

TALK AMERICA HOLDINGS INC
Form 8-K/A
February 17, 2006

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

FORM 8-K/A

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 17, 2006

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.) |
|---|---|--|

| | |
|---|----------------------------|
| 6805 Route 202, New Hope, Pennsylvania (Address of principal executive offices) | 18938 (Zip Code) |
|---|----------------------------|

(215) 862-1500
(Registrant's telephone number, including area code)

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

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 (see General Instruction A.2. below):

- 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))

ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On February 17, 2006, Talk America Holdings, Inc. (the "Company") issued a release announcing its financial results for the fourth quarter and year ended December 31, 2005. A copy of the release is attached as Exhibit 99.1.

Non-GAAP Measures

The release furnished as Exhibit 99.1 to this Report includes a reference to non-GAAP financial information. Our management believes that EBITDA is useful to investors and other users of our financial information in evaluating operating financial performance and is a financial measure that is commonly used by readers of financial information in assessing financial performance. Our management uses EBITDA as a measure of our operating performance. EBITDA, or Earnings Before Interest, Taxes, Depreciation and Amortization, is defined as operating income plus depreciation and amortization, a non-GAAP financial measure.

It is our management's intent to provide non-GAAP financial information to enhance understanding of our GAAP financial results. This information should be considered by the reader in addition to, but not instead of, our financial statements prepared in accordance with GAAP.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

| <u>Number</u> | <u>Description</u> |
|---------------|--------------------|
|---------------|--------------------|

| | |
|------|----------------------------------|
| 99.1 | Release dated February 17, 2006. |
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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 17, 2006

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

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|--------------------|
|-----------------------|--------------------|

| | |
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