

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 (Date of earliest event reported): October 1, 2001  
-----

PDI, INC.

-----  
(Exact name of Registrant as specified in its charter)

DELAWARE                      0-24249                      22-2919486

-----  
(State or other jurisdiction of (Commission File Number) (IRS Employer  
incorporation)                      Identification No.)

10 Mountainview Road,  
Upper Saddle River, NJ                      07458

-----  
(Address of principal executive office)                      (Zip Code)

(201) 258-8450

-----  
Registrant's telephone number, including area code:

Professional Detailing, Inc.

-----  
(Former name or former address, if changed since last report)

Item 5. Other Events

On October 1, 2001 PDI, Inc. (the "Company") effected an amendment to the Company's Certificate of Incorporation (a) changing the Company's name from Professional Detailing, Inc. to PDI, Inc.; and (b) increasing the Company's authorized common stock from 30 million shares to 100 million shares. These changes were approved by the Company's stockholders at the Company's 2001 Annual Meeting of Stockholders.

Item 7 (c). Exhibits

Exhibit #	Description of Exhibit
99.01	Certificate of Amendment of Certificate of Incorporation effective October 1, 2001

2

SIGNATURE

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.

PDI, INC.

By: /s/ Charles T. Saldarini

-----  
Charles T. Saldarini, Vice Chairman  
and Chief Executive Officer

Date: October 2, 2001



CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION

OF

PROFESSIONAL DETAILING, INC.  
(Pursuant to Section 242 of  
the Delaware General Corporation Law)

---

Professional Detailing, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "DGCL") does hereby certify that:

1. The name of the corporation is Professional Detailing, Inc.

2. The Board of Directors of the Corporation duly adopted resolutions setting forth two (2) proposed amendments (the "Amendments") to the Certificate of Incorporation of the Corporation (the "Certificate of Incorporation"), declaring the Amendments' advisability to its stockholders, and directing that the Amendments be considered at the year 2001 annual meeting of the stockholders of the Corporation. At the year 2001 annual meeting of stockholders of the Corporation, a majority of the stockholders approved the Amendments. The Amendments provide as follows:

(i) That Article First of the Certificate of Incorporation shall be amended to read in its entirety as follows:

"FIRST: The name of the corporation is PDI, Inc. (hereinafter called the "corporation");

and

(ii) That the first paragraph of Article Fourth of the Certificate of Incorporation shall be amended to read in its entirety as follows:

"FOURTH: The total number of shares of all classes of stock which this corporation shall have authority to issue is 105,000,000, consisting of (i) 100,000,000 shares of common stock, \$.01 par value per share ("Common Stock") and (ii) 5,000,000 shares of preferred stock, \$.01 par value per share (the "Preferred Stock")."

3. The Amendments herein certified have been duly adopted in accordance with the provisions of Section 242 of the DGCL by the Board of Directors.

4. This Certificate of Amendment shall become effective as of 8:00 a.m., Eastern Standard Time, on October 1, 2001.

Executed on this 28th day of September, 2001.

Professional Detailing, Inc.

By: /s/ Bernard C. Boyle

-----  
Bernard C. Boyle  
Executive Vice President and Chief Financial Officer