to the full Audit Committee at its next scheduled meeting.

The Audit Committee has determined that the rendering of the services other than audit services by Ernst & Young LLP is compatible with maintaining the principal accountant’s independence.

**THE BOARD OF DIRECTORS RECOMMENDS  
A VOTE IN FAVOR OF PROPOSAL 2.**

**EXECUTIVE OFFICERS**

The following table sets forth information regarding our executive officers as of March 15, 2010:

<u>Name</u>	<u>Age</u>	<u>Position</u>
<b>Executive Officers:</b>		
Randy H. Thurman . . . . .	60	Director, Chairman, President and Chief Executive Officer
Heather C. Getz, CPA . . . . .	35	Senior Vice President and Chief Financial Officer
John F. Imperato . . . . .	52	Senior Vice President, Business Operations
Anna McNamara, RN . . . . .	62	Senior Vice President, Clinical Operations
Philip G. Leone . . . . .	45	Senior Vice President, Reimbursement Services, Regulatory and Compliance
Matthew S. Margolies . . . . .	47	Senior Vice President, Sales and Marketing

**Biographical Information for Executive Officers**

**Randy H. Thurman.** Mr. Thurman has served as our Chairman, President and Chief Executive Officer since February 2009 and a member of our Board of Directors since July 2008. Mr. Thurman served as our Interim President and Chief Executive Officer from January to February 2009 and our Executive Chairman from July 2008 to January 2009. Since May 2008 Mr. Thurman has served as an advisor to New Mountain Capital, LLC, a private and public equity investment firm. From July 2007 through June 2008 Mr. Thurman served as a consultant to Cardinal Health, Inc., a global healthcare provider. From April 2001 until its acquisition by Cardinal Health, Inc. in July 2007, Mr. Thurman served as Chief Executive Officer of VIASYS Healthcare Inc., a healthcare technology company. Mr. Thurman also served as Chairman of the Board of Directors and President of VIASYS Healthcare Inc. from November 2001 and July 2004, respectively, until the time of its acquisition by Cardinal Health, Inc. From 1996 to April 2001, Mr. Thurman served as Chairman and Chief Executive Officer of Strategic Reserves LLC, a privately held company providing funding and strategic direction

to healthcare technology companies. From 1993 to 1996, Mr. Thurman was Chairman and CEO of Corning Life Sciences, Inc., which was a global leader in clinical laboratory testing, pharmaceutical research and esoteric reference testing. Concurrent with the aforementioned positions, Mr. Thurman served as Chairman of the Board of Directors of Enzon Pharmaceuticals, Inc. from 1994 to 2001. From 1984 to 1993, Mr. Thurman held various positions at Rhone-Poulenc Rorer Pharmaceuticals, Inc., a global pharmaceutical company, ultimately as its President. Mr. Thurman received an undergraduate degree in Economics from Virginia Polytechnic Institute and a Master's in Economics from Webster University.

**Heather C. Getz, CPA.** Ms. Getz was appointed Senior Vice President and Chief Financial Officer in January 2010. Ms. Getz joined CardioNet in May 2009 as Vice President of Finance. From April 2008 to May 2009, Ms. Getz was Vice President of Finance at Alita Pharmaceuticals, Inc., a privately held specialty pharmaceutical company, responsible for all areas of finance, accounting and information systems. Prior to Alita Pharmaceuticals, Inc., from March 2002 to April 2008, Ms. Getz held various financial leadership positions at VIASYS Healthcare Inc., a healthcare technology company, including directing the company's global financial planning, budgeting and analysis, and external reporting functions. From June, 1997 to February 2002, Ms. Getz began her career at Sunoco, Inc., where she held various positions of increasing responsibility. Ms. Getz is a certified public accountant, and received her undergraduate degree in Accountancy and an MBA from Villanova University.

**John F. Imperato.** Mr. Imperato has served as our Senior Vice President, Business Operations since June 2008. From June 2007 to June 2008, Mr. Imperato served as Senior Vice President, Integration and Business Operations with Cardinal Health, Inc, a global manufacturer and distributor of medical and surgical supplies and technologies. From January 2006 to June 2007, Mr. Imperato served as Senior Vice President, Business Operations with VIASYS Healthcare Inc., a healthcare technology company that was acquired by Cardinal Health, Inc. in June 2007. From October 2001 to January 2006, Mr. Imperato served as Corporate Vice President, Finance with VIASYS Healthcare Inc. From 2000 to 2001, Mr. Imperato served as Chief Financial Officer of Auxilium A2, Inc., a pharmaceutical company engaged in development and marketing of ethical pharmaceutical products. From 1999 to 2000, Mr. Imperato served as Chief Financial Officer of Omnicare Clinical Services, Inc., a contract research organization. From 1984 to 1998, Mr. Imperato held several positions with Rhone-Poulenc Rorer Pharmaceuticals, Inc., including Vice President, Finance, Worldwide Industrial Operations. Mr. Imperato received an undergraduate degree in Accounting from Manhattan College and an M.B.A. from Pace University.

**Anna McNamara, RN.** Ms. McNamara has served as our Senior Vice President, Clinical Operations since September 2002. From February 2001 to September 2002, Ms. McNamara served as Executive Vice President of Clinical Operations for LifeWatch Corp., a health care services company. From July 1998 to February 2001, Ms. McNamara served as Vice President of Clinical Operations for Quality Diagnostic Services at Matria Healthcare, Inc., a health care company. From January 1997 to July 1998, Ms. McNamara served as Vice President of Clinical Operations for WebMD Health Corp., a web-based health information provider. Ms. McNamara received an undergraduate degree from Marymount College and an RN at Mercy Hospital in Scranton, PA.

**Philip G. Leone.** Mr. Leone has served as our Senior Vice President, Reimbursement Services, Regulatory and Compliance since December 2002. Prior to joining CardioNet, from July 1990 to April 2002, Mr. Leone served in numerous sales and executive sales management positions within Legend Healthcare, Inc., a home medical equipment and home-care service network provider, where he concluded as Executive Vice President/Chief Operating Officer. Mr. Leone received his undergraduate degree from Western New England College in Springfield, MA and was a Board Member of CHAP (Community Health Accreditation Program) from April 2000 to April 2001.

**Matthew S. Margolies.** Mr. Margolies has served as our Senior Vice President, Sales and Marketing since January 2009. Prior to joining CardioNet, Mr. Margolies was the Vice President of Sales for the Respiratory Care division at Cardinal Health, Inc., a global manufacturer and distributor of medical and surgical supplies and technologies. Prior to Cardinal Health, Inc., from 2004 to 2009 Mr. Margolies held several management positions with VIASYS Healthcare Inc. (acquired by Cardinal Health, Inc., in 2007), a healthcare technology company, including Division President of Respiratory Diagnostics, Senior Vice President of Sales and Marketing Respiratory Diagnostics, and Vice President of US Sales for Respiratory Diagnostics. Before VIASYS Healthcare Inc., from 1993 to 2004 Mr. Margolies held sales and marketing positions for the Mallinckrodt division of Covidien plc, a global healthcare products company. Mr. Margolies received an undergraduate degree in marketing from Ramapo College in NJ.

**SECURITY OWNERSHIP OF  
CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information regarding the ownership of the Company's Common Stock as of March 15, 2010 by: (i) each director and nominee for director; (ii) each of the executive officers named in the Summary Compensation Table; (iii) all executive officers and directors of the Company as a group; and (iv) all those known by the Company to be beneficial owners of more than five percent of its Common Stock.

<u>Beneficial Owner</u>	<u>Beneficial Ownership(1)</u>	
	<u>Number of Shares</u>	<u>Percent of Total</u>
Fred Middleton(2) . . . . .	679,866	2.8%
Robert J. Rubin, M.D.(3) . . . . .	58,834	*
Eric N. Prystowsky, M.D.(4) . . . . .	57,360	*
Kirk E. Gorman(6) . . . . .	32,428	*
Woodrow A. Myers Jr., M.D. . . . .	9,614	*
Ronald A. Ahrens(5) . . . . .	38,095	*
Randy H. Thurman(8) . . . . .	102,433	*
Rebecca W. Rimel(7) . . . . .	18,392	*
Arie Cohen . . . . .	26,914	*
Martin P. Galvan, CPA . . . . .	8,745	*
Heather C. Getz, CPA(11) . . . . .	40,000	*
Manny S. Gerolamo . . . . .	—	—
Anna McNamara, RN(10) . . . . .	18,603	*
John F. Imperato(9) . . . . .	56,048	*
Charles M. Gropper(12) . . . . .	43,586	*
George Hrenko(13) . . . . .	45,551	*
Philip G. Leone(14) . . . . .	16,269	*
Matthew S. Margolies . . . . .	1,868	*
BlackRock, Inc.(15) . . . . .	1,577,262	6.6%
Cumberland Associates LLC(16) . . . . .	1,495,319	6.3%
Discovery Group I, LLC(17) . . . . .	1,421,044	6.0%
All directors and executive officers as a group (19 persons)(18) . . . . .	1,254,606	5.2%

\* Less than one percent.

(1) This table is based upon information supplied by officers, directors and principal stockholders and Schedules 13D and 13G if any filed with the Securities and Exchange Commission (the "SEC"). Unless otherwise indicated in the footnotes to this table and subject to community property laws



where applicable, the Company believes that each of the stockholders named in this table has sole voting and investment power with respect to the shares indicated as beneficially owned. Applicable percentages are based on 23,879,394 shares outstanding on March 15, 2010, adjusted as required by rules promulgated by the SEC.

- (2) Includes options to purchase 22,500 shares of Common Stock, 1,876 of which will be unvested but exercisable as of March 15, 2010. Also includes options to purchase 15,611 shares of Common Stock, which will be exercisable as of March 15, 2010. Includes 603,541 shares of capital stock listed below held by certain affiliates of Sanderling Venture Partners. Mr. Middleton disclaims any beneficial ownership of the shares owned by these entities, except to the extent of his pecuniary interest therein.  
  
207,158 shares of capital stock held by Sanderling Venture Partners IV, L.P.;  
80,646 shares of capital stock held by Sanderling IV Biomedical, L.P.;  
129,186 shares of capital stock held by Sanderling IV Biomedical Co-Investment Fund, L.P.;  
64,587 shares of capital stock held by Sanderling Venture Partners IV Co-Investment Fund, L.P.;  
22,984 shares of capital stock held by Sanderling [Feri Trust] Venture Partners IV;  
80,819 shares of capital stock held by Sanderling IV Limited Partnership;  
8,550 shares of capital stock held by Sanderling VI Beteiligungs GmbH & Co. KG; and  
9,611 shares of capital stock held by Sanderling V Limited Partnership.
- (3) Includes options to purchase 15,000 shares of Common Stock, 13,750 of which will be unvested but exercisable as of March 15, 2010. Also includes options to purchase 13,489 shares of Common Stock, which will be exercisable as of March 15, 2010.
- (4) Includes options to purchase 27,500 shares of Common Stock, 1,251 of which will be unvested but exercisable as of March 15, 2010. Also includes options to purchase 15,187 shares of Common Stock, which will be exercisable as of March 15, 2010.
- (5) Includes options to purchase 24,787 shares of Common Stock, which will be exercisable as of March 15, 2010.
- (6) Includes options to purchase 20,620 shares of Common Stock, which will be exercisable as of March 15, 2010.
- (7) Includes options to purchase 9,338 shares of Common Stock, which will be exercisable as of March 15, 2010.
- (8) Includes options to purchase 77,397 shares of Common Stock, which will be exercisable as of March 15, 2010.
- (9) Includes options to purchase 53,126 shares of Common Stock, which will be exercisable as of March 15, 2010.
- (10) Includes options to purchase 12,710 shares of Common Stock, 781 of which will be unvested but exercisable as of March 15, 2010.
- (11) Includes options to purchase 40,000 shares of Common Stock, which will be exercisable as of March 15, 2010.
- (12) Includes options to purchase 36,000 shares of Common Stock, 15,625 of which will be unvested but exercisable as of March 15, 2010. Also includes options to purchase 2,900 shares of Common Stock, which will be exercisable as of March 15, 2010.
- (13) Includes options to purchase 42,900 shares of Common Stock, which will be exercisable as of March 15, 2010.



