

# USA MOBILITY, INC

## FORM 8-K (Unscheduled Material Events)

Filed 5/19/2006 For Period Ending 5/19/2006

Address	6677 RICHMOND HIGHWAY ALEXANDRIA, Virginia 22306
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Industry	Communications Services
Sector	Services
Fiscal Year	12/31

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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):

May 19, 2006

USA Mobility, Inc.

(Exact name of registrant as specified in its charter)

Delaware

000-51027

16-1694797

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

6677 Richmond Highway, Alexandria,  
Virginia

22306

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(703) 660-6677

Not Applicable

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:

- ☐ 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))
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**Item 8.01 Other Events.**

On May 19, 2006, USA Mobility, Inc. announced that it received a notice from the Nasdaq National Market stating that Nasdaq has not received the company's 2006 Form 10-Q, for the quarter ending March 31, 2006 as required by Marketplace Rule 4310(c)(14). The full text of the press release issued in connection with the announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 8.01 by reference.

The information in this Item 8.01 of this Form 8-K and the Exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

Exhibit No. 99.1

Description of Exhibit - Press Release dated May 19, 2006 (furnished pursuant to Item 8.01; not "filed" for purposes of Section 18 of the Exchange Act)

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**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.

USA Mobility, Inc.

*May 19, 2006*

*By: /s/ Thomas L. Schilling*

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*Name: Thomas L. Schilling*

*Title: Chief Financial Officer*

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Exhibit Index

Exhibit No.	Description
99.1	EX-99.1

**FOR IMMEDIATE RELEASE****CONTACT:** Bob Lougee (703) 721-3080

Friday, May 19, 2006

## **USA Mobility Reports Receipt of Nasdaq Staff Determination Letter**

Alexandria, VA (May 19, 2006) — USA Mobility, Inc. (Nasdaq: USMO), a leading provider of wireless messaging services, today announced that it has received a notice from the Nasdaq National Market stating that Nasdaq has not received the Company's 2006 Form 10-Q for the quarter ending March 31, 2006 as required by Marketplace Rule 4310(c)(14).

The Company completed an oral hearing with a Nasdaq Listing Qualifications Panel on May 11, 2006, where it discussed its plans regarding the filing of both its 2005 Form 10-K and its 2006 Form 10-Q for first quarter. The Company informed the Panel that it intends to file its 2005 Form 10-K as soon as it completes its 2005 financial results, and its outside auditor, PricewaterhouseCoopers, LLP, has completed the audit of USA Mobility's 2005 financial statements. The Company will then file its first quarter 2006 Form 10-Q as soon as practicable after filing the 2005 Form 10-K. As the Company has previously announced, it also is restating financial results for 2002, 2003 and 2004, and the interim periods for 2004 and 2005. Those restated results will be filed prior to filing its 2005 Form 10-K. The decision of the Panel is pending.

### **About USA Mobility**

USA Mobility, Inc., headquartered in Alexandria, Virginia, is a leading provider of paging products and other wireless services to the business, government, healthcare and emergency response sectors. USA Mobility offers traditional one-way and advanced two-way paging via its nationwide networks covering more than 90% of the U.S. population. In addition, the company offers mobile voice and data services through Sprint Nextel and Cingular Wireless, including BlackBerry and GPS location applications. The company's product offerings include wireless connectivity systems for medical, business, government and other campus environments. USA Mobility focuses on the business-to-business marketplace and supplies mobile connectivity solutions to over two-thirds of the Fortune 1000 companies. For further information visit [www.usamobility.com](http://www.usamobility.com).

**Safe Harbor Statement under the Private Securities Litigation Reform Act** : This news release contains forward-looking statements within the meaning of section 21E of the Securities Exchange Act of 1934, as amended, that involve risks and uncertainties and reflect the company's judgment as of the date of this release. These statements include those related to the company's hearing before the Nasdaq listing qualifications panel, the panel's resolution of the company's request to continue its Nasdaq listing and matters relating to the completion of the company's restatement, audit of its consolidated financial statements and the filing of its 2005 Form 10-K. Actual events or results may differ materially from the company's expectations. There can be no assurance that the panel will grant the company's request for continued listing or that the company will complete the filing of its 2005 Form 10-K within sufficient time to remain listed on Nasdaq. In addition, our financial results and stock price may suffer as a result of the delisting notice, an unfavorable determination by the Nasdaq hearing panel, or other actions taken by governmental or other regulatory bodies in connection with this process. Additional information concerning these and other risk factors affecting the company's business can be found in the company's public periodic filings with the Securities and Exchange Commission and via the company's website at [www.usamobility.com](http://www.usamobility.com). The company disclaims any intent or obligation to update these forward-looking statements beyond the date of this release.

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