

TALK AMERICA HOLDINGS INC  
Form DEFA14A  
October 23, 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): October 23, 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 8.01. Other Events.**

On October 23, 2006, Talk America Holdings, Inc. issued a release announcing that Sun Capital Securities Group, LLC (“Sun Capital”) had advised Talk America that it has determined, after extensive due diligence review and consideration, that it would not make a definitive offer to acquire Talk America at a price greater than the \$8.10 price per share provided under Talk America’s September 22, 2006 merger agreement with Cavalier Telephone Corporation and, accordingly, that Sun Capital was withdrawing its earlier conditional proposal to acquire Talk America. A copy of the release is filed as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Release dated October 23, 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: October 23, 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**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Release dated October 23, 2006.