- (14) Includes options to purchase 14,687 shares of Common Stock, 2812 of which will be unvested but exercisable as of March 15, 2010.
- (15) The address of BlackRock, Inc. is 40 East 52nd Street, New York, NY 10022.
- (16) Cumberland Associates LLC is engaged in the business of managing, on a discretionary basis, three securities accounts, the principal one of which is Cumberland Partners. Gary G. Tynes, Bruce G. Wilcox, Andrew M. Wallach, Barry A. Konig, Steven D. Morrow and Bradley H. Gendell are the members (the “members”) of Cumberland Associates LLC. The number of shares beneficially owned by Cumberland Associates LLC set forth herein does not include 15,000 shares beneficially owned by one or more Members in individual personal accounts. The address of the principal business and office of Cumberland Associates LLC and each of the Members is 1114 Avenue of the Americas, New York, New York 10036.
- (17) Includes 1,211,793 shares beneficially owned by Discovery Equity Partners, L.P. (“Discovery Equity Partners”). Discovery Equity Partners is an Illinois limited partnership primarily engaged in the business of investing in securities. Discovery Group I, LLC (“Discovery Group”) is a Delaware limited liability company primarily engaged in the business of investing in securities. Daniel J. Donoghue is a Managing Member of Discovery Group and of various related entities, which is his principal occupation. Michael R. Murphy is a Managing Member of Discovery Group and of various related entities, which is his principal occupation. Both Mr. Donoghue and Mr. Murphy are United States citizens. The business address of Discovery Equity Partners and Discover Group is 191 North Wacker Drive, Suite 1685, Chicago, Illinois 60606. The total purchase price for the 1,421,044 shares of Common Stock beneficially owned by Discovery Group and Messrs. Donoghue and Murphy as of March 5, 2010 was approximately \$8,539,655, and the total purchase price for the 1,211,793 shares of Common Stock beneficially owned by Discovery Equity Partners was approximately \$7,281,185. The source of such funds was the assets of Discovery Equity Partners and another private investment partnership (collectively, the “Partnerships”) over which Discovery Group exercises discretionary investment management authority, including proceeds of margin loans under margin loan facilities maintained in the ordinary course of business by the Partnerships with a broker on customary terms and conditions. The Partnerships are the legal owner of all of the Common Stock beneficially owned by Discovery Group and Messrs. Donoghue and Murphy. Discovery Group is the sole general partner of Discovery Equity Partners and has sole discretionary investment authority with respect to the other Partnership’s investment in the Common Stock. Messrs. Donoghue and Murphy are the sole managing members of Discovery Group. As a consequence, Discovery Group and Messrs. Donoghue and Murphy may be deemed to share beneficial ownership of all of the shares of Common Stock owned by both of the Partnerships, while Discovery Equity Partners shares beneficial ownership with Discovery Group and Messrs. Donoghue and Murphy of only the shares of Common Stock owned by it.
- (18) Includes options to purchase 443,752 shares of Common Stock, which will be exercisable as of March 15, 2010.

## SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the 1934 Act requires the Company's directors and executive officers, and persons who own more than ten percent of a registered class of the Company's equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of Common Stock and other equity securities of the Company. Officers, directors and greater than ten percent stockholders are required by SEC regulation to furnish the Company with copies of all Section 16(a) forms they file.

As of March 15, 2010, based solely on a review of the copies of such reports furnished to us and representatives of these persons, all reports needed to be filed have been filed for the year ended December 31, 2009, with the exception of: Rebecca W. Rimel, who inadvertently filed a late Form 4 on May 29, 2009 to report the grant of 9,054 Restricted Stock Units and 9,338 options on May 8, 2009; Robert J. Rubin, M.D., who inadvertently filed a late Form 4 on May 29, 2009 to report the grant of 4,527 Restricted Stock Units and 8,489 options on May 8, 2009; Fred Middleton, who inadvertently filed a late Form 4 on May 29, 2009 to report the grant of 4,527 Restricted Stock Units and 10,611 options on May 8, 2009; Kirk E. Gorman, who inadvertently filed a late Form 4 on May 29, 2009 to report the grant of 4,527 Restricted Stock Units and 11,036 options on May 8, 2009; Eric N. Prystowsky, M.D., who inadvertently filed a late Form 4 on May 29, 2009 to report the grant of 4,527 Restricted Stock Units and 10,187 options on May 8, 2009; Ronald A. Ahrens, who inadvertently filed a late Form 4 on May 29, 2009 to report the grant of 4,527 Restricted Stock Units and 11,036 options on May 8, 2009; and John F. Imperato, who inadvertently filed a late Form 4 on June 1, 2009 to report the purchase of 500 shares of Common Stock on May 27, 2009.

## EQUITY COMPENSATION PLAN INFORMATION

The following table presents the equity compensation plan information as of December 31, 2009:

	Equity Compensation Plan Information		
	Number of securities to be issued upon exercise of outstanding options, warrants, and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
<i>Equity compensation plans approved by security holders:</i>			
Employee and non-employee director stock option plans . . . . .	1,575,645	\$15.21	1,132,135
Employee stock purchase plan . . . . .	58,095	\$ 6.39	244,398
Total . . . . .	1,633,740	\$14.37	1,376,533

## DIRECTOR AND EXECUTIVE COMPENSATION

### Compensation Discussion and Analysis

#### *Executive Summary*

In this Compensation Discussion and Analysis, we address the compensation provided to our named executive officers listed below under “Our Named Executive Officers” and in the Summary Compensation Table that follows this discussion, the goals that we seek to achieve through our executive compensation program and other important factors underlying our compensation practices and policies.

2009 has been a challenging year for us. Carrier pricing for our services is established by Highmark Medicare Services (“HMS”), a contract provider for the Centers for Medicare and Medicaid Services (“CMS”). In July 2009, HMS announced the reduction of the Medicare reimbursement rate for the Company’s MCOT services to \$754, a reduction of approximately 33%, which went into effect in September 2009. As a result of this decrease in the reimbursement rate for our services, a circumstance primarily outside of our control, we experienced significant shortfalls to revenue, operating results and earnings per share targets. We have several operational initiatives currently being implemented, including cost efficiency measures and a continued focus on sales volume growth. In addition, we intend to continue to work with CMS to achieve an appropriate national rate, and will continue to evaluate our strategic options. In order to retain key members of the management team through this period of uncertainty, the Compensation Committee made adjustments to the compensation paid to certain individuals as described in more detail below.

Our compensation program is generally designed to provide performance-oriented incentives that fairly compensate our executive officers and enable us to attract, retain and motivate executives with outstanding ability and potential. Our compensation program consists of both short-term and long-term components, including cash and equity-based compensation, and is intended to reward consistent performance that meets or exceeds formally established performance goals and objectives. Our Compensation Committee and senior management is focused on providing an appropriate mix of short-term and long-term incentives, and we are mindful not to rely on highly leveraged incentives that would result in risky short-term behavior. Our compensation program provides long-term incentives to ensure that our executives continue in employment with us and directly tie executive compensation to generation of shareholder value. We have revised our Management Incentive Plan to include corporate goals and objectives relating to revenue growth and earnings per share, and we overlay management by objective (MBO) goals that are intended to encourage our executives to build and maintain an infrastructure that supports our growth and increases revenues. As indicated above, due to the challenges we faced in 2009, our Compensation Committee made adjustments to the compensation paid to certain individuals for 2009 (notwithstanding the fact that the preset corporate goals and objectives were not obtained) in order to provide an appropriate incentive for those individuals to remain in the employ of the Company through this period of uncertainty.

#### *Our Named Executive Officers*

Our named executive officers for 2009 are Messrs. Thurman, Cohen, Galvan, Gerolamo, Margolies, Imperato and Ms. McNamara.

In January 2009, Mr. Cohen ceased to serve as our President and Chief Executive Officer and Mr. Gerolamo ceased to serve as Senior Vice President, Sales and Marketing. In January 2010, Mr. Galvan ceased to serve as our Chief Financial Officer and Heather C. Getz was appointed as Senior Vice President and Chief Financial Officer. Thus, despite not being a named executive officer for 2009, we have included a discussion of Ms. Getz’s compensation where applicable. In connection with their respective terminations from employment with us, we entered into separation agreements

with each of Messrs. Cohen, Gerolamo and Galvan and provided severance in satisfaction of our obligations under the terms of their respective employment agreements. The terms and conditions of the separation agreements for Messrs. Cohen, Gerolamo and Galvan are described below under “Potential Payments Upon Termination Or Change In Control.”

In January 2009, Mr. Thurman was appointed Interim President and Chief Executive Officer. In February 2009, Mr. Thurman accepted the role of President and Chief Executive Officer on an ongoing basis. The terms and conditions of Mr. Thurman’s employment as our President and Chief Executive Officer are described below under “Employment Agreements.” In January 2009, Mr. Margolies commenced employment with us as Senior Vice President, Sales and Marketing.

### *Compensation Philosophy and Components of Executive Compensation*

Our Compensation Committee is composed entirely of independent directors. Our Compensation Committee administers our executive compensation program.

The general duties of the Compensation Committee include:

- Administration of the Company’s annual incentive, equity compensation and long term incentive plans;
- Review and recommendation of major compensation plans for approval by the Board;
- Recommendation of compensation for the President and Chief Executive Officer for approval by the independent members of our Board; and
- Approval of compensation decisions relating to all executive officers.

Our Compensation Committee believes that our executive compensation program should include both short-term and long-term components, including cash and equity-based compensation, and should reward consistent performance that meets or exceeds expectations. In general, we tie compensation to the achievement of specific corporate and individual goals. Determinations about corporate performance are based on achievement of specific, pre-determined objectives. Individual performance against goals are more subjective and are based on the judgments made at the discretion of our Compensation Committee and our Board of Directors, with input from our Chief Executive Officer except as it relates to his own compensation. For our executive officers other than himself, our Chief Executive Officer evaluates the performance of other executive officers on an annual basis and makes recommendations to our Compensation Committee with respect to annual salary adjustments, bonuses and annual equity awards. These recommendations are reviewed by our Compensation Committee on an aggregated basis so that our Compensation Committee can evaluate the compensation paid to our executives on a total compensation basis. While our Compensation Committee reviews the recommendations of our Chief Executive Officer with respect to executive officers other than himself, our Compensation Committee exercises its own discretion in approving salary adjustments and discretionary cash and equity awards for all executives and communicates its final approval to our Board of Directors. As discussed above, for 2009, because the failure to meet the pre-determined performance targets was due to circumstances primarily outside of the control of our executives, the Compensation Committee made adjustments to the compensation paid to certain of our executives and other employees in order to retain these individuals through this period of uncertainty for us, despite the fact that the predetermined performance targets were not met.

