

TALK AMERICA HOLDINGS INC

Form 3

April 15, 2003

**Form 3**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

OMB APPROVAL

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

OMB Number:  
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of  
the Public Utility  
Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or type responses)

1. Name and Address of Reporting Person*		
<b>Manich, Helen</b>		
	(Last)	(First) (Middle)
<b>c/o Talk America Holdings, Inc. 12020 Sunrise Valley Drive, Suite 250</b>		
	(Street)	
<b>Reston, VA 20191</b>		
	(City)	(State) (Zip)

2. Date of Event  
Requiring Statement  
(Month/Day/Year)

**4/14/2003**

4. Issuer Name and Ticker or Trading Symbol

**Talk America Holdings, Inc. (TALK)** 3. I.R.S. Identification  
Number of Reporting  
Person, if an entity  
(voluntary)

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**Chief Marketing Officer**

6. If Amendment, Date of  
Original (Month/Day/Year)

7. Individual or Joint/Group  
Filing (Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

<b>Table I - Non-Derivative Securities Beneficially Owned</b>			
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<b>Common Stock</b>	<b>2,934</b>	<b>D</b>	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instructions 5(b)(v).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(Over)  
SEC 1474 (7-02)

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Employee Stock Option Right to Buy</b>	<b>04/14/2004 (1)</b>	<b>04/14/2013</b>	<b>Common Stock</b>	<b>33,334</b>	<b>7.37</b>	<b>D</b>	
<b>Employee Stock Option Right to Buy</b>	<b>04/14/2005 (1)</b>	<b>04/14/2013</b>	<b>Common Stock</b>	<b>33,333</b>	<b>7.37</b>	<b>D</b>	
<b>Employee Stock Option Right to Buy</b>	<b>04/14/2006 (1)</b>	<b>04/14/2013</b>	<b>Common Stock</b>	<b>33,333</b>	<b>7.37</b>	<b>D</b>	

Explanation of Responses:

(1) Subject to pro rata vesting upon the occurrence of certain events.

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**/s/ Helen Manich**

**04/15/2003**

\*\*Signature of Reporting Person  
Helen Manich

Date

Note: File three copies of this Form, one of which must be manually signed.  
If space is insufficient,  
See Instruction 6 for procedure.