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ARPEGGIO ACQUISITION CORP

Form 8-K

June 30, 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): June 30, 2004

ARPEGGIO ACQUISITION CORPORATION

(Exact Name of Registrant as Specified in Charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Delaware | 000-50781 | 20-0953973 |
| ----- | ----- | ----- |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|---|------------|
| 10 East 53rd Street, 36th Floor, New York, New York | 10022 |
| ----- | ----- |
| (Address of Principal Executive Offices) | (Zip Code) |

Registrant's telephone number, including area code: (212) 319-7676

Not Applicable

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

ITEM 5. OTHER EVENTS

On June 30, 2004, the initial public offering ("IPO") of 6,800,000 Units ("Units") of Arpeggio Acquisition Corporation (the "Company"), including 800,000 Units issued upon exercise of the underwriters' over-allotment option, was consummated. Each Unit consists of one share of Common Stock, \$.0001 par value per share ("Common Stock"), and two Warrants ("Warrants"), each to

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purchase one share of Common Stock. The Units were sold at an offering price of \$6.00 per Unit, generating gross proceeds of \$40,800,000. Audited financial statements as of June 30, 2004 reflecting receipt of the proceeds upon consummation of the IPO have been issued by the Company and are included as Exhibit 99.1 to this Current Report on Form 8-K.

The Company has been informed by EarlyBirdCapital, Inc., the representative of the underwriters in the IPO, that, if this Current Report on Form 8-K is filed on June 30, 2004, then separate trading of the Common Stock and Warrants included in the Company's Units may commence on or about July 7, 2004. A copy of the press release announcing separate trading of the Common Stock and Units is included as Exhibit 99.2 to this Current Report on Form 8-K.

ITEM 7. FINANCIAL STATEMENT AND EXHIBITS

(c) Exhibits:

| | |
|--------------|-----------------------------------|
| Exhibit 99.1 | Audited Financial Statements |
| Exhibit 99.2 | Press release dated June 30, 2004 |

SIGNATURE

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.

Dated: June 30, 2004

ARPEGGIO ACQUISITION CORPORATION

By: /s/ Eric S. Rosenfeld

Eric S. Rosenfeld
Chairman, Chief Executive Officer and
President