We believe our approach to goal setting, setting of targets with payouts at multiple levels of performance, and evaluation of performance results assist in mitigating excessive risk-taking that could harm our value or reward poor judgment by our executives. The features of these practices and programs also reflect sound risk management practices. We believe we have allocated our compensation among base salary and short and long-term compensation target opportunities in such a way as to not

encourage excessive risk-taking. This is based on our belief that applying Company wide metrics encourages decision making that is in the best long-term interests of the company and our stockholders. In addition, we believe that the mix of equity award instruments used under our long-term incentive program, including both stock options and full value awards (i.e., restricted stock units), in each case, that vest over a multi-year period also mitigates risk and properly account for the time horizon of risk.

#### ***Benchmarking and Other Analysis***

Currently, our Compensation Committee is chartered to review and make recommendations to our Board of Directors regarding the compensation to be paid to our Chief Executive Officer and approves compensation for all other executive officers. Historically, our Compensation Committee negotiated compensation with our Chief Executive Officer, and our Chief Executive Officer consulted with our Board of Directors regarding the compensation of our other executive officers. As a private company, our directors and Chief Executive Officer based compensation decisions primarily on their extensive background and experience with compensation practices and policies in the medical device and services industries. This background and experience provided the basis for the subjective judgments made by our Chief Executive Officer and our Board of Directors regarding our executives' compensation. In 2009, our Compensation Committee retained an independent compensation consultant to assist it in benchmarking our executive compensation decisions and practices against the group of peer companies listed below. Generally, salaries and initial stock grants for our executive officers have been negotiated at the time of hire, taking into account the salaries and equity awards made to similarly situated executives at the companies in our peer group as well as the executive's experience in the position and in the industry generally. Thereafter, salaries are subject to an annual review process, and the adequacy of equity awards are reviewed annually.

The companies in our peer group included the following 16 publicly traded companies in the medical products and services sector, with revenue between \$70 million and \$400 million (with most between \$100 million and \$300 million), classification by S&P as Health Care Equipment, Health Care Services or Life Sciences Tools & Services, equity market capitalization between \$100 million and \$1 billion (with most between \$200 million and \$500 million), to the extent possible, company considered part of the "cardio" sector of the Med Tech industry:

- Abiomed, Inc.
- Accuray, Inc.
- Affymetrix, Inc.
- Angiodynamics, Inc.
- ATS Medical, Inc.
- Cyberonics, Inc.
- eResearch Technology, Inc.
- Genoptix, Inc.
- Kensey Nash Corp.
- Micrus Endovascular Corp.
- Natus Medical Inc.
- Quidel Corp.
- Sonosite, Inc.
- Spectranetics Corp.

- Volcano Corp.
- ZOLL Medical Corp.

To achieve its objectives for our executive compensation program, the Compensation Committee evaluates our executive compensation program with the goal of setting compensation at levels the Committee believes are competitive with those of other similarly situated companies that compete with us for executive talent and has periodically engaged an independent consultant to provide additional assurance that the Company's executive compensation programs are reasonable and consistent with its objectives. The consultant reports directly to the Compensation Committee, periodically participates in committee meetings and advises the Compensation Committee with respect to compensation trends and best practices, plan design, and the reasonableness of individual compensation awards. Although the Compensation Committee reviews the compensation practices of our peer companies as described above, the Compensation Committee does not adhere to strict formulas or survey data to determine the mix of compensation elements. Instead, as described below, the Compensation Committee considers various factors in exercising its discretion to determine compensation, including the experience, responsibilities and performance of each of our executive officers as well as the company's overall financial performance. This flexibility is particularly important in designing compensation arrangements to attract and retain executives in the period of uncertainty that the company is currently facing.

*Elements of Executive Compensation*

The compensation program for our executive officers has consisted principally of base salary, short-term cash incentives and long-term incentives in the form of equity grants.

**Base Salary**

Generally, base salaries for our executives were established based on the scope of their responsibilities and individual experience, taking into account our informal understanding of competitive market compensation paid by other companies for similar positions within our industry. Base salaries are typically reviewed annually taking into account individual responsibilities, performance and achievement. Increases may be determined based upon specific performance related objectives or goals, as well as an overall evaluation of performance. Guidelines for annual merit increases are determined based upon achievement of company objectives for the year, as well as economic, industry and market factors.

We believe, based on our recruiting efforts and general experience in our industry, that the base salary levels of our executives are commensurate with the general salary levels for similar positions in medical device and services companies of similar size and stage of development and operations. The salaries in effect for 2009 are set forth below.

<u>Name</u>	<u>2009 Base Salary</u>
Randy H. Thurman . . . . .	\$500,000
Martin P. Galvan, CPA . . . . .	\$313,500
Anna McNamara, RN . . . . .	\$300,000
John F. Imperato . . . . .	\$309,000
Matthew S. Margolies . . . . .	\$235,000

As of the date of this proxy, no decision has been made regarding salary increases for our named executive officers for 2010. In connection with our appointment of Ms. Getz as Senior Vice President and Chief Financial Officer, we entered into an employment agreement with Ms. Getz pursuant to which her base salary was set at \$235,000.



### Short-term Incentive Program

We maintain our Management Incentive Plan (“MIP”) to reward executives with annual cash bonuses for achievement of certain corporate performance objectives and individual objectives. The MIP operates on a calendar year schedule.

While all employees of the Company are eligible to participate in the MIP, our Compensation Committee has the authority to designate which employees will participate in the MIP in any given year. An employee must be employed by us by October 1st of any given year to be eligible to participate in the MIP for the calendar year. In addition, unless specifically excepted, an eligible employee must be actively employed by us on the date bonuses are paid under the MIP to receive a payment. In general, bonuses under the MIP are paid out within the first two and one-half months following year-end.

On an annual basis, our Compensation Committee selects the individual and corporate performance goals for the upcoming year and determines how the achievement of those goals will be measured and the amount of the bonuses determined. Each participant in the MIP is assigned a specific target award, based on his or her role and competitive market practice. The target award reflects the award to be paid for meeting predefined corporate and individual performance goals. Target awards are defined as a percentage of base salary. For 2009, the Compensation Committee determined that actual awards under the MIP could range from 0% to 200% of target, depending on performance. Threshold performance will pay out at 50% of target and achieving maximum performance can result in awards of up to 200% of target. Performance below the threshold level will result in no payout. Within the formula under the MIP, our Compensation Committee has the discretion to take into account circumstances that may have affected performance as to any particular participant.

For 2009, our Compensation Committee determined that the corporate performance measure is earnings per share, as determined by our Compensation Committee, and established minimum, target and maximum earnings per share goals. Our Compensation Committee determined that earnings per share was an appropriate corporate performance objective because it is directly linked to the creation of stockholder value. In addition, our Compensation Committee determined that corporate performance would account for 80% of an individual’s bonus eligibility and individual performance would account for 20% of an individual’s bonus eligibility. For our named executive officers, the individual target bonuses approved by our Compensation Committee, expressed as a percentage of each person’s base salary, were as follows:

Randy H. Thurman . . . . .	100%
Martin P. Galvan, CPA . . . . .	60%
John F. Imperato . . . . .	60%
Anna McNamara, RN . . . . .	50%
Matthew S. Margolies . . . . .	50%

In November 2009, our Compensation Committee determined that as a result of the rate reduction by HMS and the impact it had on our revenue and operating results, it was extremely unlikely that the revenue and earnings per share performance criteria set under the MIP would be met. However, the Compensation Committee also determined that it was imperative to put in place a discretionary bonus program to appropriately reward a select number of MIP-eligible individuals who have warranted special consideration. The Committee determined that this special discretionary program was necessary as the 2009 shortfalls in the revenue and earnings per share targets are attributable to circumstances primarily outside of the control of a majority of the affected MIP participants. The Committee further determined that these discretionary bonuses were essential to facilitate retention of certain key individuals through a continuing period of business uncertainty. In January 2010, the Compensation



Committee awarded discretionary bonuses to the named executive officers in the amounts set forth below. No bonus amount was paid to Messrs. Cohen, Gerolamo or Galvan because they terminated employment before the date on which the MIP bonuses were paid.

Randy H. Thurman . . . . .	\$375,000
Heather C. Getz . . . . .	\$ 49,875
John F. Imperato . . . . .	\$ 92,700
Anna McNamara, RN . . . . .	\$ 75,000
Matthew S. Margolies . . . . .	\$ 52,875

For 2010, our Compensation Committee has determined that the goals under the MIP will be as follows and will be weighted as noted:

<u>% of Payout</u>	<u>Goal</u>
35% . . . . .	Volume goal based on number of patients Revenue goal Earnings per share goal
20% . . . . .	Goal relating to obtaining a national price from CMS
15% . . . . .	Achievement of certain cost reduction goals
15% . . . . .	Obtaining contracts with certain payors at certain targets
15% . . . . .	Product launch related goals

Our Compensation Committee determined that these goals were appropriate in order to continue to advance the Company’s overall strategic objectives and to enhance stockholder value. The target bonus opportunity set for the named executive officers for 2010 under the MIP are as follows:

Randy H. Thurman . . . . .	100%
Heather C. Getz . . . . .	50%
John F. Imperato . . . . .	60%
Anna McNamara, RN . . . . .	50%
Matthew S. Margolies . . . . .	50%

**Long-term Incentive Programs**

*Equity Compensation Plans*

Prior to our initial public offering, we granted equity awards primarily through our 2003 Equity Incentive Plan (the “2003 plan”), which was adopted by our Board of Directors and stockholders to permit the grant of stock options, stock bonuses and restricted stock to our officers, directors, employees and consultants. In the absence of a public trading market for our common stock prior to the closing of our initial public offering, our Board of Directors and Compensation Committee determined the fair market value of our common stock in good faith based upon consideration of a number of relevant factors including the status of our development efforts, financial status and market conditions. In addition, we secured an outside valuation from an independent valuation firm in order to set fair market value of our Common Stock.

In connection with our initial public offering in 2008, our Board of Directors adopted new equity compensation plans. Specifically, our Board of Directors adopted the 2008 Equity Incentive Plan (the “2008 EIP”), the Director Plan (described in more detail below under Non-Employee Director Compensation) and the 2008 Employee Stock Purchase Plan (the “ESPP”). Each of the new plans

became effective on March 18, 2008 upon the effectiveness of our initial public offering. The 2008 EIP replaced the 2003 plan immediately following our initial public offering and affords our Compensation Committee much greater flexibility in making a wide variety of equity awards. The ESPP is available to all executive officers on the same basis as our other employees.

Our 2008 EIP authorizes us to grant stock options, stock appreciation rights, restricted stock, restricted stock units, performance stock awards, performance cash awards and other stock awards. To date, we have only granted stock options and restricted stock units under the 2008 EIP. All stock options granted to our employees and directors were granted with an exercise price that was no less than the fair market value of a share of our Common Stock on the date such options were granted. Prior to January 2009, all option grants typically vested over four years, with one quarter of the shares subject to the stock option vesting on the one year anniversary of the vesting commencement date and the remaining shares vesting in equal months installments thereafter over three years. Beginning in January 2009, the Compensation Committee determined to modify the vesting schedule for new grants going forward so that grants would vest in 25% increments over a four year period beginning with the first anniversary of the date of grant. Our Compensation Committee determined that this vesting schedule better achieved the goal of our Compensation Committee to encourage retention and dedication to the success of the Company over a longer time horizon. All options have a ten year term. Additional information regarding accelerated vesting upon or following a change in control is discussed below under "Potential Payments Upon Termination Or Change In Control."

