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9278 COMMUNICATIONS INC  
Form 8-K  
February 10, 2003

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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): January 31, 2003

9278 COMMUNICATIONS, INC.

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(Exact name of Registrant as specified in its charter)

Delaware	333-37654	98-0207906
----- (State or other jurisdiction of incorporation)	----- (Commission File No.)	----- (IRS Employer dentification No.)

1942 Williamsbridge Road, Bronx, New York 10461

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (718) 887-9278

Not Applicable

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(Former name or former address if changed since last report)

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ITEM 5. OTHER EVENTS AND REULATION FD DISCLOSURE.

9278 Communications, Inc. entered into a Merger Agreement dated January 31, 2003 with NTSE Holding Corp. a corporation wholly owned by Sajid Kapadia, the Chairman, Chief Executive Officer and Principal Stockholder of 9278 Communications, which will result in 9278 Communications becoming a privately held corporation, owned by NTSE Holding Corp. Pursuant to this agreement, all of the outstanding shares of 9278 Communications will be cancelled and existing

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stockholders will receive a cash payment of \$.10 per share. The transaction is subject to numerous conditions, including the approval by the stockholders of 9278 Communications. It is expected that a stockholders meeting to approve the transaction will be held in late April, and that the closing of the transaction will occur immediately thereafter.

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ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Not applicable.

(b) Not applicable.

(c) Exhibits

10.1 Merger Agreement dated January 31, 2003 between NTSE Holding Corp. and 9278 Communications, Inc.

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.

9278 COMMUNICATIONS, INC.  
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(Registrant)

Date: February 7, 2003

By: /s/ Sajid Kapadia  
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Sajid Kapadia  
Chairman and Chief Executive Officer

EXHIBIT INDEX

Exhibit No. -----	Description -----
10.1	Merger Agreement dated January 31, 2003 between NTSE Holding Corp. and 9278 Communications, Inc.

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