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OPTICARE HEALTH SYSTEMS INC

Form 8-K

March 31, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

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Date of Report (Date of earliest event reported): March 30, 2004

OPTICARE HEALTH SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware

1-15223

76-0453392

-----  
(State or Other  
Jurisdiction of  
Incorporation)

-----  
(Commission  
File Number)

-----  
(IRS Employer  
Identification No.)

87 Grandview Avenue, Waterbury, Connecticut 06708

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (203) 596-2236

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

99.1 The Registrant's Press Release dated March 30, 2004.

This press release is being furnished pursuant to Item 12 of this Current Report on Form 8-K and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any

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filing under the Securities Act of 1933 or the Exchange Act.

ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On March 30, 2004, the Registrant issued a press release to report its financial results for the quarter and year ended December 31, 2003. A copy of the press release is furnished pursuant to this Item 12 as Exhibit 99.1 to this current report on Form 8-K.

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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.

OPTICARE HEALTH SYSTEMS, INC.  
(Registrant)

Date: March 30, 2004

/s/ William A. Blaskiewicz  
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Name: William A. Blaskiewicz  
Title: Vice President and Chief Financial  
Officer

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EXHIBIT INDEX

| Exhibit<br>Number<br>----- | Description<br>-----                                 |
|----------------------------|------------------------------------------------------|
| 99.1                       | The Registrant's Press Release dated March 30, 2004. |

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