In February 2009, in connection with our appointment of Mr. Thurman as Interim President and Chief Executive Officer in January 2009, Mr. Thurman was granted 3,200 restricted stock units under the 2008 EIP to make up for the loss of the equity compensation Mr. Thurman would have been granted at our annual meeting of stockholders had he remained a non-employee member of our Board of Directors at that time. In addition, in February 2009, in connection with Mr. Thurman accepting the role of President and Chief Executive Officer on an on-going basis, Mr. Thurman was granted an incentive stock option under the EIP to purchase 500,000 shares of our Common Stock and a restricted stock unit grant under the 2008 EIP with respect to 50,000 shares of our Common Stock. The foregoing equity awards vest in equal annual installments over 4 years commencing on the first anniversary of the date of grant; provided Mr. Thurman remains in continuous service as of each applicable vesting date. The foregoing equity awards provide for accelerated vesting if a corporate transaction occurs while Mr. Thurman is in the continuous service of the Company as of the date of the corporate transaction.

In addition, in March 2009, our Compensation Committee approved strategic retention restricted stock unit grants with respect to 5,000 shares each to Ms. McNamara and Mr. Imperato. Our Compensation Committee awarded these grants based upon the recommendation of Mr. Thurman regarding the strategic importance of both Ms. McNamara and Mr. Imperato to the Company. These grants are intended to serve as a retention tool and to reward Ms. McNamara and Mr. Imperato for their valuable service during a period of transition in the leadership of the Company. The foregoing restricted stock grants will vest 100% upon the third anniversary of the date of grant; provided that Ms. McNamara and Mr. Imperato remain in the continuous service of the Company through that date.

In October 2009, our Compensation Committee approved strategic retention restricted stock units grants to provide an incentive to a select group of our executive and other key employees who play a key role and our attainment of our strategic alternatives. In determining the number of units subject to each award, the Compensation Committee considered the need to retain key executives in a critical period, the peer data comparisons and the advice of Watson Wyatt. Mr. Thurman was awarded a restricted stock unit grant with respect 150,000 shares, Mr. Galvan was awarded a restricted stock unit grant with respect to 10,000 shares and Messrs. Imperato and Margolies and Ms. McNamara were awarded restricted stock unit grants with respect to 20,000 shares each. Other key employees received grants of restricted stock units with respect to 125,000 shares in the aggregate. The foregoing restricted

stock unit grants will vest 100% upon the earlier of the third anniversary of the date of grant or the occurrence of a change of control; provided that the grantee remains in the continuous service of the Company through the applicable vesting date. Mr. Galvan forfeited his unvested restricted stock units in connection with his termination of employment in January 2010.

In December 2009, Mr. Thurman and all of our section 16 officers consented to the cancellation of their unvested, outstanding options for no consideration with exercise prices in excess of \$15 per share. Mr. Thurman and our section 16 officers agreed that it was in the best interest of the Company and its stockholders to agree to the cancellation to reduce the economic effect of the significant accounting charge associated with such outstanding underwater options.

In January 2010, in connection with the appointment of Ms. Getz as our Senior Vice President and Chief Financial Officer, the Compensation Committee awarded Ms. Getz a restricted stock unit grant with respect to 10,000 shares and an incentive stock option grant to purchase 10,000 shares. The restricted stock unit grant will vest 100% upon the third anniversary of the date of grant; provided that Ms. Getz remains in the continuous service of the Company through that date and the option will vest in four equal annual installments commencing on the first anniversary of the date of grant; provided that Ms. Getz is employed as of the applicable vesting date.

*Long Term Incentive Plan*

In October 2008 our Board of Directors adopted a Long Term Incentive Plan (“LTIP”) to reward executives with stock option and restricted stock equity grants under our 2008 EIP, based on achievement of pre-established company performance objectives. The LTIP is effective for the issuance of grants in 2009 based on 2008 performance evaluations. The objectives of the LTIP are to drive growth in stockholder value, reward key employees for demonstrated value creation, provide a retention incentive for key employees, build equity ownership among the executive team and focus executive on multi-year operating performance. We believe that by providing our executives the opportunity to increase their ownership of our stock, the best interests of stockholders and executives will be more aligned and we will encourage long-term performance. Stock awards enable our executive officers to participate in any increase in stockholder value and personally participate in the risks of business setbacks. It is our belief that long-term incentives motivate and reward successful long-term value creation and the achievement of financial goals for the Company and our stockholders, as well as retain top executive talent.

All executive officers and other employees selected by our Compensation Committee are eligible to receive awards under the LTIP. The LTIP provides for annual grants of restricted stock units and stock options under the 2008 EIP based on the achievement of a corporate goal based on adjusted earnings per share, as determined annually by our Compensation Committee. If corporate financial performance meets the specified earnings per share goal, the participants in the LTIP will receive awards based on each individual’s target dollar value, which is determined by our Compensation Committee. For our named executive officers, the individual target dollar values approved by our Compensation Committee for 2009, expressed as a percentage of each person’s base salary, were as follows:

Randy H. Thurman . . . . .	200% of base salary
Martin P. Galvan, CPA . . . . .	75% of base salary
John F. Imperato . . . . .	75% of base salary
Anna McNamara, RN . . . . .	50% of base salary
Matthew S. Margolies . . . . .	50% of base salary

At the beginning of the next fiscal year, awards will be granted following the determination of the corporate financial performance in each year. The target dollar values will be adjusted by up to 40%

above or below the target dollar value stated above in the event that corporate performance exceeds or does not meet the target earnings per share goal. One-half of this adjusted dollar value will be converted into a stock option award (based on the Black-Scholes value of the option at the time of grant). The stock option will have a 10-year term and vest 25% per year on the first four anniversaries of the date of grant. One-half of the adjusted dollar value will be converted into a restricted stock unit award (based on the closing stock price on the date of grant). The restricted stock unit award will vest in full on the third anniversary of the date of grant. No awards were paid under the LTIP for 2009 because the corporate financial goal was not met.

As of the date of this proxy statement, our Compensation Committee has not yet set a corporate financial goal for 2010. For our named executive officers, the individual target dollar values approved by our Compensation Committee for 2010 (which remain in effect for each year, unless modified by the Committee), expressed as a percentage of each person’s base salary, are as follows:

Randy H. Thurman . . . . .	200% of base salary
Heather C. Getz . . . . .	50% of base salary
John F. Imperato . . . . .	75% of base salary
Anna McNamara, RN . . . . .	50% of base salary
Matthew S. Margolies . . . . .	50% of base salary

***Employment Agreements***

**Thurman Agreement**

On January 28, 2009, we entered into a letter agreement with Mr. Thurman pursuant to which Mr. Thurman agreed to serve as our Interim President and Chief Executive Officer (“Interim CEO”).

On February 25, 2009, we entered into an employment agreement with Mr. Thurman which provides that he will serve as our on-going President and Chief Executive Officer, and remain as Chairman of our Board of Directors. The term of Mr. Thurman’s employment agreement commenced on February 25, 2009 and continues until terminated in accordance with its terms. Except with respect to the continued vesting of equity grants previously made to Mr. Thurman while serving as Executive Chairman of our Board of Directors and Interim CEO, his employment agreement supersedes and replaces (i) the letter agreement we previously entered into with Mr. Thurman, dated January 28, 2009, regarding the terms and conditions of Mr. Thurman’s service as the Interim CEO, and (ii) the letter agreement we previously entered into with Mr. Thurman, dated July 7, 2008, regarding the terms and conditions of Mr. Thurman’s service as Executive Chairman of our Board of Directors.

Pursuant to the terms of his employment agreement, Mr. Thurman is entitled to a base salary of \$500,000. Mr. Thurman also received a bonus payment for the 2008 fiscal year equal to \$450,000, in consideration of the 2008 incentive and equity compensation Mr. Thurman will forfeit from his prior employer (subject to pro rata repayment if Mr. Thurman voluntarily resigns or is terminated for cause prior to February 24, 2010). Beginning with the 2009 fiscal year, Mr. Thurman is eligible to participate in the MIP and LTIP in accordance with the terms of those plans. Mr. Thurman’s target annual bonus opportunity under the MIP is 100% of his base salary and Mr. Thurman’s target dollar value for purposes of the LTIP is 200% of base salary.

Contemporaneously with his entry into the employment agreement, Mr. Thurman received a restricted stock unit award with respect to 50,000 shares of our Common Stock and an incentive stock option to purchase 500,000 shares of our Common Stock. In each case, the equity awards are subject to the restrictions and conditions set forth in our 2008 EIP and will vest in equal annual installments of 25% each year over four years beginning with the first anniversary of the date of grant; provided that Mr. Thurman remains in continuous service as of each applicable vesting date. The vested restricted stock units will be distributed in the form of Common Stock on the earliest to occur of Mr. Thurman’s

death, disability (as defined in the 2008 EIP) or “separation from service” (as defined in the Internal Revenue Code), or a 409A Change in Control, which means a change in the ownership or effective control of our company, or in the ownership of a substantial portion of our assets, as provided in the Internal Revenue Code. If a change in control occurs while Mr. Thurman is employed by us, all of his outstanding equity awards will become fully vested and exercisable (to the extent applicable). Although Mr. Thurman will no longer be a non-employee member of our Board of Directors, during the term of his employment agreement he agreed to continue to comply with the sale restrictions and holding requirements applicable to our non-employee directors.

Mr. Thurman’s employment agreement provides severance and change in control benefits upon termination of his employment by us without cause or by him for good reason. See the description under “Severance and Change in Control Benefits” and “Potential Payments Upon Termination or Change in Control” below for further information regarding severance benefits under Mr. Thurman’s employment agreement.

As a condition of Mr. Thurman’s employment as our President and Chief Executive Officer, he must execute and abide by our Proprietary Information and Inventions Agreement. Under the employment agreement, Mr. Thurman will be subject to non-competition restrictions for the term of his employment and during any period thereafter in which he is receiving severance benefits.

Mr. Thurman’s employment with us is at will and may be terminated by us at any time and for any reason, or for no reason. Upon any termination by us, Mr. Thurman agrees to resign all positions, including as an officer and, if applicable, as a director or member of the board or any committee thereof.

#### **Cohen, Galvan, Gerolamo, Imperato, McNamara and Margolies Agreements**

In 2008, we entered into employment agreements with Messrs. Cohen, Galvan, Gerolamo, and Imperato and on January 28, 2009, we entered into an employment agreement with Mr. Margolies. On October 19, 2009, we entered into an employment agreement with Ms. McNamara. In each case, the term of the agreement continues until terminated in accordance with the terms of the agreement.

Pursuant to the terms of the agreements, Mr. Cohen is entitled to a base salary of \$450,000; Mr. Galvan, \$300,000; Mr. Gerolamo, \$250,000; Mr. Imperato, \$300,000, Mr. Margolies \$235,000 and Ms. McNamara \$300,000. Under all of the agreements, bonus payments will be discretionary and will be based upon the target bonus amount determined by our Board of Directors.

The agreements provide severance and change in control benefits upon termination of the executives’ termination of employment by us without cause or by the executives for good reason. See the description under “Severance and Change in Control Benefits” and “Potential Payments Upon Termination or Change in Control” below for further information regarding severance benefits under the employment agreements.

As a condition of their employment with us, each executive must execute and abide by our Proprietary Information and Inventions Agreement. Under the employment agreements, each executive will be subject to non-competition restrictions for the term of his employment and during any period thereafter in which he is receiving severance benefits.

Messrs. Cohen, Galvan, Gerolamo, Imperato’s, Margolies and Ms. McNamara’s employment with us is at will and may be terminated by us at any time and for any reason, or for no reason. Upon any termination by us, each executive agrees to resign all positions, including as an officer and, if applicable, as a director or member of the board or any committee thereof.



