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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K¹

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, 2006

Network Communications, Inc.

(Exact name of registrant as specified in its charter)

Georgia

(State or other jurisdiction of
incorporation)

1-364727

(Commission File Number)

58-1404355

(IRS Employer Identification No.)

2305 Newpoint Parkway, Lawrenceville, GA 30043

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (770) 962-7220

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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))

¹ This Form 8-K is not being filed with the Securities and Exchange Commission. It is being furnished to the Holders of Notes and the Trustee, each as defined under the Indenture, dated as of November 30, 2006 between Network Communications, Inc., a Georgia corporation, and Wells Fargo Bank, N. A., as trustee, relating to \$150,000,000 in aggregate principal amount of 10 3/4% Senior Notes due 2013 of Network Communications, Inc.

ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Attached hereto is Exhibit 99.1, which is a copy of the press release of Network Communications, Inc. dated January 19, 2006, reporting the company’s financial results for the quarter ended December 4, 2005 and for the comparable period in the prior fiscal year. Exhibit 99.1 is incorporated by reference herein.

The foregoing information is intended to be furnished only and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibit – The following exhibits are furnished as a part of this report:

| Exhibit Number | Exhibit Description |
|-----------------------|---|
| 99.1 | Press Release dated January 19, 2006 reporting financial results for the quarter ended December 4, 2005, for Network Communications, Inc. and for the comparable period in the prior fiscal year. |

SIGNATURE

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.

NETWORK COMMUNICATIONS, INC.

Date: January 19, 2006

By: /s/ Gerard Parker

Gerard Parker
Senior Vice President,
Chief Financial Officer and Director
(Principal Financial and Accounting Officer)

Exhibit Index

| <u>Number</u> | <u>Title</u> |
|---------------|---|
| 99.1 | Press Release dated January 19, 2006 reporting financial results for the quarter ended December 4, 2005, for Network Communications, Inc. and for the comparable period in the prior fiscal year. |

Network Communications Reports Fiscal Year 2006 Third Quarter Results

| | Third Quarter |
|---------------------|-----------------|
| Revenue | \$43.4 million |
| Operating Profit | \$3.8 million |
| Net Income | \$(4.9) million |
| EBITDA ¹ | \$10.3 million |

LAWRENCEVILLE, GA, January 19, 2006 — Network Communications, Inc. today reported financial results for the third quarter ended December 4, 2005. The Company reported revenues of \$43.4 million, up 28.8% from the third quarter of fiscal year 2005. Operating profit was \$3.8 million, a decrease of 28.7% over the \$5.4 million from the same period last year. For the quarter, net income was \$(4.9) million compared to \$1.8 million in the same period last year. EBITDA for the third quarter increased by \$2.3 million or 27.8% from \$8.0 million in fiscal year 2005 to \$10.3 million in fiscal year 2006.

“We are pleased with our operational and financial performance in the third quarter,” said Dan McCarthy, Chairman and Chief Executive Officer for Network Communications. “The third quarter results reflect strong organic revenue growth across our three publication areas and continued focus on improving the efficiency of our operations.”

FINANCIAL HIGHLIGHTS

Fiscal Year 2006 Third Quarter

Revenue: Third quarter revenue was \$43.4 million, an increase of 28.8% from revenue of \$33.7 million in the third quarter of fiscal year 2005. Revenue from our resale and new sales product area was \$27.2 million, a \$5.0 million increase compared to \$22.2 million in the third quarter of fiscal 2005. The increase was the result of ad page volume growth in our established TREB, Unique Homes and NHF markets, as well as the opening of new TREB markets. Rental and leasing product area revenue increased by \$1.3 million or 12.2% compared to the third quarter of fiscal 2005 due to growth in ad pages in our existing AF markets, and the opening of three new AF markets during the current year. The remodeling and home improvement product area posted revenue of \$4.0 million, an increase of \$3.4 million compared to the prior year period. The revenue growth was the result of double digit growth at Kansas City Homes & Gardens and the contribution from the acquisition of titles in the Atlanta, Colorado, St. Louis, Seattle and Arkansas markets.

