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I TRAX INC
 Form 424B3
 January 24, 2005

Prospectus Supplement No. 1
 to Prospectus Dated December 1, 2004

Filed Pursuant to Rule 424(b)(3)
 Registration File No. 333-114604

[ITRAX LOGO OMITTED]

15,850,436 SHARES OF COMMON STOCK

The prospectus supplement supplements the information contained in the prospectus of I-trax, Inc. dated December 1, 2004, relating to potential resale from time to time of up to 13,851,550 shares of our common stock and up to 1,998,886 shares of our common stock issuable upon the conversion of outstanding Series A Convertible Preferred Stock.

SELLING SECURITY HOLDERS

The following table supplements the information set forth in the prospectus under the caption "Selling Security Holders" with respect to the shareholders offering shares of our common stock pursuant to this prospectus, as amended or supplemented, and regarding ownership of shares of our common stock prior to and after such offering by those shareholders. The information regarding selling security holders is being supplemented to disclose that a selling shareholder has donated certain of her shares and to add the donees as selling shareholders with respect to the donated shares. The information set forth herein is as of January 20, 2005.

| Name of Selling Shareholder | Number of Shares of Common Stock Owned Before Offering | | Number of Shares of Common Stock Offered | |
|--|--|---|--|---|
| | Common Stock | Common Stock underlying preferred stock | Common Stock | Common Stock underlying preferred stock |
| Susan M. Mathews (1) (2) | 1,354,824 | 213,591 | 1,354,824 | |
| Brendan Mathews as Custodian for Fiona Clare Mathews | 2,277 | -- | 2,277 | |
| Colin Mathews & Stephanie Iverson | 56,947 | -- | 56,947 | |
| Devin R. Mathews | 56,947 | -- | 56,947 | |

The Date of this Prospectus Supplement is January 20, 2005