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SURGICARE INC/DE  
Form 8-K  
September 22, 2004

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report

September 20, 2004

SURGICARE, INC.  
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE  
(State or other jurisdiction  
of incorporation)

001-16587  
(Commission  
File Number)

58-1597246  
(IRS Employer  
Identification No.)

10700 Richmond Ave., Suite 300  
HOUSTON, TEXAS 77042  
(Address of principal executive offices)

(713) 973-6675  
(Registrant's telephone number, including area code)

N/A  
(Former name or former address, if changed since last report)

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ITEM 3.02. UNREGISTERED SALES OF EQUITY SECURITIES

On September 20, 2004, SurgiCare, Inc. (the "Company") issued 8,750,000 shares of common stock in connection to an agreement with American International Industries, Inc. ("AII") dated June 23, 2004 (press release filed on July 1, 2004) to convert the Company's 900,000 shares of Series AA Redeemable Preferred Stock held by AII. All other terms of the agreement were consummated August 2,

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2004. The shares were issued upon approval of the listing of the shares on the American Stock Exchange obtained September 20, 2004. The stock was issued in reliance on the exemption provided by Section 4(2) of the Securities Act.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SURGICARE, INC.

Date: September 22, 2004

By: /s/ Keith LeBlanc

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Keith LeBlanc  
President and Chief Executive Officer