

CONTINUCARE CORP  
Form 425  
August 23, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K  
CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) **August 23, 2011**

**Metropolitan Health Networks, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Florida**

(State or Other Jurisdiction of Incorporation)

**001-32361**

(Commission File Number)

**65-0635748**

(IRS Employer Identification No.)

**777 Yamato Road, Suite 510**

**Boca Raton, Florida**

(Address of Principal Executive Offices)

**33431**

(Zip Code)

**(305) 805-8500**

(Registrant's telephone number, including Area Code)

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On August 23, 2011, Metropolitan Health Networks, Inc. ( Metropolitan ) issued a press release regarding the proposed transaction between Metropolitan and Continucare Corporation ( Continucare ). A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 99.1      Press release dated August 23, 2011.

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**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.

METROPOLITAN HEALTH NETWORKS,  
INC.

/s/ Roberto Palenzuela  
Name: Roberto Palenzuela  
Title: General Counsel

Dated: August 23, 2011

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**EXHIBIT INDEX**

Exhibit 99.1      Press release dated August 23, 2011.