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USCI INC
Form 8-K/A
January 25, 2001

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

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) December 29, 2000

USCI, INC.

(Exact name of registrant as specified in its charter)

Delaware	0-22282	13-3702647
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(State or other jurisdiction of incorporation)	(Commission file number)	(IRS Employer Identification Number)

5555 Triangle Parkway, Norcross, Georgia 30092

(Address of principal executive offices) (Zip Code)

(678) 268-2300

(Registrant's telephone number, including area code)

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

Item 4. Changes in Registrant's Certifying Accountant

- (a) (i) On December 29, 2000, Arthur Andersen LLP notified USCI, Inc. (the "Company") that it was resigning as the Company's independent accountant.
- (ii) Arthur Andersen LLP's reports on the financial statements for the years ended December 31, 1998 and 1999 did not contain an adverse opinion or disclaimer, and were not qualified or modified as to uncertainty, audit scope, or accounting principles, except that the reports for both years contained a "going concern" paragraph.
- (iii) Not applicable.
- (iv) During the Company's two most recent fiscal years and any subsequent interim period preceding the resignation of Arthur Andersen LLP, there were no disagreements with Arthur Andersen LLP on any matter of accounting principles or practices, financial statement disclosure, or

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auditing scope or procedure, which disagreement(s) if not resolved to the satisfaction of Arthur Andersen LLP, would have caused Arthur Andersen LLP to make reference to the subject matter of the disagreement(s) in connection with its report.

(A) Not applicable.

(B) Not applicable.

(C) Not applicable.

- (v) During the Company's two most recent fiscal years and any subsequent interim period preceding the resignation of Arthur Andersen LLP, there have been no reportable events of the type required to be disclosed by Item 304(a)(1)(v) of Regulation S-K.

(b) Not applicable.

Item 7. Financial Statements and Exhibits

(c) Exhibits

Exhibit No.	Description
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16	Letter from Arthur Andersen LLP re: change in certifying accountant

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report on Form 8-K/A to be signed on its behalf by the undersigned hereunto duly authorized.

USCI, INC.

Dated: January 25, 2001

By: /s/ Lee Feist

Lee Feist
President and Chief Executive Officer

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