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ORALABS HOLDING CORP  
Form 8-K  
March 10, 2006

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

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FORM 8-K  
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CURRENT REPORT

Pursuant to Section 13 or 15(d) of The  
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):  
March 7, 2006

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ORALABS HOLDING CORP.  
(Exact name of registrant as specified in its charter)

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Commission file number 000-23039

COLORADO  
(State or other jurisdiction of  
incorporation or organization)

14-1623047  
(I.R.S. Employer  
Identification No.)

18685 East Plaza Drive, Parker, Colorado  
(Address of principal executive offices)

80134  
(Zip Code)

(303) 783-9499  
(Registrant's telephone number, including area code)

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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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On March 7, 2006, OraLabs Holding Corp. (the "Company") received a letter from the Listing Qualifications Department of the NASDAQ Stock Market indicating that as a result of the resignation of a director of the Company on February 14, 2006, the Company fails to comply with the provisions of NASDAQ's Marketplace Rule 4350, which requires the Company to have an audit committee of at least three independent directors as defined by NASDAQ's rules. Consistent with Marketplace Rule 4350(d)(4), the Company has a cure period until the earlier of the Company's next annual shareholders' meeting, or February 14, 2007, in order to regain compliance and avoid delisting of the Company's stock. The Company intends to appoint a replacement independent director to serve on the Board of Directors and Audit Committee within the cure period.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits. The following items are filed as exhibits to this report.

99.1 Press Release issued by OraLabs Holding Corp. on March 10, 2006.

SIGNATURES

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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 thereunto duly authorized.

ORALABS HOLDING CORP.

By: /s/ Gary H. Schlatter

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Gary H. Schlatter  
President

Date: March 10, 2006

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EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release issued by OraLabs Holding Corp. on March 10, 2006.

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