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ORALABS HOLDING CORP  
Form 8-K  
August 28, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 8-K

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

Date of Report (Date of earliest event reported) August 26, 2002

ORALABS HOLDING CORP

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(Exact name of registrant as specified in its charter)

Colorado	000-23039	14-1623047
----- (State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
2901 South Tejon Street, Englewood, Colorado		80110
----- (Address of principal executive offices)		(Zip Code)
Registrant's telephone number, including area code		303-783-9499
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(Former name or former address, if changed since last report.)

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Item 5. OTHER EVENTS

On August 28, 2002, OraLabs Holding Corp issued a press release announcing that it received a notification letter from NASDAQ dated August 26, 2002, stating that the Company failed to meet the minimum one dollar per share stock price requirement for continued inclusion under NASDAQ Marketplace Rule 4310(c)(4), and that the Company has 180 calendar days, or until February 24, 2003, to regain compliance. A copy of the news release is attached hereto as Exhibit No. 99.

Item 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibit 99 Press Release dated August 28, 2002, is filed herewith.

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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.

ORALABS HOLDINGS CORP

By: /s/ Gary H. Schlatter

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Gary H. Schlatter, President

Dated: August 28, 2002

EXHIBIT INDEX

Exhibit No.	Description
99	Press Release issued by the Registrant dated August 28, 2002.