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NTN COMMUNICATIONS INC
Form 8-K
January 29, 2004

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)
January 26, 2004

NTN Communications, Inc.
(Exact name of Registrant as specified in its charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	333-33078 (Commission File Number)	31-1103425 (I.R.S. Employer Identification No.)
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5966 La Place Court Carlsbad, California (Address of Principal Executive Offices)	92008 (Zip Code)
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(760) 438-7400
(Registrant's telephone number, including Area Code)

ITEM 5. OTHER EVENTS

On January 26, 2004, we entered into a placement agency agreement with Roth Capital Partners, LLC with respect to the offer and sale of up to 3,943,661 shares of common stock, par value \$0.005 per share, to selected investors, which is expected to result in net proceeds of approximately \$13,000,000, after we pay expenses of the offering, including placement agent fees and expenses.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

1.1 Placement Agency Agreement, dated January 26, 2004, by and between Roth Capital Partners, LLC and the Registrant.

4.1 Form of Common Stock Warrant by and between Roth Capital Partners, LLC and the Registrant.

5.1 Opinion of O'Melveny & Myers LLP as to the validity of the shares.

23.1 Consent of O'Melveny & Myers LLP (included in Exhibit 5.1).

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NTN COMMUNICATIONS, INC.

By: /s/ James B. Frakes

James B. Frakes
Chief Financial Officer

Date: January 29, 2004