

**UNITED STATES  
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: February 22, 2012)

**PDI, INC.**

(Exact name of Registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of incorporation)

0-24249  
(Commission File Number)

22-2919486  
(IRS Employer Identification No.)

Morris Corporate Center 1, Building A  
300 Interpace Parkway,  
Parsippany, NJ 07054  
(Address of principal executive offices and zip Code)

(862) 207-7800  
Registrant's telephone number, including area code:

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

Check the appropriate box below 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))
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**Item 1.01 Entry into a Material Definitive Agreement**

On February 22, 2012, PDI, Inc. (the "Company") and Pfizer, Inc. entered into an amendment (the "Amendment") to the Amended and Restated Master Services Agreement, dated September 23, 2009 (as so amended, the "Master Services Agreement"), pursuant to which, among other things, the term of the Master Services Agreement was extended until September 23, 2014.

The foregoing description of the Amendment is qualified entirely by reference to the Amendment, a copy of which is attached as Exhibit 10.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(c) **Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
10.1	Amendment to Amended and Restated Master Services Agreement, dated February 22, 2012, by and among PDI, Inc. and Pfizer, Inc.

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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/ Jeffrey Smith  
Jeffrey Smith  
Chief Financial Officer

Date: March 6, 2012

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## Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
10.1	Amendment to Amended and Restated Master Services Agreement, dated February 22, 2012, by and among PDI, Inc. and Pfizer, Inc.

**AMENDMENT NO. 1  
TO  
AMENDED AND RESTATED MASTER SERVICES AGREEMENT**

This Amendment No. 1 (this "Amendment") effective September 22, 2011 ("Effective Date") to the Amended and Restated Master Services Agreement dated as of September 23, 2009 ("Agreement") hereby modifies and amends that certain Agreement between Pfizer, Inc. ("Pfizer") and PDI, Inc. with offices at Morris Corporate Center 1, 300 Interpace Parkway, Parsippany, NJ 07056 ("PDI").

1. The parties intend to extend the length of the term of the Agreement for a period of three (3) years. Accordingly, Section 8.1 of Agreement is hereby amended by deleting Section 8.1 in its entirety and replacing it with the following:

"8.1 Term. The term of this Agreement shall commence as of the Effective Date and shall remain in effect through the fifth anniversary of the Effective Date unless earlier terminated in accordance with its terms. Notwithstanding the foregoing, in the event that a Task Order has a term that exceeds the term of this Agreement, the parties agree that the term of this agreement shall be extended until such time as all Services under the applicable Task Order have been completed or the Task Order has been terminated in accordance with the terms of this Agreement"

2. Section 12.7 shall be amended to replace PDI's corporate address and fax number with:

Morris Corporate Center 1  
300 Interpace Parkway  
Parsippany, NJ 07056  
Fax No.: 862-207-7899

3. Exhibit D to the "Addendum to Amended and Restated Master services agreement between Pfizer Inc. And PDI, Inc., Compliance With Corporate Integrity Agreement and Related Obligations" shall be deleted in its entirety and replaced with the attached Exhibit D.

4. All other terms and conditions in Agreement that are not hereby amended shall remain in full force and effect.

5. In the event of a conflict between the provisions contained in the body of this Agreement and any such Task Order or exhibit, the terms in the Task Order or exhibit shall control.

IN WITNESS THEREOF, the parties have each caused this Amendment to the Agreement to be executed by their respective, duly authorized representatives as of the Effective Date.

**PDI Inc.**

**Pfizer Inc.**

By: /s/ Nancy Lurker  
Name: Nancy Lurker  
Title: CEO

By: /s/ James Akers  
Name: James Akers  
Title: Sr Director, Global Procurement & Operations

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**EXHIBIT D to COMPLIANCE ADDENDUM**

**CONTRACTOR COMPLIANCE LIAISON**

Chief Compliance Officer  
PDI, Inc.  
300 Interpace Parkway  
Parsippany, NJ 07056  
973-795-7777