



**ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.**

The information in this Current Report, including the exhibit attached hereto, is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report, including the exhibit attached hereto, shall not be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended.

On February 16, 2005, Talk America Holdings, Inc. issued a release announcing the postponement of its fourth quarter and full year 2004 operating results conference call to March 1, 2005. In addition, the company announced that it is reviewing its accounting for certain items and is in the process of determining whether some of these items should have been recorded in earlier periods. A copy of the release is attached as Exhibit 99.1.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(c) Exhibits

99.1 Release dated February 16, 2005 (furnished, not filed).

**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: February 16, 2005

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

**EXHIBIT INDEX**

Exhibit Number Description

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