

EDCI HOLDINGS, INC.  
Form 8-K  
October 25, 2010

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 22, 2010

EDCI Holdings, Inc.  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-34015 (Commission File Number)	26-2694280 (IRS Employer Identification No.)
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11 East 44th Street, New York, New York (Address of principal executive offices)	10017 (Zip Code)
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(646) 401-0084  
(Registrant's telephone number, including area code)

(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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On October 22, 2010, EDCI Holdings, Inc. (“EDCI”) provided advance notice to the NASDAQ Stock Market of its intent to voluntarily file for deregistration of its common stock with the Securities and Exchange Commission and delist its common stock from the NASDAQ. The deregistration and delisting will be in connection with and in anticipation of the approval of the reverse and forward stock split transactions that are scheduled to be voted on by EDCI’s stockholders at a special meeting of stockholders to be held on November 8, 2010. The press release announcing EDCI’s intent to voluntarily delist and deregister its common stock is filed as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is being filed with this Current Report on Form 8-K.

Exhibit No.	Description
99.1	Press Release dated October 22, 2010

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.

Date: October 22, 2010

EDCI Holdings, Inc.

By:

/s/ Matthew K. Behrent

Printed Name: Matthew K. Behrent

Title: Executive Vice President Corporate  
Development