

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) November 9, 2005

NetFabric Holdings, Inc.

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(Exact name of registrant as specified in its charter)

Delaware

0-21419

76- 307819

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(State or other jurisdiction  
of Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

Three Stewart Court, Denville, NJ

07834

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(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

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(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 2.02 Results of Operations and Financial Condition

On November 14, 2005, the Registrant issued a press release in which it announced its unaudited financial results for the third quarter ended September 30, 2005.

The full text of the press release issued by the Registrant is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

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

On November 9, 2005, Richard R. Howard, a director of the Registrant, voluntarily resigned from the Board of Directors of the Registrant.

Note: The information contained in this report on Form 8-K (including Exhibit 99.1) shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section.

ITEM 9.01 Financial Statements and Exhibits

(c)

Exhibits

Exhibit 99.1 Copy of Registrant's press release dated November 14, 2005.

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: November 14, 2005

By: /s/Jeff Robinson

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Name: Jeff Robinson  
Title: Chairman and CEO

NETFABRIC HOLDINGS, INC.  
Three Stewart Court  
Denville, NJ 07834

Denville, New Jersey- November 14, 2005. NetFabric Holdings, Inc., ( OTC BB:NFBH) (NetFabric) today announced financial results for the three and nine months ended September 30, 2005. These results include those of UCA Services, Inc. (UCA) from May 20, 2005, the date upon which we acquired all of the outstanding stock of UCA.

Revenues for the three and nine months ended September 30, 2005, increased by \$5,210,697 and by \$7,484,026, respectively, compared to same periods of the period year. Prior to the UCA acquisition, the Company did not have any revenue in periods reported. On a pro forma basis, as if the results of UCA operations were included for the entire periods presented, the Company had revenues of \$14,365,378 for the nine months ended September 30, 2005 compared to \$9,849,685 in the comparable period of 2004. Net loss for the three months ended September 30, 2005 increased by \$917,497 to a net loss of \$1,314,117 ( \$ .02 per share ) compared to a net loss \$396,620 ( \$.01 per share) in the corresponding period of 2004. For the nine months ended September 30,2005 the net loss increased by \$2,774,708 to loss of \$3,468,148 (\$.07 per share) compared to loss of \$693,440 (\$.02 per share) in the corresponding period in 2004.

About NetFabric Holdings, Inc.

NetFabric Holdings, Inc., (OTC BB: NFBH - News), empowers businesses to migrate from legacy to next generation converged platforms and services that reduce operating costs while improving productivity and competitive edge. Through four primary lines of business: Infrastructure Development, Converged Platforms, Professional Services and Services over IP, NetFabric delivers standard and custom solutions to meet the needs of large enterprises, Enterprise Branch Offices and Small to Mid-sized Businesses that require next generation platforms and applications. Founded in 2002, NetFabric is based in Denville, NJ, and markets its products directly and through partners including distributors, VARs and service providers. For additional information, visit [www.netfabric.net](http://www.netfabric.net).

Safe harbor for Forward-Looking Statements:

The foregoing contains "forward-looking statements," which are based on management's beliefs, as well as on a number of assumptions concerning future events and information currently available to management. Readers are cautioned not to put undue reliance on such forward-looking statements, which are not a guarantee of performance and are subject to a number of uncertainties and other factors, many of which are outside NetFabric's control, that could cause actual results to differ materially from such statements. For a more detailed description of the factors that could cause such a difference, please see NetFabric's filings with the Securities and Exchange Commission. NetFabric disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. This information is presented solely to provide additional information to further understand the results of NetFabric.

Contact:

NetFabric Holdings, Inc.  
Vasan Thatham  
973-887-2785 Ext 3365

NET FABRIC HOLDINGS, INC.

Condensed Results of Operations  
(Unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2005	2004	2005	2004
Revenues	\$5,210,697	-	\$7,484,026	-
Amortization of debt discount	454,131	36,420	808,357	36,420
Net loss	(\$1,314,117)	(\$396,620)	(\$3,468,148)	(\$693,440)

Net loss per share, basic & diluted	(\$0.02)	(\$0.01)	(\$0.07)	(\$0.02)
Weighted average number of share outstanding, basic and diluted	62,767,581	32,137,032	49,420,164	31,039,934