

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 4, 2007

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

(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 8.01 Other Events.

On January 4, 2007, the Registrant issued a press release to announce the  
execution of a non binding letter of intent to acquire the assets of Help Desk,  
Inc.

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.

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

- (a) None
- (b) None
- (c) Exhibits



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: January 4, 2007

By: /s/ Fahad Syed

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Name: Fahad Syed  
Title: Chairman and CEO

## NETFABRIC SIGNS LETTER OF INTENT TO ACQUIRE ASSETS OF HELP DESK NOW, INC.

Denville, New Jersey- January 4, 2007. NetFabric Holdings, Inc. (OTC BB: NFBH)(NetFabric) today announced that it has signed a nonbinding letter of intent to acquire the assets of Help Desk Now, Inc. (HDN), a North Carolina based company involved in outsourced customer care solutions. HDN provides both technical and non-technical customer support from its three service centers located in Newfoundland and New Brunswick provinces of Canada. HDN was founded in 2000 and had approximate revenues of \$11 million (unaudited) in 2006.

"We believe that the acquisition of HDN is a strategic move to position us as a significant outsourced service provider in the IT Services sector. The addition of HDN's infrastructure, experience, qualified personnel and processes will add an important off-site near shore component to NetFabric's existing service offerings for its enterprise customers" said Fahad Syed, Chairman and Chief Executive Officer of NetFabric.

The acquisition is subject to certain conditions including due diligence, execution of a definitive acquisition agreement and NetFabric raising the required financing to fund the purchase price of the acquisition. Accordingly, while completion of the transaction is targeted for the first quarter of 2007, no assurance can be made that the transaction will be consummated.

## About NetFabric Holdings Inc.

NetFabric provides IT Solutions and Services to a prestigious list of Fortune 500 companies with a specialty in mission critical applications and services for the financial services industry. NetFabric's wide range of services and solutions includes designing and developing software applications, taking ownership of outsourced business processes, managed services, and building integrated infrastructure systems. Enterprise clients rely on NetFabric to pull together the right products and services required as solutions to meet their technology needs while delivering the most efficient and cost-effective solutions on time and within budget. For more information about NetFabric, please visit its website at <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:

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