### *Severance and Change in Control Benefits*

The employment agreements for each of our named executive officers provide for payments in the event that the executive is terminated by us without cause or by the executive for good reason, in each case, without regard to whether the termination occurs in the context of a change in control. With the exception of Mr. Thurman, if the executive's employment is terminated by us without cause or by the executive for good reason in connection with a change in control, all of the executive's equity awards will immediately accelerate and become fully vested. All of Mr. Thurman's equity awards will immediately accelerate and become fully vested upon a change in control without regard to a termination of employment (unless he is terminated for cause). Payments and benefits to Messrs. Gerolamo, Imperato and Margolies and Ms. McNamara will be modified to avoid any excise tax under section 4999 of the Internal Revenue Code to the extent the modification would result in a greater net after-tax benefit to the executive. Messrs. Thurman, Cohen and Galvan, on the other hand, will receive a partial gross up payment to the extent the partial gross up would result in a greater net after-tax benefit to Messrs. Thurman, Cohen and Galvan. We believe these severance and change in control benefits are an essential element of our overall executive compensation package. The severance and change in control benefits were also determined through comparison to companies in our peer group.

In connection with the termination of Messrs. Cohen's, Gerolamo's and Galvan's employment, we provided severance benefits in satisfaction of our obligations to them pursuant to the terms of their employment agreements. In addition, in connection with the termination of Mr. Cohen's employment, Mr. Cohen was paid an additional payment of \$400,000 in connection with his termination of employment to acknowledge his employment with the Company for the full 2008 calendar year considering he would not otherwise be eligible to receive a bonus payment under the MIP because he would not be employed on the payment date. Our Compensation Committee viewed his performance in 2008 warranted payment of the MIP amount otherwise earned.

See "Potential Payments Upon Termination Or Change In Control" below for further information regarding the payments and benefits under the employment agreements.

### *Other Compensation*

In addition, consistent with our compensation philosophy, we intend to continue to maintain broad based retirement and welfare employee benefit programs for all of our employees, in which our named executive officers are also eligible to participate. However, our Compensation Committee, in its discretion, may in the future revise, amend or add to the benefits of any executive officer if it deems it advisable. In October 2009, effective January 1, 2010, our Compensation Committee approved a matching contribution under our 401(k) retirement plan of 100% on the first 3% of compensation deferred under the plan and 50% on the next 2% of compensation deferred under the plan (up to the applicable statutory limits under the Internal Revenue Code). The match in effect for 2009 was 50% on the first 6% of compensation deferred under the plan.

We reimburse Ms. McNamara and Mr. Margolies for the cost of certain living and commuting expenses and make a tax gross up payment for the taxes they pay on the reimbursement of these expenses. We agreed to provide these benefits to Ms. McNamara and Mr. Margolies because we view them as an integral part of our management team and essential in pursuing our strategic plans. Because they do not reside in a place commutable to our headquarters in Conshohocken, Pennsylvania, we agreed to reimburse these expenses to provide an incentive to Ms. McNamara to continue in the employ of the Company and in the case of Mr. Margolies to accept employment with the Company. Neither Ms. McNamara nor Mr. Margolies are contractually entitled to these reimbursements and our Compensation Committee continually evaluates the compensation arrangements in place for our named executive officers and may determine to continue or eliminate these benefits, at its discretion.

### ***Stock Ownership Requirements***

Our Compensation Committee approved stock ownership requirements for our non-employee directors in January 2009 pursuant to the terms of the Non-Employee Director Compensation Program described below under “Non-Employee Director Compensation.” In connection with Mr. Thurman’s transition to our permanent President and Chief Executive Officer, he agreed to be subject to the same ownership and holding requirements.

### ***Stock Option Pricing and Timing***

Our Compensation Committee has no formal policy on the timing of stock option or restricted stock unit grants. Historically, our Compensation Committee makes such grants in the first quarter of each fiscal year. The exercise price is the closing price of the underlying Common Stock on the grant date. If an executive officer of CardioNet is hired after the time the Company usually makes grants, management may recommend to our Compensation Committee that the officer receive equity compensation. Other than the Director Plan described in more detail under “Non-Employee Director Compensation” below (which has been frozen for future grants), we do not have any program, plan or obligation that requires us to grant equity compensation to executive officers on specified dates and we have not made equity grants in connection with the release or withholding of material non-public information. Authority to make equity grants to executive officers rests with our Compensation Committee (except with respect to grants made to our Chief Executive Officer, which must be approved by our Board of Directors), based on recommendations from our Compensation Committee, although our Compensation Committee does consider the recommendations of our Chief Executive Officer for executive officers other than himself.

### ***Deductibility of Compensation under Section 162(m)***

Section 162(m) of the Internal Revenue Code of 1986 limits our deduction for federal income tax purposes to not more than \$1 million of compensation paid to certain executive officers in a calendar year. Compensation above \$1 million may be deducted if it is “performance-based compensation.” The Compensation Committee has not yet established a policy for determining which forms of incentive compensation awarded to our executive officers will be designed to qualify as “performance-based compensation.” To maintain flexibility in compensating our executive officers in a manner designed to promote our objectives, our Compensation Committee has not adopted a policy that requires all compensation to be deductible. However, our Compensation Committee intends to evaluate the effects of the compensation limits of section 162(m) on any compensation it proposes to grant, and our Compensation Committee intends to provide future compensation in a manner consistent with our best interests and those of our stockholders.

### **Compensation Committee Report**

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis (“CD&A”) contained in this proxy statement. Based on this review and discussion, the Compensation Committee has recommended to the Board of Directors that the CD&A be included in this proxy statement and in our Form 10-K for the year ended December 31, 2009.

Ronald A. Ahrens, Chair  
Rebecca W. Rimel  
Eric N. Prystowsky, M.D.

*This Compensation Committee Report is not “soliciting material” and shall not be deemed incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act of 1933 or under the Securities Exchange Act of 1934, as amended, except to*



*the extent the Company specifically incorporates this report by reference, and shall not otherwise be deemed filed under such Acts.*

### ***Non-Employee Director Compensation***

In July 2007, our Board of Directors adopted a compensation program for our non-employee directors, or the Non-Employee Director Compensation Policy. The Non-Employee Director Compensation Policy became effective in March 2008 and was amended in August 2008. In December 2009, our Board of Directors further amended our Non-Employee Director Compensation Policy to provide for a one-time supplemental cash retainer of \$20,000 to be paid to each non-employee director to recognize the incremental and unanticipated time commitment and effort required during the 2009 and 2010 years in connection with the change in reimbursement rates. Such amount was paid in a lump sum not later than March 15, 2010. In addition, our Board of Directors established a lead director role and in connection with the establishment of such role, amended the Non-Employee Director Policy to provide that the non-employee director serving in the role as lead director of the Board will receive an annual cash retainer amount of \$20,000 to be paid for the time commitment and efforts required in this role. The lead director retainer will be paid (i) in a lump sum for a non-employee director's service as lead director during 2009 and 2010 through the date of the 2010 annual meeting and (ii) in quarterly installments for each year of service as lead director after the date of the 2010 annual meeting. Our Board of Directors also established an additional committee of the Board and approved chairperson and member retainers for that committee as set forth below and also approved a chairperson retainer amount for the Medical Advisory Board chair.

Pursuant to the Non-Employee Director Compensation Policy in effect prior to January, 2009, each member of our Board of Directors who was not our employee received the following cash compensation for Board of Directors services, as applicable:

- \$6,250 per quarter for service as a member of the Board of Directors;
- \$625 per quarter for service as a member of the Audit Committee, the Compensation Committee or the Nominating and Corporate Governance Committee;
- \$2,000 for each in-person meeting of the Board of Directors and \$1,000 for each telephonic board meeting; and
- \$500 for each in-person or telephonic Audit Committee meeting.

Prior to 2009, our non-employee directors receive initial and annual, automatic, non-discretionary grants of nonqualified stock options to purchase 5,000 shares of Common Stock under the terms and provisions of the Director Plan, which became effective in March 2008. Each of these grants vest in 12 equal monthly installments following the date of the grant. In connection with the adoption of the Compensation Program for Non-Employee Directors described below, which became effective as of the date of the 2009 Annual Meeting and supersedes and replaces all prior non-employee director compensation programs, the Director Plan was frozen and no further grants will be made under that plan, unless our Board of Directors determines to unfreeze the Director Plan in the future.

In addition to the foregoing, each non-employee director that joined our Board of Directors prior to the closing of our initial public offering was automatically granted a non-statutory stock option to purchase 15,000 shares of Common Stock under our 2003 plan with an exercise price equal to the then fair market value of our Common Stock and each non-employee director assuming the role of a chairperson of the Compensation, Nominating and Corporate Governance or Audit Committees during such period was automatically granted an additional non-statutory option to purchase 7,500 shares of Common Stock under our 2003 plan with an exercise price equal to the then fair market of our Common Stock on the date of grant. Each of these grants vest over a three year period, 33⅓% of which will vest upon the first anniversary of the date of grant and the remainder will vest in a series of

24 successive equal monthly installments thereafter. All stock options granted have a maximum term of ten years and will vest in full upon the closing of a change in control transaction.

In January 2009 (as amended in December 2009, as described above), our Board of Directors adopted a revised compensation program for our non-employee directors, or the Compensation Program for Non-Employee Directors. This Compensation Program for Non-Employee Directors became effective as of the date of the 2009 Annual Meeting. Pursuant to the Compensation Program for Non-Employee Directors, each non-employee director receives:

*Initial Restricted Stock Unit Award:* Upon his or her first election or appointment as a member of our Board of Directors, a non-employee director will receive a restricted stock unit award under the 2008 EIP representing the right to receive that number of shares of Common Stock determined by dividing \$80,000 by the fair market value of a share of Common Stock on the award date. The restricted stock units will be fully vested as of the award date and will be distributed in the form of Common Stock on the earliest to occur of the non-employee director's death, disability, separation from service or a change in the ownership or effective control of the Company within the meaning of such term under section 409A of the Internal Revenue Code.

*Annual Retainer:* At the individual's election, each non-employee director will receive either a cash award of \$50,000 (paid in quarterly installments over the calendar year) or a nonstatutory stock option to purchase a number of shares of Common Stock equal to 300% of the amount of the retainer that the non-employee director elects to have converted into a nonstatutory stock option divided by the fair market value of a share of our common stock on the date the options are granted. The nonstatutory stock option will be awarded under the 2008 EIP as of the date of the annual meeting of the Company's stockholders and will vest in four quarterly installments. Each such nonstatutory stock option will have an exercise price equal to the closing price as of the date of grant, a ten-year term except in the event a non-employee director is terminated for cause, in which case the option will immediately terminate.

*Annual Restricted Stock Unit Award:* Each non-employee director will receive a restricted stock unit award under the 2008 EIP as of the date of the annual meeting of the Company's stockholders. The number of shares will be determined by dividing \$80,000 by the fair market value of the stock on the award date. Restricted stock units will be fully vested as of the award date and will be distributed on the earliest to occur of the non-employee director's death, disability, separation from service or a change in the ownership or effective control of the Company.

*Committee Chairperson Retainer:* In addition to the above, non-employee directors serving as chairpersons of the Audit, Compensation or Nominating and Corporate Governance Committees will receive additional annual cash compensation as follows:

Audit Committee Chair: \$15,000  
Compensation Committee Chair: \$10,000  
Nominating and Corporate Governance Committee Chair: \$10,000  
Medical Advisory Board Chair: \$10,000  
Reimbursement Strategy Committee Chair: \$10,000

*Committee Member Retainer:* Non-employee directors serving as a Committee member will receive additional cash compensation as follows:

Audit Committee Member: \$7,500  
Compensation Committee Member: \$5,000  
Nominating and Corporate Governance Committee Member: \$5,000  
Reimbursement Strategy Committee Member: \$5,000

In addition to the foregoing, we have reimbursed and will continue to reimburse our non-employee directors for their travel, lodging and other reasonable expenses incurred in attending meetings of our Board of Directors and committees of our Board of Directors.