Operating Profit: Fiscal year 2006 operating profit was \$3.8 million, a decline of \$1.6 million or 28.7% compared to an operating profit of \$5.4 million in the third quarter of fiscal 2005. The Company’s growth in revenue was partially offset by increases in labor expense and production expense resulting from growth in our existing markets as well as the acquisitions completed in fiscal 2006. There were price increases in raw materials such as paper and fuel in fiscal 2006 compared to fiscal 2005. Depreciation and amortization expense for the third quarter of fiscal 2006 was \$6.5 million, an increase of \$3.8 million compared to \$2.7 million in the third quarter of fiscal 2005. This increase was the result of our assets being revalued in January 2005 in conjunction with the sale of the Company. The Company also incurred \$0.3 million in transaction related costs in the third quarter related to its November 2005 refinancing.

- more -

Network Communications Reports fiscal year 2006 Third Quarter Results—page 6

Net Income: Third quarter net income was (\$4.9) million compared to \$1.8 million in the third quarter of fiscal year 2005. This year-over-year decline reflects the decreased operating profit and an increase in interest expense of \$8.7 million resulting primarily from the write-off of deferred financing fees in conjunction with our November 2005 refinancing, partially offset by the related income tax benefit.

EBITDA¹: EBITDA for the third quarter was \$10.3 million, an increase of \$2.3 million from the \$8.0 million a year ago.

Cash Flow: Network Communications generated \$3.8 million in cash from operations during the third quarter of fiscal 2006 compared to \$5.3 million in the third quarter of fiscal year 2005. Cash interest expense increased by \$2.8 million from \$2.2 million in the third quarter of fiscal year 2005 to \$5.0 million in the same period of fiscal year 2006 reflecting the change in the Company's capital structure in January 2005. Cash capital spending was \$0.7 million in the third quarter of fiscal 2006, a decrease of \$0.4 million from the \$1.1 million in cash capital spending during the same period in fiscal 2005. The company ended the quarter with a cash balance of \$8.3 million.

| Network Communications, Inc. Condensed Consolidated Statements of Income (unaudited, in thousands) | | | | | | |
|---|---------------------|---------------|--------|--------------------|---------------|--------|
| | Three periods ended | | | Nine Periods ended | | |
| | 12/4/05 | 12/5/04 | Change | 12/4/05 | 12/5/04 | Change |
| Revenue | \$43,395 | \$33,701 | 29% | \$125,211 | \$98,270 | 27% |
| Operating expenses | <u>39,579</u> | <u>28,350</u> | 40% | <u>114,267</u> | <u>85,577</u> | 34% |
| Operating profit | 3,816 | 5,351 | (29%) | 10,944 | 12,693 | (14%) |
| Other (expense) income, net: | | | | | | |
| Interest expense, net | (10,979) | (2,244) | — | (19,826) | (6,198) | — |
| Realized gain (loss) on derivatives | — | — | — | 3 | 418 | — |
| Other, net | <u>(2)</u> | <u>5</u> | — | <u>—</u> | <u>66</u> | — |
| (Loss) income before income taxes | (7,165) | 3,112 | — | (8,879) | 6,979 | — |
| Income tax (benefit) expense | <u>(2,228)</u> | <u>1,267</u> | — | <u>(3,084)</u> | <u>2,841</u> | — |
| Net (loss) income | \$(4,937) | \$1,845 | — | \$(5,795) | \$4,138 | — |

| Network Communications, Inc. | | | | |
|--|---------------------|--------------|--------------------|--------------|
| EBITDA¹ Reconciliation | | | | |
| (unaudited, in thousands) | | | | |
| | Three periods ended | | Nine periods ended | |
| | 12/4/05 | 12/5/04 | 12/4/05 | 12/5/04 |
| Net income | \$(4,937) | \$1,845 | \$(5,795) | \$4,138 |
| Gain on derivatives | — | — | — | (418) |
| Depreciation | 2,920 | 836 | 8,625 | 4,018 |
| Amortization | 3,530 | 1,840 | 10,256 | 5,480 |
| Interest expense, net | 10,979 | 2,244 | 19,823 | 6,198 |
| Income tax (benefit) expense | <u>(2,228)</u> | <u>1,267</u> | <u>(3,084)</u> | <u>2,841</u> |
| EBITDA¹ | \$10,264 | \$8,032 | \$29,825 | \$22,257 |

