

TALK AMERICA HOLDINGS INC  
Form 8-K  
January 27, 2004

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): January 8, 2004

Talk America Holdings, Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State of incorporation)

000-26728  
(Commission File Number)

23-2827736  
(I.R.S. Employer Identification  
No.)

12020 Sunrise Valley Drive, Suite 250, Reston,  
Virginia  
(Address of principal executive offices)

20191  
(Zip Code)

(703) 391-7500  
(Registrant's telephone number, including area code)

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

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

99.1 Release dated January 8, 2004.

ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

The information in this Current Report is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

On January 8, 2004, Talk America Holdings, Inc. issued a release stating that it will announce financial results for the fourth quarter ended December 31, 2003 on Tuesday, February 3, 2004, and reporting certain preliminary revenue and net income expectations for the fourth quarter, as well as certain fourth quarter lines information and actions taken on January 5, 2004 to further reduce Talk's indebtedness. A copy of the release is attached as Exhibit 99.1.

SIGNATURES

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.

TALK AMERICA HOLDINGS,  
INC.

Date: January 27, 2004

By: /s/ Aloysius T. Lawn IV  
Name: Aloysius T. Lawn IV  
Title: Executive Vice President -  
General  
Counsel and Secretary

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EXHIBIT INDEX

| Exhibit Number | Description                                     |
|----------------|---|
| 99.1           | Release dated January 8, 2004 (filed herewith). |