

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 24, 2007

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

(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 4.01. Changes In Registrant's Certifying Accountant.

On January 24, 2007, the Board of Directors of NetFabric Holdings, Inc. (the  
"Company") dismissed J.H. Cohn LLP ("JHC") as the Independent Registered Public  
Accounting Firm of the Company and appointed Goldstein Golub Kessler LLP ("GGK")  
to serve as the Company's Independent Registered Public Accounting Firm. The  
audit report of JHC on the financial statements of the Company as of and for the  
two fiscal years ended December 31, 2005 and 2004 did not contain an adverse  
opinion or a disclaimer of opinion nor was it modified as to uncertainty, audit  
scope or accounting principles. The report contained an explanatory paragraph  
about the Company's ability to continue as a going concern.

During the Company's two most recent fiscal years and through January 24, 2007,  
there were no disagreements with JHC on any matter of accounting principles or  
practices, financial statement disclosure, or auditing scope or procedure, which  
disagreements, if not resolved to the satisfaction of JHC, would have caused  
them to make reference to the subject matter of the disagreements in connection  
with their reports. During our two most recent fiscal years, and the subsequent  
interim period through the date JHC was dismissed, JHC did not advise the  
Company as to any reportable events of the type described in Item  
304(a)(1)(iv)(B) of Regulation S-B.

During the period that JHC had acted as the Company's independent accountants,  
the Company did not consult with GGK on any matter that (i) involved the  
application of accounting principles to a specific completed or contemplated  
transaction, or the type of audit opinion that might be rendered on the  
Company's financial statements, in each case where written or oral advice was

provided, that was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) was either the subject of a disagreement or event, as that term is described in Item 304(a)(1)(iv)(A) of Regulation S-B.

The Company has provided JHC with a copy of this disclosure and requested that they furnish the Company with a letter addressed to the Securities and Exchange Commission stating whether it agrees or disagrees with the statements by the Company in this report and, if not, stating the respects in which it does not agree. A letter from JHC to such effect is attached hereto as Exhibit 16.1.

Item 9.01. Financial Statements And Exhibits

(d) Exhibits

Exhibit Number	Description
16.1	Letter from J.H. Cohn LLP, dated January 25, 2007.

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 26, 2007

By: /s/ Fahad Syed

-----  
Name: Fahad Syed

Title: Chairman and CEO

EXHIBIT INDEX

Exhibit Number	Description
16.1	Letter from J.H. Cohn LLP, dated January 25, 2007.

January 25, 2007

Securities and Exchange Commission  
100 F Street N. E.  
Washington, DC 20549-7561

Ladies and Gentlemen:

We have read Item 4.01 of the Form 8-K dated January 24, 2007 of NetFabric Holding, Inc. and are in agreement with the statements contained in the second, third and fifth paragraphs of Item 4.01 therein as they relate to our firm. We have no basis to agree or disagree with other statements of the registrant contained therein.

Very truly yours,



J.H. Cohn LLP

