

EDCI HOLDINGS, INC.  
Form 15-12G  
November 15, 2010

OMB APPROVAL  
OMB Number: 3235-0167  
Expires: November 30, 2010  
Estimated average burden  
hours per response. . . . 1.50

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number: 001-34015

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

11 East 44th Street, New York, New York 10017  
(646) 401-0084

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

Common Stock, \$0.02 par value per share  
(Title of each class of securities covered by this Form)

None  
(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

- |                 |                                     |
|-----------------|-------------------------------------|
| Rule            | <input checked="" type="checkbox"/> |
| 12g-4(a)(1)     |                                     |
| Rule            | <input type="checkbox"/>            |
| 12g-4(a)(2)     |                                     |
| Rule            | <input checked="" type="checkbox"/> |
| 12h-3(b)(1)(i)  |                                     |
| Rule            | <input type="checkbox"/>            |
| 12h-3(b)(1)(ii) |                                     |
| Rule 15d-6      | <input type="checkbox"/>            |

Approximate number of holders of record as of the certification or 9 notice date:

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Pursuant to the requirements of the Securities Exchange Act of 1934, EDCI Holdings, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

DATE: November 15, 2010

By: /s/ Matthew K. Behrent  
Matthew K. Behrent, Executive Vice President,  
Corporate Development EDCI Holdings, Inc.

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.

SEC 2069(02-08) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.