

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) January 30, 2006

NetFabric Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware	0-21419	76-0307819
----- (State or other jurisdiction of Incorporation)	----- (Commission File Number)	----- (IRS Employer Identification No.)
Three Stewart Court, Denville, NJ		07834
----- (Address of principal executive offices)		----- (zip code)

Registrant's telephone number, including area code - (973) 887-2785

67 Federal Road, Building A Suite 300 Brookfield, CT 06804

(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 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS.

On January 30, 2006, Madelyn M. DeMatteo, a director of the Registrant, voluntarily resigned from the Board of Directors of the Registrant.

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.

NETFABRIC HOLDINGS, INC.

Date: February 1, 2006

By: /s/Jeff Robinson

Name: Jeff Robinson

Title: Chairman and CEO