

MEDIX RESOURCES INC  
Form S-8  
November 16, 2001

As filed with the U. S. Securities and Exchange Commission on November 16, 2001  
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

Medix Resources, Inc.

(Exact name of registrant as specified in its charter)

Colorado  
(State or other jurisdiction of  
incorporation or organization)

84-1123311  
(I.R.S. Employer  
Identification No.)

305 Madison Avenue, 20th Floor, New York, NY  
(Address of Principal Executive Offices)

10165  
(Zip Code)

Medix Resources, Inc.  
1999 Stock Option Plan  
1996 Stock Incentive Plan  
1994 Omnibus Stock Plan  
Various Individual Stock Options and Warrant Agreements

(Full Title of the Plan)

Lyle B. Stewart, Esq.  
3751 South Quebec Street  
Denver, CO 80237

(Name and Address of Agent for Service)

(303) 267-0920

(Telephone Number, including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (2)
Common Stock, par value \$.001 per share	3,000,000 shares	\$0.75	\$2,250,000	\$563

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(1) The shares registered hereby, which have been reserved by the Registrant for issuance under the 1999 Stock Option Plan are in addition to 9,500,253 shares registered by the Registrant pursuant to a Registration Statement on Form S-8 (Reg. No.333-31684) filed on March 3, 2000, and 3,000,000 shares registered by the Registrant pursuant to a Registration Statement on Form S-8 (Reg. No. 333-57558) filed on March 26, 2001.

(2) Estimated solely for the purpose of calculating the registration fee. In accordance with Rule 457(c) and (h), the price shown is based upon the average of the high and low prices of Medix Resources, Inc. Common Stock on November 12, 2001, as reported on the American Stock Exchange.

This Registration Statement is being filed pursuant to General Instruction E of Form S-8 promulgated by the U. S. Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended. Pursuant to the terms of such General Instruction E, the contents of the prior Registration Statements on Form S-8 of the Registrant, Reg. No. 333-31684, filed with the Commission on March 3, 2000, and Reg. No. 333-57558, filed with the Commission on March 26, 2001, are incorporated herein by reference.

### Item 5. Interest of Named Experts and Counsel.

Lyle B. Stewart, P.C. is named herein as giving the opinion required by Item 601(b)(5) of Regulation S-K. Lyle B. Stewart, P.C. or Mr. Stewart, individually, have been granted options to purchase 25,000 shares of Medix common stock at an exercise price of \$0.26 per share, 100,000 shares of Medix common stock at an exercise price of \$3.38 per share, and 75,000 shares of Medix common stock at an exercise price of \$0.92 per share under our 1999 Stock Option Plan, all of which have vested.

### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in New York, New York on November 14, 2001.

MEDIX RESOURCES, INC

By /s/ John R. Prufeta  
John R. Prufeta  
President and CEO

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Each person whose signature appears below in so signing also makes, constitutes and appoints John R. Prufeta and Gary L. Smith, and each of them, his or her true and lawful attorney-in-fact, with full power of substitution, for him in any and all capacities, to execute and cause to be filed with the Securities and Exchange Commission any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection therewith, and hereby ratifies and confirms all that said attorney-in-fact or his substitute or substitutes may do or cause to be done by virtue hereof.

Signature	Title	Date
<u>/s/ John R. Prufeta</u> John R. Prufeta	President, Chief Executive Office Director (Principal Executive Officer)	November 16, 2001
<u>/a/ Gary L. Smith</u> Gary L. Smith	Executive Vice President and Chief Financial Officer and Treasurer	November 16, 2001

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(Principal Financial and Accounting Officer)

<u>/s/ John T. Lane</u> John T. Lane	Director	November 16, 2001
<u>/s/ Dr. David B. Skinner</u> Dr. David B. Skinner	Director	November 16, 2001
<u>/s/ Joan E. Herman</u> Joan E. Herman	Director	November 16, 2001
<u>/s/ Samuel H. Havens</u> Samuel H. Havens	Director	November 16, 2001
Patrick W. Jeffries Patrick W. Jeffries	Director	November __, 2001
Guy L. Scalzi Guy L. Scalzi	Director	November __, 2001

### EXHIBIT INDEX

Number -----	Exhibit -----
5.1	Opinion of Lyle B. Stewart, P.C.
23.1	Consent of Ehrhardt Keefe Steiner & Hottman PC
23.2	Consent of Lyle B. Stewart, P.C. (included in Exhibit 5. 1)
24.1	Power of Attorney (included on signature page)
99.1	1999 Stock Option Plan, as amended