The following table sets forth information concerning the compensation that we paid or awarded during the year ended December 31, 2009 to each of our non-employee directors.

<u>Name</u>	<u>Fees Earned or Paid in Cash (\$)</u>	<u>Stock Awards (\$)</u>	<u>Option Awards \$(1)</u>	<u>All Other Compensation \$(7)</u>	<u>Total (\$)</u>
Fred Middleton . . . . .	17,375	159,998	95,339	20,000	292,712
Woodrow A. Myers Jr., M.D.(2) . . . . .	13,875	80,006	—	—	93,881
Eric N. Prystowsky, M.D. . . . .	0	159,998	91,529	42,052(3)	293,579
Robert J. Rubin, M.D. . . . .	0	159,998	76,273	58,625(4)	294,896
Rebecca W. Rimel(5) . . . . .	2,000	159,984	83,901	21,250	267,135
Kirk E. Gorman . . . . .	24,950	159,998	99,157	21,250	305,355
Ronald A. Ahrens . . . . .	25,950	159,998	99,157	40,000(6)	325,105

- (1) The amount reflects the grant date fair value of each option award in accordance with the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification Topic 718 (“FASB ASC 718”) (formerly Statement of Financial Accounting Standards No. 123R). At December 31, 2009, the aggregate number of option awards outstanding and held by each director was as follows: Mr. Ahrens—34,786; Dr. Rubin—28,489; Dr. Prystowsky—42,687 Mr. Gorman—27,286; Mr. Middleton 38,111; Ms. Rimel—9,338. Dr. Myers did not hold any options at December 31, 2009.
- (2) Dr. Myers did not stand for re-election at the 2009 Annual Meeting and ceased to be a director effective as of the date of the 2009 Annual Meeting.
- (3) The amount includes \$20,802 paid for services rendered to the Company by Dr. Prystowsky.
- (4) The amount includes \$36,125 paid for services rendered to the Company by Dr. Rubin.
- (5) Ms. Rimel joined the Board on May 7, 2009.
- (6) The amount reflects \$20,000 paid to Mr. Ahrens for his services as Lead Independent Director in 2009 and through the 2010 Annual Meeting.
- (7) The amounts reflect \$20,000 paid to each director for their extraordinary devotion of time during 2009 and 2010.

## Summary Compensation Table

The following table provides information regarding the compensation earned during the years ended December 31, 2007, 2008 and 2009 by each person serving in 2009 as a principal executive officer, principal financial and accounting officer or other executive officer, who we collectively refer to herein our “named executive officers.”

Name and principal position	Year	Salary (\$)	Bonus(1) (\$)	Stock Awards(2) (\$)	Option Awards(3) (\$)	Non-Equity Incentive Plan Compensation (\$)	All other compensation (\$)	Total (\$)
Randy T. Thurman . . . . .	2009	442,308	375,000	2,504,506	6,651,450	—	487,054	10,460,318
Chairman, President and Chief Executive Officer(4)	2008	—	—	—	—	—	—	—
	2007	—	—	—	—	—	—	—
Arie Cohen . . . . .	2009	41,539	—	—	—	—	1,355,080	1,396,619
Former President and Chief Executive Officer(5)	2008	450,000	—	—	—	—	432,231	882,231
	2007	34,616	—	—	2,344,365	—	—	2,378,981
Martin P. Galvan, . . . . .	2009	311,942	—	186,348	99,820	—	6,149	604,259
Former Chief Financial Officer(6)	2008	300,000	—	—	—	195,120	—	495,120
	2007	70,386	—	—	592,260	—	—	662,646
Matthew S. Margolies . . . . .	2009	203,365	52,875	197,803	735,761	—	162,729	1,352,533
Senior Vice President, Sales and Marketing(7)	2008	—	—	—	—	—	—	—
	2007	—	—	—	—	—	—	—
John F. Imperato . . . . .	2009	307,970	92,700	372,248	64,078	—	5,705	842,701
Senior Vice President, Business Operations(8)	2008	155,766	—	—	2,263,005	195,120	—	2,613,891
	2007	—	—	—	—	—	—	—
Manny S. Gerolamo . . . . .	2009	9,615	—	—	—	—	367,172	376,787
Former Senior Vice President, Sales and Marketing(9)	2008	238,461	—	—	978,563	—	—	1,217,024
	2007	—	—	—	—	—	—	—
Anna McNamara, RN, . . . . .	2009	294,231	75,000	319,641	107,080	—	58,844	854,796
Senior Vice President, Clinical Operations(10)	2008	250,000	—	2,901	—	135,500	130,993	519,394
	2007	250,000	—	—	—	—	209,689	459,689

- (1) The Compensation Committee of the Board of Directors and, where applicable, the Board of Directors of the Company, approved a discretionary cash bonus pool (the “Bonus Pool”) for employees eligible to participate in the Company’s Management Incentive Plan. At the time the Bonus Pool was created, certain performance targets previously established for the 2009 calendar year under the Management Incentive Plan were not likely to be attained, and thus the Compensation Committee and, where applicable, the Board of Directors, created the Bonus Pool to provide an appropriate incentive for certain employees eligible to participate in the Management Incentive Plan.
- (2) Calculated in accordance with FASB ASC Topic 718 using the grant date fair value.
- (3) Calculated in accordance with FASB ASC Topic 718 using the grant date fair value.
- (4) Mr. Thurman was appointed our President and Chief Executive Officer in February 2009. Bonus compensation for Mr. Thurman in 2009 consists of \$375,000 paid under the Bonus Pool. All other compensation for 2009 includes a \$450,000 payment to Mr. Thurman in consideration of the 2008 incentive and equity compensation that Mr. Thurman forfeited from his prior employer as a result of his appointment as President and Chief Executive Officer. All other compensation for 2009 includes monthly salary of \$20,833 for serving as our Chairman and quarterly Director compensation retainer fees of \$6,875 paid to Mr. Thurman in January 2009, prior to his appointment as President and Chief Executive Officer.
- (5) Mr. Cohen served as our President and Chief Executive Officer from November 2007 until January 22, 2009. All other compensation for 2009 includes \$190,629 paid to Mr. Cohen as reimbursement in connection with his relocation from California to Pennsylvania. All other compensation for 2008 includes \$245,761 paid to Mr. Cohen as reimbursement in connection with his relocation from California to Pennsylvania. All other compensation for 2009 also includes \$186,460 paid to Mr. Cohen as reimbursement for certain taxes in connection with his reimbursed relocation expenses, which was inadvertently disclosed in last year’s proxy statement in all other compensation for 2008.
- (6) Mr. Galvan served as our Chief Financial Officer in from September 2007 until January 2010.
- (7) Mr. Margolies became our Senior Vice President, Sales and Marketing in January 2009. Bonus compensation for Mr. Margolies in 2009 consists of \$52,875 paid under the Bonus Pool. All other compensation for 2009 includes a

bonus of \$60,000 and a tax gross up amount of \$42,325 to make him whole for missed bonus pay from his former employer as a result of his acceptance of employment with CardioNet. All other compensation for 2009 also includes \$33,671 for certain living and commuting expenses and a tax gross up payment of \$22,280 for the taxes applicable to the reimbursement of these expenses.

- (8) Mr. Imperato became our Senior Vice President, Business Operations in June 2008. Bonus compensation for Mr. Imperato in 2009 consists of \$92,700 paid under the Bonus Pool.
- (9) Mr. Gerolamo served as our Senior Vice President, Sales and Marketing from January 2008 to January 2009.
- (10) Ms. McNamara became our Senior Vice President, Clinical Operations in September 2002. Discretionary Bonus compensation for Ms. McNamara consists of \$75,000 paid under the Bonus Pool. All other compensation for 2009, 2008 and 2007 includes \$38,130 for certain living and commuting expenses and a tax gross up payment of \$16,341 for the taxes applicable to the reimbursement of these expenses. All other compensation for 2008 includes \$76,522 paid to Ms. McNamara make her whole for the miscalculation of the tax gross up amount for bonuses paid to her in 2007. In August 2007, we paid a special bonus of \$155,218 to Ms. McNamara, which she applied to repaying all principal and accrued interest on a loan we made to her in 2004. The bonus was paid in order to enable Ms. McNamara to repay the loan prior to the initial filing of our registration statement for our initial public offering, as required by the provisions of the Sarbanes-Oxley Act of 2002. The \$130,993 set forth for all other compensation for 2008, is a correction of the amount included in last year's proxy statement, due to a clerical error which omitted the living and commuting expense payments. The \$209,689 set forth for all other compensation for 2007 is a correction of the amount included in last year's proxy statement, due to a clerical error which omitted the living and commuting expense payments.

### **Grants of Plan-Based Awards**

All stock options granted to our named executive officers are incentive stock options, to the extent permissible under the Code. The exercise price per share of each stock option granted to our named executive officers was equal to the fair market value of our Common Stock as determined in good faith by our Board of Directors on the date of the grant. All stock options were granted under our 2008 plan.

We omitted columns related to non-equity incentive plan awards as none of our named executive officers earned any such awards during 2009. The following table sets forth certain information regarding grants of equity incentive plan awards to our named executive officers for 2009.

Messrs. Cohen and Gerolamo were not granted any such awards in 2009 and therefore are not included in the following table.

Name	Grant Date	Estimated Potential Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)(1)	All Other Option Awards: Number of Securities Underlying Options (#)(2)	Exercise or Base Price of Option Awards (\$/Sh)(3)	Grant Date Fair Value of Stock and Option Awards (\$)(4)
		Threshold (\$)	Target (\$)	Maximum (\$)				
Martin P. Galvan . . . . .	3/4/2009	—	—	—	5,019	—	118,348	
	10/23/2009	—	—	—	10,000	—	68,000	
	3/4/2009	—	—	—	—	8,365	99,820	
John F. Imperato . . . . .	3/4/2009	139,050	231,750	324,450	5,019	—	118,348	
	3/4/2009	—	—	—	5,000	—	117,900	
	10/23/2009	—	—	—	20,000	—	136,000	
	3/4/2009	—	—	—	—	8,365	12,450	
Matthew S. Margolies . . . . .	8/12/2009	—	—	—	—	10,000	51,628	
	3/4/2009	70,500	117,500	164,500	2,621	—	61,803	
	10/23/2009	—	—	—	20,000	—	136,000	
	1/22/2009	—	—	—	—	60,000	632,010	
	3/4/2009	—	—	—	—	4,368	52,123	
Anna McNamara, RN . . . . .	8/12/2009	—	—	—	—	10,000	51,628	
	3/4/2009	90,000	150,000	210,000	2,788	—	65,741	
	3/4/2009	—	—	—	5,000	—	117,900	
	10/23/2009	—	—	—	20,000	—	136,000	
	3/4/2009	—	—	—	—	4,647	55,453	
Randy H. Thurman . . . . .	8/12/2009	—	—	—	—	10,000	51,628	
	1/22/2009	450,000	750,000	1,050,000	3,781(5)	—	80,006	
	2/18/2009	—	—	—	3,200(5)	—	80,000	
	2/24/2009	—	—	—	50,000(6)	—	1,324,500	
	10/23/2009	—	—	—	150,000	—	1,020,000	
	2/24/2009	—	—	—	—	500,000	6,651,450	

- (1) Unless otherwise noted herein, the restricted stock units (the “RSU’s”) will vest in full on the third anniversary of the grant date, subject to accelerated vesting upon certain terminations of employment following certain corporate transactions involving the Issuer. The shares of common stock underlying the RSU’s will be issued when the RSU’s vest.
- (2) The options will vest in four equal annual installments commencing on the first anniversary of the date of grant and expire if not exercised within ten years from the date of grant.
- (3) Represents the fair market value of our Common Stock as determined in good faith by our Board of Directors on the date of the grant.
- (4) The amounts reported represent the aggregate grant date fair value of the awards calculated in accordance with FASB ASC 718.
- (5) The RSU’s will vest 100% on the date of grant.
- (6) The RSU’s will vest in four equal annual installments commencing on the first anniversary of the date of grant date, subject to accelerated vesting upon certain terminations of employment following certain corporate transactions involving the Issuer. The shares of common stock underlying the RSU’s will be issued when the RSU’s vest.



