TALK AMERICA HOLDINGS INC
Form 3
September 28, 2006

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â SCSF Equities, LLC
(Last) (First) (Middle)

5200 TOWN CENTER CIRCLE, SUITE 470
(Street)

BOCA RATON,Â FLÂ 33486
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
09/25/2006

3. Issuer Name **and** Ticker or Trading Symbol
TALK AMERICA HOLDINGS INC [TALK]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value $0.01 per share	3,795,377 (1)	D	Â
Common Stock, par value $0.01 per share	3,795,377 (2) (3)	I	By SCSF Equities, LLC

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who 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.

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCSF Equities, LLC 5200 TOWN CENTER CIRCLE, SUITE 470 BOCA RATON,Â FLÂ 33486	Â	Â X	Â	Â
Sun Capital Securities Offshore Fund Ltd 5200 TOWN CENTER CIRCLE, SUITE 470 BOCA RATON,Â FLÂ 33486	Â	Â X	Â	Â
SUN CAPITAL SECURITIES FUND L P 5200 TOWN CENTER CIRCLE, SUITE 470 BOCA RATON,Â FLÂ 33486	Â	Â X	Â	Â
Sun Capital Securities Advisors, LP 5200 TOWN CENTER CIRCLE, SUITE 470 BOCA RATON,Â FLÂ 33486	Â	Â X	Â	Â
Sun Capital Securities, LLC 5200 TOWN CENTER CIRCLE, SUITE 470 BOCA RATON,Â FLÂ 33486	Â	Â X	Â	Â
LEDER MARC J 5200 TOWN CENTER CIRCLE, SUITE 470 BOCA RATON,Â FLÂ 33486	Â	Â X	Â	Â
KROUSE RODGER R 5200 TOWN CENTER CIRCLE, SUITE 470 BOCA RATON,Â FLÂ 33486	Â	Â X	Â	Â

Signatures

SCSF EQUITIES, LLC, By: /s/ Michael H. Kalb, as Attorney-in-Fact for Marc J. Leder, its Co-CEO — 09/28/2006

**Signature of Reporting Person — Date

SUN CAPITAL SECURITIES OFFSHORE FUND, LTD., By: /s/ Michael H. Kalb, as Attorney-in-Fact for Marc J. Leder, its Director — 09/28/2006

**Signature of Reporting Person — Date

SUN CAPITAL SECURITIES FUND, LP, By: Sun Capital Securities Advisors, LP, Its: General Partner, By: Sun Capital Securities, LLC, Its: General Partner, By: /s/ Michael H. Kalb, as Attorney-in-Fact for Marc J. Leder, its Co-CEO — 09/28/2006

**Signature of Reporting Person — Date

SUN CAPITAL SECURITIES ADVISORS, LP, By: Sun Capital Securities, LLC, Its: General Partner, By: /s/ Michael H. Kalb, as Attorney-in-Fact for Marc J. Leder, its Co-CEO — 09/28/2006

**Signature of Reporting Person	Date
SUN CAPITAL SECURITIES, LLC, By: /s/ Michael H. Kalb, as Attorney-in-Fact for Marc J. Leder, its Co-CEO	09/28/2006

**Signature of Reporting Person	Date
/s/ Michael H. Kalb, as Attorney-in-Fact for Marc J. Leder	09/28/2006

**Signature of Reporting Person	Date
/s/ Michael H. Kalb, as Attorney-in-Fact for Rodger R. Krouse	09/28/2006

**Signature of Reporting Person	Date

Explanation of Responses:

*	If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
**	Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
(1)	SCSF Equities, LLC, a Delaware limited liability company ("SCSF Equities"), is the direct beneficial owner of the shares reported in Table I.
(2)	The securities reported in Table I may be deemed to be beneficially owned by Sun Capital Securities Offshore Fund, Ltd., a Cayman Islands corporation ("Sun Offshore Fund"), Sun Capital Securities Fund, LP, a Delaware limited partnership ("Sun Securities Fund"), Sun Capital Securities Advisors, LP, a Delaware limited partnership ("Sun Advisors"), Sun Capital Securities, LLC, a Delaware limited liability company ("Sun Capital Securities"), Marc J. Leder ("Leder") and Rodger R. Krouse ("Krouse"). Leder and Krouse may each be deemed to control SCSF Equities, Sun Securities Fund and Sun Advisors, as Leder and Krouse each own 50% of the membership interests in Sun Capital Securities, which in turn is the general partner of Sun Advisors, which in turn is the general partner of Sun Securities Fund. Sun Offshore Fund owns a majority of the membership interests of SCSF Equities.
(3)	Leder and Krouse may each be deemed to control the Sun Offshore Fund by virtue of their being the only directors of the Sun Offshore Fund. Sun Offshore Fund, Sun Securities Fund, Sun Advisors, Sun Capital Securities, Leder and Krouse expressly disclaim beneficial ownership of the shares reported in Table I, except to the extent of any pecuniary interest therein. The filing of this form shall not be deemed an admission that the Reporting Person is, for Section 16 purposes or otherwise, the beneficial owner of such shares.

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Remarks:

ExhibitÂ 24Â -Â LimitedÂ PowerÂ ofÂ Attorney,Â datedÂ JuneÂ 29,Â 2006,Â byÂ andÂ amongÂ theÂ ReportingÂ Person

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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 number.