

Effective as of January 1, 2005, Mr. Gabriel Battista, whose term as the executive chairman of our board of directors and an employee (he continues as the non-executive chairman of our board and a director) ended on December 31, 2004, entered into a one-year consulting agreement with Talk America Holdings, Inc. pursuant to which consulting agreement Mr. Battista will provide consulting services to us in exchange for compensation. A copy of the consulting agreement is attached as Exhibit 99.1.

ITEM 5.02. DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS.

(b) Pursuant to the terms of his existing employment agreement, Mr. Gabriel Battista's term as our employee and executive chairman of our board of directors ended on December 31, 2004. Mr. Battista continues as the non-executive chairman of our board and a director.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

10.1 Consulting Agreement between Talk America Holdings, Inc. and Gabriel Battista, dated as of January 1, 2005.*

*Management contract or compensation plan or arrangement.

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 3, 2005

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

EXHIBIT INDEX

Exhibit Number Description

10.1 Consulting Agreement between Talk America Holdings, Inc. and Gabriel Battista, dated as of January 1, 2005 (filed herewith).