## Outstanding Equity Awards at December 31, 2009

The following table sets forth certain information regarding outstanding equity awards granted to our named executive officers for 2009 that remain outstanding as of December 31, 2009. Messrs. Cohen and Gerolamo did not have any such awards and therefore are not included in the following table.

Name	Option awards				Stock Awards	
	Number of securities underlying unexercised options(#) exercisable	Number of securities underlying unexercised options(#) unexercisable	Option exercise price(\$)	Option expiration date	Number of Shares of stock that have not vested(#) (1)	Market Value of Shares of stock that have not vested (\$) (2)
Martin P. Galvan, CPA . . . .	84,375	65,625(3)	7.20	9/28/2017	5,019	29,813
	—	—	—	—	10,000	59,400
John F. Imperato . . . . .	53,216(3)	—	29.85	7/21/2018	5,019	29,813
	—	10,000(4)	6.95	8/12/2019	5,000	29,700
					20,000	118,800
Matthew S. Margolies . . . .	—	10,000(4)	6.95	8/12/2019	2,621	15,569
	—	—	—	—	20,000	118,800
Anna McNamara, RN . . . .	—	10,000(4)	6.95	8/12/2019	2,788	16,561
	—	—	—	—	5,000	29,700
	—	—	—	—	20,000	118,800
	—	—	—	—	2,083(5)	12,373
Randy H. Thurman . . . . .	65,521(3)	—	28.16	7/7/2018	50,000(8)	297,000
	7,084(6)	—	28.16	7/7/2018	150,000	891,000
	3,125(6)	—	31.18	8/22/2018	—	—
	1,667(7)	—	21.98	10/23/2018	—	—

- (1) Unless otherwise noted herein, the RSU's will vest in full on the third anniversary of the grant date, subject to accelerated vesting upon certain terminations of employment following certain corporate transactions involving the Company. The shares of common stock underlying the RSU's will be issued when the RSU's vest.
- (2) Value based on the closing stock price of a share of Common Stock on December 31, 2009 (\$5.94).
- (3) Twenty-five percent of the shares subject to the option will vest on the first anniversary of the date of grant. 1/48th of the shares subject to the option will vest monthly thereafter, over the next three years.
- (4) The options will vest in four equal annual installments commencing on the first anniversary of the date of grant and expire if not exercised within ten years from the date of grant.
- (5) Represents shares of Common Stock subject to repurchase by us as of December 31, 2009 that were issued upon exercise of stock options prior to the vesting date of such options. With respect to 2,083 unvested shares, an amount of shares subject to the option equal to 1/48th of the original grant amount will vest monthly until October 26, 2010. The options may be early exercised prior to vesting but any exercised and unvested shares are subject to a right of repurchase on behalf of the Company.
- (6) Thirty-three one-third percent (33⅓%) shares subject to the option will vest in on the first anniversary of the date of grant with respect to and the remainder shall vest in equal monthly installments over the two-year period thereafter, subject to the holders continuation of employment with the issuer. The options may be exercised prior to vesting but any exercised and unvested shares are subject to a right of repurchase.

- (7) The shares shall vest in twelve monthly equal installments measured from the date of grant.
- (8) The shares subject to the RSU will vest in four equal annual installments commencing on the first anniversary of the date of grant, subject to accelerated vesting upon certain terminations of employment following certain corporate transactions involving the issuer. The shares of common stock underlying the RSU's will be issued when the RSU's vest.

### Option Exercises and Stock Vested

The following table provides information regarding the number of shares of Common Stock acquired and the value received pursuant to the exercise of stock options and the vesting of stock during the year ended December 31, 2009 by our named executive officers for 2009. Mr. Galvan, Margolies and Mr. Imperato did not acquire any such shares of Common Stock and therefore are not included in the following table.

Name	Option Awards(1)		Stock Awards(2)	
	Number of shares acquired on exercise	Value Realized on exercise	Number of shares acquired on vesting	Value Realized on vesting(\$)
Arie Cohen . . . . .	119,024	2,009,279	—	—
Manny S. Gerolamo . . . . .	31,250	523,393	—	—
Anna McNamara, RN(3) . . . . .	—	—	9,375	14,438
Randy H. Thurman . . . . .	—	—	6,981	160,006

- (1) The value realized on exercise of stock option awards is the difference between the stock price on the date of exercise and the exercise price of the options.
- (2) The value realized on vesting is determined based on the closing stock price a share of Common Stock on the date of vesting, multiplied by the number of shares that vested, without taking into account any taxes that may be payable in connection with the transaction.
- (3) Represents the number of shares of Common Stock that vested during 2009 which were originally acquired upon the exercise of stock options prior to the vesting date of such options.

### Option Repricings

We did not engage in any repricings of any of our named executive officers' outstanding equity awards during the year ended December 31, 2009. In December 2009, Mr. Thurman and all of our section 16 officers consented to the cancellation of their outstanding options for no consideration with exercise prices in excess of \$15 per share. Mr. Thurman and our section 16 officers agreed that it was in the best interest of the Company and its stockholders to agree to the cancellation to reduce the economic effect of the significant accounting charge associated with such outstanding underwater options.

### Pension Benefits

None of our named executive officers participate in or have account balances in qualified or non-qualified defined benefit plans sponsored by us. Our Compensation Committee may elect to adopt qualified or non-qualified benefit plans in the future if it determines that doing so is in our best interests.

### Nonqualified Deferred Compensation

None of our named executive officers participate in or have account balances in nonqualified defined contribution plans or other nonqualified deferred compensation plans maintained by us. Our

Compensation Committee may elect to provide our officers and other employees with non-qualified defined contribution or other nonqualified deferred compensation benefits in the future if it determines that doing so is in our best interests.

### **Potential Payments Upon Termination Or Change In Control**

In this section, we describe payments that may be made to our named executive officers upon several events of termination, including termination in connection with a change in control. The payment amounts discussed and in the table below reflect the payments that would have been due to the named executive officers had the termination or change in control event occurred on December 31, 2009. The information in this section does not include information relating to payments and benefits provided on a nondiscriminatory basis to salaried employees generally upon termination of employment. On December 31, 2009, the last reported sale price of our Common Stock on the Nasdaq Stock Market was \$5.94 per share. Actual amounts payable would vary based on the date of the named executive officer's termination of employment and can only be finally determined at that time.

Although we did not enter into an employment agreement with Ms. Getz until she was appointed as our Senior Vice President and Chief Financial Officer on January 15, 2010, we have included her under this section as if she was entitled to severance on December 31, 2009, based on the terms set forth in her employment agreement.

Unless specified otherwise, the information in this section is based upon the terms of the (i) Employment Agreement between us and Mr. Thurman, dated February 24, 2009, (ii) Employment Agreement between us and Mr. Cohen, dated November 14, 2008, (iii) Employment Agreement between us and Mr. Galvan, dated November 14, 2008, (iv) Employment Agreement between us and Mr. Imperato, dated November 14, 2008, (v) Employment Agreement between us and Mr. Margolies, dated January 28, 2009, (vi) Employment Agreement between us and Ms. McNamara, dated October 19, 2009 and (vii) Employment Agreement between us and Ms. Getz, dated January 15, 2010 (collectively, the "Agreements").

Messrs. Cohen, Gerolamo and Galvan, who terminated employment on January 22, 2009, January 9, 2009 and January 15, 2010, respectively, are discussed at the end of this section under "Terminated Executives During the 2009 Calendar Year and First Quarter of 2010." In addition, because Mr. Galvan was employed on December 31, 2009, we have included him in our discussion of the terms of the Agreements below.

The Agreements provide each of our named executive officers severance payments and benefits upon termination of employment by us without cause or by the executives for good reason. Mr. Thurman is entitled to a cash severance payment equal to the sum of (i) 2x his respective annual base salaries as of the last day of active employment and (ii) 2x his on-target annual performance incentive bonus in effect at the time of termination. Mr. Imperato, Ms. McNamara and Ms. Getz are entitled to a cash severance payment equal to the sum of (i) 1x their annual base salaries as of the last day of active employment and (ii) 1x their on-target annual performance incentive bonus in effect at the time of his termination. Mr. Galvan is entitled to a cash severance payment equal to the sum of (i) 1.5x his annual base salary as of his last day of active employment, and (ii) 1.5x his on-target annual performance incentive bonus in effect at the time of his termination.

In addition, we will continue to provide to each of our named executive officers continued participation in our medical, dental and vision plans at the same premium rates and cost sharing as may be charged from time to time for employees generally for a specified period of time. Specifically, Mr. Thurman will receive continued coverage for twenty-four months following the applicable date of termination and the other executives (except for Mr. Galvan) will have continued coverage for twelve months following the applicable date of termination. Mr. Galvan will have continued coverage for eighteen months following his date of termination.

The foregoing severance payments and benefits payable upon termination of employment to each named executive officer are conditioned on the execution of a written waiver and release of claims. In addition, for all of our named executive officers, such payments and benefits are consideration for the restrictive covenants set forth in the Agreements. Specifically, during the term of each executive's employment with us and during any period thereafter in which severance payments or benefits are paid, the executive may not compete with us (as defined in the Agreement).

The Agreements also provide each named executive officer (with the exception of Mr. Thurman) with accelerated vesting of their equity awards in connection with termination of employment following a change in control. Specifically, if the executive's employment is terminated by us without cause or by the executive for good reason within thirty days before or twelve months after a change in control, all of equity awards will immediately accelerate and become fully vested. Mr. Thurman's equity awards will immediately accelerate and become fully vested upon a change in control without regard to termination of his employment (unless he is terminated for cause).

In the event any payment or benefit to Messrs. Thurman and Galvan would constitute an excess parachute payment within the meaning of section 280G of the Internal Revenue Code and be subject to the excise tax imposed by section 4999 of the Internal Revenue Code, the affected executive will be entitled to the greater of (on a net after-tax basis): (i) the largest amount of the payment or benefit that would result in no portion of the payment or benefit being subject to the excise tax under section 4999 of the Internal Revenue Code, or (ii) the entire payment without any reduction to avoid the excise tax plus an additional amount to cover one-half of the excise tax applicable to the excess parachute payment under section 4999 of the Internal Revenue Code, and all applicable federal, state and local employment and income taxes on such additional amount.

In the event any payment or benefit to Messrs. Imperato or Margolies or Ms. McNamara or Ms. Getz would constitute an excess parachute payment within the meaning of section 280G of the Internal Revenue Code and be subject to the excise tax imposed by section 4999 of the Internal Revenue Code, the affected executive will be entitled to the greater of (on a net after-tax basis): (i) the largest amount of the payment that would result in no portion of the payment or benefit being subject to the excise tax under section 4999 of the Internal Revenue Code, or (ii) the entire payment or benefit without any reduction to avoid the excise tax.