¹EBITDA is not intended to represent cash flows from operating activities and should not be considered as an alternative to net income as determined in conformity with accounting principles generally accepted in the United States of America. EBITDA as presented may not be comparable to similarly titled measures reported by other companies since not all companies necessarily calculate EBITDA in an identical manner, and therefore, is not necessarily an accurate measure of comparison between companies.

| Network Communications, Inc. | | | | | | |
|--|---------------------|------------|-------------|--------------------|--------------|-------------|
| Revenue Summary by Area | | | | | | |
| (unaudited, in thousands) | | | | | | |
| | Three periods ended | | | Nine periods ended | | |
| | FY 2006 | FY 2005 | Change | FY 2006 | FY 2005 | Change |
| Revenue: | | | | | | |
| Resale and new sales | \$27,217 | \$22,234 | 22.4% | \$76,436 | \$63,858 | 19.7% |
| Rental and leasing | 12,141 | 10,823 | 12.2% | 37,749 | 32,447 | 16.3% |
| Remodeling and home improvement | <u>4,037</u> | <u>644</u> | <u>527%</u> | <u>11,026</u> | <u>1,965</u> | <u>461%</u> |
| Total | \$43,395 | \$33,701 | 28.8% | \$125,211 | \$98,270 | 27.4% |

Conference Call

Network Communications will host a conference call discussing its fiscal year 2006 third quarter results on Thursday, January 19, 2006, at 11:00 a.m. EST. The conference call number is (888) 542-8560 if you are in the U.S., or (706) 634-8024 if you are outside the U.S. The conference ID is 4374791. Please note that a replay of the Earnings Conference Call will be available after the conference call at (800) 642-1687 in the U.S., or (706) 645-9291, if you are outside the U.S. The conference ID is 4374791. The call will be available for 10 days from the date of the call.

ABOUT NETWORK COMMUNICATIONS

Network Communications, Inc. is the leading publisher of printed and online real estate information in North America. The company was acquired by Citigroup Venture Capital Equity Partners in January of 2005. Its magazines are read by over 12 million readers in over 500 markets and deliver more than one million leads to advertisers each month. Network Communications' assets, *The Real Estate Book*, *Apartment Finder / Blue Book*, *Mature Living Choices*, *CorporateChoices.com*, *Black's Guide*, *New Home Finder*, *Enclave*, *Unique Homes*, *Kansas City Homes & Gardens*, *Atlanta Homes & Lifestyles*, *Atlanta Home Improvement*, *At Home In Arkansas*, *Relocating In Las Vegas*, *Colorado Homes & Lifestyles*, *St. Louis Homes & Lifestyles*, *Seattle Homes & Lifestyles*, and *Mountain Living*, include publications that millions of readers around the country turn to when looking for the latest information about the real estate and home design markets. Network Communications is on a March fiscal year end. Online magazine content can be accessed at www.livingchoices.com.

Statements in this release and any exhibits hereto which are not purely historical facts, including statements about forecasted financial projections or other statements about anticipations, beliefs, expectations, hopes, intentions or strategies for the future, may be forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Readers are cautioned not to place undue reliance on forward-looking statements. All forward-looking statements are based upon information available to Network Communications, Inc. ("the Company") on the date this release was submitted. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Any forward-looking statements involve risks and uncertainties that could cause actual events or results to differ materially from the events or results described in the forward-looking statements, including, but not limited to, risks and uncertainties related to: the Company's revenue being dependent on the residential market for existing and new home sales; significant increases in paper, ink, printing plates or fuel costs; and other changes or events which impact the residential and commercial real estate markets or alter the manner in which consumers access housing related information. More information on potential risks and uncertainties is available in the Company's recent Rule 144A filing.

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