

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) May 5, 2006

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

On May 5, 2006 Jeff Robinson voluntarily resigned as the Chairman of the  
Company's Board of Directors and as the Chief Executive Officer of the Company.  
In order to align management with the current business focus of Information  
Technology (IT) Services, the Company's Board of Directors elected Fahad Syed as  
the Chairman of the Board and as the Chief Executive Officer of the Company.

Mr. Syed has been a Director of the Company since May of 2005. Mr. Syed is  
an entrepreneur and co-founder of UCA Services, Inc. ("UCA") and has more than  
14 years of experience in global IT and financial services. Mr. Syed was the  
Managing Director of UCA Services, Inc, from June 2003 to May 2005, and he was  
the Chief Executive Officer of UCA Services, Inc since its acquisition by the  
Company in May of 2005. Mr. Syed is an expert in the development of best  
practices in IT, channel and direct sales strategies and effective service  
delivery models. Prior to that, Mr. Syed was Vice President of IT services with  
UCA Computer Systems, Inc., a system integrator, from December 1998 to May 2003.  
Previously, Mr. Syed held prominent positions in development and management of  
Financial Products at the Housing Development Finance Corporation (HDFC), a  
pioneer Housing Finance Institution in the private sector in India.

ITEM 8.01 OTHER EVENTS

On May 3, 2006 the Company's Board of Directors decided to exit from the hardware-based Voice over Internet Protocol ("VoIP") communications product line (including resale of transport services) that is targeted at small to mid-sized businesses ("SMB"). Revenues from the Company's VoIP operations have been minimal. For the year ended December 31, 2005, the Company had a loss of \$3.2 million (unaudited) from its VoIP operations. The Company does not anticipate incurring material exit cost upon its exit from VoIP operations.

Since the UCA acquisition, substantially all of the Company's revenues have been from its IT services business which the Company will continue to provide through its subsidiary UCA. On a pro forma basis, UCA had revenues of \$19.4 million for the year ended December 31, 2005.

Item 9.01 Financial Statements And Exhibits

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

Exhibit 99.1 Copy of the Company's press release dated May 5, 2006

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: May 5, 2006

By:

Name: Syed Fahad  
Title: Chairman and CEO

NETFABRIC ANNOUNCES EXIT FROM VOIP BUSINESS AND  
MANAGEMENT CHANGE

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

Denville, New Jersey- May 5. NetFabric Holdings, Inc., ( OTC BB:NFBH)(NetFabric) today announced that the Company decided to exit from the hardware-based Voice over Internet Protocol ("VoIP") communications product line (including resale of transport services) that is targeted at small to mid-sized businesses ("SMB"). Revenues from the Company's VoIP operations have been minimal. For the year ended December 31, 2005, the Company had a loss of \$3.2 million (unaudited) from its VoIP operations.

Since the acquisition of UCA Services, Inc. (UCA) in May 2005, substantially all of the Company's revenues have been from its IT services business which the Company will continue to provide through its subsidiary UCA. On a pro forma basis, UCA had revenues of \$19.4 million for the year ended December 31, 2005.

The Company also announced that Jeff Robinson voluntarily resigned as the Chairman of the Company's Board of Directors and as the Chief Executive Officer of the Company. In order to align management with the current business focus of Information Technology (IT) Services, the Company's Board of Directors elected Fahad Syed as the Chairman of the Board and as the Chief Executive Officer of the Company. Fahad Syed has been a Director of the Company and the Chief Executive Officer of UCA subsidiary since May 2005.

About NetFabric Holdings, Inc.

NetFabric Holdings, Inc., (OTC BB: NFBH - News), through its subsidiary UCA Services, Inc. , provides IT services and solutions to a wide range of clients in the financial industry as well as the pharmaceutical, healthcare and hospitality sectors. The Company's broad range of services include (i) Managed Services (ii) Professional Services (iii) IT Infrastructure & Communications Services and Maintenance and (iv) Application Development and Maintenance. NetFabric is based in Denville, NJ. 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:

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