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TALK AMERICA
Form 8-K
December 13, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): December 13, 2002

TALK AMERICA HOLDINGS, INC.

(Exact Name of Registrant as Specified in Charter)

DELAWARE -----	000-26728 -----	23-2827736 -----
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

TALK AMERICA HOLDINGS, INC.
12020 SUNRISE VALLEY DRIVE
RESTON, VIRGINIA 20191
(Address of Principal Executive Offices, Including Zip Code)

(703) 391-7500

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

ITEM 5. OTHER EVENTS

On December 13, 2002, Talk America Holdings, Inc. ("Company") and First City Transfer Company ("First City") amended the Rights Agreement dated as of August 19, 1999, as amended ("Rights Agreement"), whereby the Company accepted the resignation of First City as Rights Agent under the Rights Agreement and discharged First City of all of its duties under the Rights Agreement. In addition, the Company appointed Stocktrans, Inc. ("Stocktrans") as the successor Rights Agent. Stocktrans accepted the appointment and is vested with the same powers, rights, duties and responsibilities as if Stocktrans had originally been named Rights Agent under the Rights Agreement.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

10.1 Second Amendment to Rights Agreement, dated as of December 13, 2002, to the Rights Agreement dated as of August 19, 1999, by and between Talk America Holdings, Inc., First City Transfer Company and Stocktrans, Inc. (filed herewith).

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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: December 13, 2002

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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