
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CardioNet, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

8090
(Primary Standard Industrial
Classification Code Number)

33-0604557
(I.R.S. Employer
Identification Number)

**1010 Second Avenue
San Diego, California 92101
(619) 243-7500**

(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

**Arie Cohen
President and
Chief Executive Officer
CardioNet, Inc.
1010 Second Avenue
San Diego, California 92101
(619) 243-7500**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Frederick T. Muto, Esq.
Ethan E. Christensen, Esq.
Cooley Godward Kronish LLP
4401 Eastgate Mall
San Diego, California 92121
(858) 550-6000**

**Donald J. Murray, Esq.
Dewey & LeBoeuf LLP
1301 Avenue of the Americas
New York, New York 10019
(212) 259-8000**

**Approximate date of commencement of proposed sale to the public:
As soon as practicable after the effective date of this registration statement.**

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (File No. 333-145547)

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

**Title of each class of
securities to be registered**

**Proposed maximum
aggregate
offering price(1)**

**Amount of
registration fee**

Common Stock, \$0.001 par value per share

\$14,950,000

\$588(2)

- (1) Estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended. Includes \$1,950,000 of shares that the underwriters have the option to purchase to cover over-allotments, if any.
- (2) The Registrant previously registered an aggregate \$78,200,000 worth of its Common Stock on a Registration Statement on Form S-1 (File No. 333-145547), for which a filing fee of \$3,073 was previously paid.
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Explanatory Note

This Registration Statement on Form S-1 relates to the public offering of common stock of CardioNet, Inc. contemplated by the Registration Statement on Form S-1 (File No. 333-145547), as amended (the "Prior Registration Statement"), declared effective on March 18, 2008 by the Securities and Exchange Commission, and is filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, solely to increase the number of shares to be offered in the public offering by 1,265,000 shares, including 165,000 shares that may be sold pursuant to an over-allotment option granted to the underwriters. The contents of the Prior Registration Statement, including all exhibits thereto, are hereby incorporated by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on the 18th day of March, 2008.

CARDIONET, INC.

By: /s/ ARIE COHEN

Arie Cohen
President, CEO and Director

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ ARIE COHEN	President, CEO and Director <i>(Principal Executive Officer)</i>	March 18, 2008
Arie Cohen		
/s/ MARTIN P. GALVAN	CFO <i>(Principal Financial and Accounting Officer)</i>	March 18, 2008
Martin P. Galvan		
/s/ JAMES M. SWEENEY	Executive Chairman and Director	March 18, 2008
James M. Sweeney		
*	Director	March 18, 2008
Fred Middleton		
*	Director	March 18, 2008
Woodrow Myers Jr., M.D.		
*	Director	March 18, 2008
Eric N. Prystowsky, M.D.		
*	Director	March 18, 2008
Harry T. Rein		
*	Director	March 18, 2008
Robert J. Rubin, M.D.		

*By: /s/ JAMES M. SWEENEY

James M. Sweeney
Attorney-in-fact

EXHIBIT INDEX

Exhibit Number	Description of Document
5.1	Opinion of Cooley Godward Kronish LLP.
23.1	Consent of Ernst & Young LLP, independent registered public accounting firm.
23.2	Consent of Ernst & Young LLP, independent certified public accountants.
23.3	Consent of Cooley Godward LLP. Reference is made to Exhibit 5.1.
24.1(a)	Powers of Attorney.
(a)	Included on the signature page of Registration Statement on Form S-1 (File No. 333-145547), filed with the Securities and Exchange Commission on August 17, 2007, and incorporated herein by reference.

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Ethan Christensen

T: (858) 550-6000
echristensen@cooley.com

March 18, 2008

CardioNet, Inc.
1010 Second Avenue, Suite 700
San Diego, CA 92101

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by CardioNet, Inc., a Delaware corporation, (the "**Company**") of a Registration Statement on Form S-1 (the "**Registration Statement**") with the Securities and Exchange Commission pursuant to Rule 462(b) of Regulation C promulgated under the Securities Act of 1933, as amended, covering an underwritten public offering of up to 1,265,000 shares (the "**Shares**") of the Company's common stock, par value \$0.001, to be sold by a selling stockholder (including up to 165,000 shares that may be sold by the selling stockholder pursuant to the exercise of an over-allotment option) (all share numbers are adjusted to reflect the one-for-two reverse split of the Company's common stock effected on March 5, 2008).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectus, (b) the Company's Amended and Restated Certificate of Incorporation and Bylaws, as currently in effect, (c) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each of which shall be in effect upon the closing of the offering contemplated by the Registration Statement, and (d) the originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents where due execution and delivery are a prerequisite to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of officers of the Company and have not sought to independently verify such matters. Our opinion is expressed only with respect to the general corporation laws of the State of Delaware.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares are validly issued, fully paid and nonassessable.

We consent to the reference to our firm under the caption "Legal Matters" in the prospectus included in the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

Cooley Godward Kronish LLP

/s/ Ethan Christensen

Ethan Christensen

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Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 of CardioNet, Inc. filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of our report dated February 18, 2008, except for the second paragraph in Note 2 as to which the date is March 5, 2008, included in Amendment No. 7 to the Registration Statement on Form S-1 of CardioNet, Inc. (File No. 333-145547), which was declared effective on March 18, 2008 by the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Philadelphia, Pennsylvania
March 18, 2008

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[CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM](#)

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Exhibit 23.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 of CardioNet, Inc. filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of our report of PDSHeart, Inc. dated March 2, 2007 included in Amendment No. 7 to the Registration Statement on Form S-1 of CardioNet, Inc. (File No. 333-145547), which was declared effective on March 18, 2008 by the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

West Palm Beach, Florida
March 18, 2008

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[CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM](#)