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SINGING MACHINE CO INC Form 8-K

January 19, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 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 19, 2005

THE SINGING MACHINE COMPANY, INC.

(Exact name of registrant as specified in its charter)

Delaware 0-24968 95-3795478 (State or other jurisdiction (Commission File Number) (IRS Employer of incorporation) Identification No.)

> 6601 Lyons Road, Bldg. A-7, Coconut Creek, Fl 33073 _____ (Address of principal executive offices and Zip Code)

Registrant's telephone number, including area code (954) 596-1000

Copies to:

Darrin M. Ocasio, Esq. Sichenzia Ross Friedman Ference LLP 1065 Avenue of the Americas New York, New York 10018 Phone: (212) 930-9700 Fax: (212) 930-9725

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):

- 1 1 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 1_1 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- 1_1 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

Financial statements of business acquired. (a)

Not applicable.

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- (b) Pro forma financial information.
 Not applicable.
- (c) Exhibits.
 - 10.1 Sales Agreement with CPP Belwin, Inc. dated December 9, 2003
 - 10.2 Fifth Amendment to MTVN Domestic Merchandise License Agreement dated December 23, 2003

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.

THE SINGING MACHINE, COMPANY, INC.

Date: January 19, 2005 /s/ Jeffrey Barocas

Jeffrey Barocas Chief Financial Officer