

Mail Room 4561

January 13, 2010

James E. Peebles  
Chairman of the Board  
QuadraMed Corporation  
12110 Sunset Hills Road  
Reston, VA 20190

**Re: QuadraMed Corporation  
Preliminary Proxy Statement on Schedule 14A  
Filed January 4, 2010  
File No. 001-32283**

Dear Mr. Peebles:

This is to advise you that we have limited our review of the above filing to the matters addressed in the comments below. After reviewing your response, we may or may not raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

The Agreement and Plan of Merger, page 60

1. We note the disclaimer contained in the second paragraph of this section and your statements that the description of the representations and warranties is included solely to provide stockholders with information regarding the terms of the agreement, and that stockholders should not rely on the representations and warranties or any descriptions thereof as characterizations of the actual state of facts or condition of QuadraMed or its affiliates. Please revise to remove any potential implication that the referenced merger agreement does not constitute disclosure about the company. Statements that other disclosure regarding the company included or incorporated in the proxy may supplement, update or modify the disclosure in the merger agreement may be appropriate. In addition, statements about the intent of the parties with respect to the information in the merger agreement at the time of execution may also be appropriate.
2. We note your various qualifiers regarding the representations and warranties in the merger agreement that alert shareholders to the historical context of the

merger agreement. Please revise these references to more clearly refer to the merger agreement at the time it was executed, rather than in the present tense. For example, we note the disclosure that the representations and warranties “are subject to qualifications.”

3. Please be advised that, notwithstanding your inclusion of a general disclaimer, you are responsible for considering whether additional specific disclosures of material information regarding material contractual provisions are required to make the statements included in the proxy statement not misleading.

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As appropriate, please amend your filing and respond to these comments within 10 business days. You should provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested supplemental information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your amendments and responses to our comments.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes all information required under the Exchange Act and that they have provided all information investors require for an informed investment decision. Since the company and its management are in possession of all facts relating to a company’s disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In connection with responding to our comments, please provide, in writing, a statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
  - staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing;
- and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in connection with our review of your filing or in response to our comments on your filing.

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Please direct all questions to Stephani Bouvet at (202) 551-3545 or, in her absence, to me at (202) 551-3457. If you still require further assistance, please contact Barbara C. Jacobs, Assistant Director, at (202) 551-3735.

Sincerely,

Maryse Mills-Apenteng  
Special Counsel

cc: Via facsimile to (202) 628-5116  
Kelly G. Howard, Esq.  
Crowell & Moring LLP