



**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 April 19, 2005, Talk America Holdings, Inc. issued a release announcing a conference call to discuss the first quarter 2005 operating results and that it expects to exceed previously announced revenue and EBITDA guidance for the first quarter 2005. A copy of the release is attached as Exhibit 99.1.

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

(c) Exhibits

99.1 Release dated April 19, 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: April 19, 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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