

TALK AMERICA HOLDINGS INC  
Form 8-K  
February 26, 2004

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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 26, 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)

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ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

99.1 Release dated February 26, 2004.

ITEM 9. REGULATION FD DISCLOSURE

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

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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 February 26, 2004, Talk America Holdings, Inc. issued a release. 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: February 26, 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 February 26, 2004 (filed herewith).