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NEW CENTURY EQUITY HOLDINGS CORP Form 8-A12G July 10, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES PURSUANT TO SECTION 12(b) OR 12(q) OF THE SECURITIES EXCHANGE ACT OF 1934

> NEW CENTURY EQUITY HOLDINGS CORP. _____

(Exact Name of Registrant as Specified in Its Charter)

(State of Incorporation or Organization) (I.R.S. Employer Identification no.)

300 Crescent Court Suite 1110

Dallas, Texas

_____ (Zip Code)

(Address of Principal Executive Offices)

If this form relates to the registration of a class of registration of a class of securities pursuant to Section securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to general effective pursuant to General effective pursuant to general Instruction A.(d), please check the Instruction A.(c), please check the

following box. / / following box. /X/

Securities Act registration statement file number to which this form relates:

N/A _____

(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class Name of Each Exchange on Which to be so Registered Each Class is to be Registered

None

Securities to be registered pursuant to Section 12(g) of the Act:

RIGHTS TO PURCHASE SERIES A JUNIOR PARTICIPATING PREFERRED STOCK, PAR VALUE \$0.01 PER SHARE, DISTRIBUTED PURSUANT TO RIGHTS AGREEMENT, DATED JULY 10, 2006

(Title of Class)

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(Title of Class)