The Agreements do not provide any severance payments or benefits upon a termination by us for cause, by the executive without good reason, or on account of the executive's disability or death. The executive would be entitled only to base salary and unused vacation benefits earned through the date of the executive's termination of employment and the amount of any vested benefits under our benefit plans. We will have no further obligations to the executive under the Agreements, except as provided by law.

A termination for cause under the Agreements would generally result from an executive's: (i) willful and repeated failure to satisfactorily perform his job duties, (ii) willful commission of an act that materially injures our business, (iii) willful refusal or failure to follow lawful and reasonable directions of our Board of Directors, (iv) conviction of, or plea of *nolo contendere* to, any felony involving moral turpitude, (v) engagement or in any manner participation in any activity which is directly competitive with or injurious to us or any of our affiliates or which violates any restrictive covenants applicable to the executive, (vi) commission of any fraud against us, and our affiliates, employees, agents or customers or use or intentional appropriation for the executive's personal use or benefit of any company funds or property not authorized by our Board of Directors to be so used or appropriated, or (vii) material breach of or willful failure to comply with our policies, including, but not limited to, equal employment opportunity or harassment policies, insider trading policies, code of ethics or conflict of interest policies, non-disclosure and confidentiality policies, travel and expense policies, workplace violence policies, Sarbanes-Oxley compliance policies, policies governing preparation and

approval of financial statements, and/or policies governing the making of financial commitments on our behalf.

Good reason under the Agreements generally exists if, without the executive's consent, there is: (i) a change in the executive's title that is accompanied by a material reduction in the executive's duties, authority or responsibilities relative to the executive's duties, authority or responsibilities in effect immediately prior to such reduction, (ii) a relocation of the executive's principal business location to a point that requires a one-way increase of the executive's commuting distance of more than fifty miles, (iii) a material reduction of the executive's base salary, or (iv) a failure on our part to obtain the agreement from any successor to assume or agree to perform our obligations under the Agreements. Mr. Thurman has an additional good reason trigger under which he may resign for good reason if we fail to elect or re-elect or to appoint or re-appoint him as a member of our Board of Directors.

Under the Agreements, a change in control would be deemed to have occurred if (i) we consolidate or merge with and into any other corporation or other entity or person, or any other corporate reorganization occurs, in which our capital stock immediately prior to such consolidation, merger or reorganization, represents less than 50% of the voting power of the surviving entity immediately after such consolidation, merger or reorganization, (ii) we are party to any transaction, or series of related transactions in which more than 50% of our voting power is transferred (except any consolidation or merger effected exclusively to change our domicile or any transaction or series of transactions principally for bona fide equity financing purposes in which we receive cash or our indebtedness is canceled), or (iii) we sell, lease, license or dispose of all or substantially all of our assets.

#### **Terminated Executives During the 2009 Calendar Year and First Quarter of 2010**

Effective as of January 22, 2009, Mr. Cohen ceased to serve as our President and Chief Executive Officer. In connection therewith, Mr. Cohen received payments and benefits totaling \$1,718,390, which consisted of cash severance in the amount of \$1,710,000 and continued medical, dental and vision benefits in the amount of \$8,390. Mr. Cohen also received a lump sum payment of \$400,000, which represents the amount that Mr. Cohen would have received under the MIP for the 2008 calendar year had he remained employed by us on the payment date. These amounts were paid or provided to him pursuant to the Release and Waiver of Claims executed by Mr. Cohen on January 25, 2009.

Effective as of January 9, 2009, Mr. Gerolamo ceased to serve as our Senior Vice President, Sales and Marketing. In connection therewith, Mr. Gerolamo received payments and benefits totaling \$381,090, which consisted of cash severance in the amount of \$375,000 and continued medical, dental and vision benefits in the amount of \$6,090. These amounts were paid or provided to him pursuant to the Release and Waiver of Claims, executed by Mr. Gerolamo on January 1, 2009.

Effective as of January 15, 2010, Mr. Galvan ceased to serve as our Chief Financial Officer. In connection therewith, Mr. Galvan received payments and benefits totaling \$779,807, which consisted of cash severance in the amount of \$752,400 and continued medical, dental and vision benefits in the amount of \$27,407. These amounts were paid or provided to him pursuant to the Release and Waiver of Claims, executed by Mr. Galvan on February 4, 2010.

The following table summarizes the amounts payable to each of our named executive officers based on the items described above with respect to each of the events set forth in the table.

Named Executive Officer	Involuntary Termination without Cause or For Good Reason Unrelated to Change of Control	Upon a Change of Control	Involuntary Termination without Cause or For Good Reason Related to a Change of Control
<b>Thurman, Randy H.</b>			
Cash Severance . . . . .	\$2,000,000	\$ 0	\$2,000,000
Continued Welfare . . . . .	\$ 11,760	\$ 0	\$ 11,760
Acceleration Value of Stock Options . . . . .	\$ 0	\$ 0	\$ 0
Acceleration Value of Restricted Stock/Unit . . . . .	\$ 41,467	\$1,229,467	\$1,229,467
Gross-Up Payment . . . . .	\$ 0	\$ 0	\$ 564,796
Total Value . . . . .	\$2,053,228	\$1,229,467	\$3,806,024
<b>Galvan, Martin P.</b>			
Cash Severance . . . . .	\$ 752,400	\$ 0	\$ 752,400
Continued Welfare . . . . .	\$ 8,820	\$ 0	\$ 8,820
Acceleration Value of Stock Options . . . . .	\$ 0	\$ 0	\$ 0
Acceleration Value of Restricted Stock . . . . .	\$ 0	\$ 0	\$ 0
Gross-Up Payment . . . . .	\$ 0	\$ 0	\$ 241,033
Total Value . . . . .	\$ 761,220	\$ 0	\$ 850,433
<b>Imperato, John F.</b>			
Cash Severance . . . . .	\$ 494,400	\$ 0	\$ 494,400
Continued Welfare . . . . .	\$ 4,369	\$ 0	\$ 4,369
Acceleration Value of Stock Options . . . . .	\$ 0	\$ 0	\$ 0
Acceleration Value of Restricted Stock . . . . .	\$ 0	\$ 0	\$ 178,313
Gross-Up Payment . . . . .	\$ 0	\$ 0	\$ 0
Total Value . . . . .	\$ 498,769	\$ 0	\$ 677,082
<b>McNamara, Anna</b>			
Cash Severance . . . . .	\$ 450,000	\$ 0	\$ 450,000
Continued Welfare . . . . .	\$ 4,310	\$ 0	\$ 4,310
Acceleration Value of Stock Options . . . . .	\$ 0	\$ 0	\$ 0
Acceleration Value of Restricted Stock . . . . .	\$ 0	\$ 0	\$ 165,061
Gross-Up Payment . . . . .	\$ 0	\$ 0	\$ 0
Total Value . . . . .	\$ 454,310	\$ 0	\$ 619,371
<b>Margolies, Matthew S.</b>			
Cash Severance . . . . .	\$ 352,500	\$ 0	\$ 352,500
Continued Welfare . . . . .	\$ 5,880	\$ 0	\$ 5,880
Acceleration Value of Stock Options . . . . .	\$ 0	\$ 0	\$ 0
Acceleration Value of Restricted Stock . . . . .	\$ 0	\$ 0	\$ 134,369
Gross-Up Payment . . . . .	\$ 0	\$ 0	\$ 0
Total Value . . . . .	\$ 358,380	\$ 0	\$ 492,749
<b>Getz, Heather C.</b>			
Cash Severance . . . . .	\$ 352,500	\$ 0	\$ 352,500
Continued Welfare . . . . .	\$ 0	\$ 0	\$ 0
Acceleration Value of Stock Options . . . . .	\$ 0	\$ 0	\$ 0
Acceleration Value of Restricted Stock . . . . .	\$ 0	\$ 0	\$ 59,400
Gross-Up Payment . . . . .	\$ 0	\$ 0	\$ 0
Total Value . . . . .	\$ 352,500	\$ 0	\$ 411,900



## **TRANSACTIONS WITH RELATED PERSONS**

### **RELATED-PERSON TRANSACTIONS POLICY AND PROCEDURES**

We have adopted a written Related-Person Transactions Policy that sets forth our policies and procedures regarding the identification, review, consideration and oversight of “related-persons transactions.” For purposes of our policy only, a “related-person transaction” is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which we and any “related person” are participants involving an amount that exceeds \$120,000. Transactions involving compensation for services provided to us as an employee, director, consultant or similar capacity by a related person are not covered by this policy. A related person is any executive officer, director or a holder of more than five percent of our Common Stock, including any of their immediate family members and any entity owned or controlled by such persons.

Under the policy, where a transaction has been identified as a related-person transaction, management must present information regarding the proposed related-person transaction to our Audit Committee (or, where review by our Audit Committee would be inappropriate, to another independent body of our Board of Directors) for review. The presentation must include a description of, among other things, the material facts, the direct and indirect interests of the related persons, the benefits of the transaction to us and whether any alternative transactions are available. To identify related-person transactions in advance, we rely on information supplied by our executive officers, directors and certain significant stockholders. In considering related-person transactions, our Audit Committee takes into account the relevant available facts and circumstances including, but not limited to:

- the risks, costs and benefits to us;
- the impact on a director’s independence in the event the related person is a director, immediate family member of a director or an entity with which a director is affiliated;
- the terms of the transaction;
- the availability of other sources for comparable services or products; and
- the terms available to or from, as the case may be, unrelated third parties or to or from our employees generally.

In the event a director has an interest in the proposed transaction, the director must recuse himself or herself from the deliberations and approval. Our policy requires that, in reviewing a related-person transaction, our Audit Committee must consider, in light of known circumstances, whether the transaction is in, or is not inconsistent with, the best interests of us and our stockholders, as our Audit Committee determines in the good faith exercise of its discretion. We did not previously have a formal policy concerning transactions with related persons.

We are not aware of any transaction required to be reported as a related party transaction since January 1, 2009 where such policies and procedures did not require review, approval or ratification or where such policies and procedures were not followed.

### **Stock Options Granted to Executive Officers and Directors**

We have granted stock options to our executive officers and directors, as more fully described in the section entitled “Director and Executive Compensation.”

### **Indemnification Agreements**

We have entered, and intend to continue to enter, into indemnification agreements with our directors and executive officers. These agreements, among other things, require us to indemnify our directors and executive officers for certain expenses, including attorneys’ fees, judgments, fines and

settlement amounts incurred by a director or executive officer in any action or proceeding arising out of their services as one of our directors or executive officers, or any of our subsidiaries or any other company or enterprise to which the person provides services at our request.

#### **HOUSEHOLDING OF PROXY MATERIALS**

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for proxy statements and annual reports with respect to two or more stockholders sharing the same address by delivering a single proxy statement addressed to those stockholders. This process, which is commonly referred to as “householding,” potentially means extra convenience for stockholders and cost savings for companies.

This year, a number of brokers with account holders who are CardioNet stockholders will be “householding” our proxy materials. A single proxy statement will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that they will be “householding” communications to your address, “householding” will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in “householding” and would prefer to receive a separate proxy statement and annual report, please notify your broker. Direct your written request to CardioNet, Inc., Heather C. Getz, Corporate Secretary, 227 Washington Street #201, Conshohocken, Pennsylvania 19428 or contact Heather C. Getz at (610) 729-7000. Stockholders who currently receive multiple copies of the proxy statement at their addresses and would like to request “householding” of their communications should contact their brokers.

#### **OTHER MATTERS**

The Board of Directors knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the meeting, it is the intention of the persons named in the accompanying proxy to vote on such matters in accordance with their best judgment.

By Order of the Board of Directors



Heather C. Getz  
*Secretary*