

TALK AMERICA HOLDINGS INC  
Form 8-K  
September 22, 2006

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

**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): September 22, 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 7.01. REGULATION FD DISCLOSURE.**

On September 22, 2006, Talk America Holdings, Inc. issued a release announcing that it and Cavalier Telephone Corporation had signed a merger agreement, providing for the acquisition of Talk America by Cavalier and the conversion of each outstanding share of Talk America's common stock into the right to receive \$8.10 in cash. The transaction has been approved by both companies' boards of directors and is subject to Talk America shareholders' approval, regulatory approvals and other closing conditions. A copy of the release is furnished as Exhibit 99.1. The information contained in this report, including the exhibit furnished herewith shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

Number   Description

99.1      Release dated September 22, 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: September 22, 2006

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

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**EXHIBIT INDEX**

Exhibit Number Description

99.1 Release dated September 22, 2006.