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METATEC INTERNATIONAL INC  
Form 8-K  
January 31, 2003

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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 31, 2003 (January 14, 2003)

METATEC INTERNATIONAL, INC.

-----  
(Exact name of registrant as specified in its charter)

Ohio

0-9220

31-164740

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(State or other jurisdiction of  
incorporation)

(Commission  
File Number)

(IRS Empl  
Identific

7001 Metatec Boulevard, Dublin, Ohio

43017

-----  
(Address of principal executive offices)

(Zip Cod

Registrant's telephone number, including area code: (614) 761-2000

Not Applicable

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

ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE

Sale of Electronic Software Distribution Business

On January 14, 2003, Metatec International, Inc. (the "Company") sold its Internet-based electronic software distribution ("ESD") business to Digital River, Inc. ("Digital River"), a global e-commerce outsource solutions provider based in Minneapolis, Minnesota. Under the terms of the agreement, Digital River acquired certain assets and assumed certain liabilities associated with the Company's ESD business, and Metatec received approximately \$1.1 million in cash and notes, subject to adjustment based on an earn out computation.

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A copy of the press release announcing the foregoing matters is filed herewith as Exhibit 99.1.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits.

Exhibit Number -----	Description of Exhibit -----
99.1	Press release issued by Metatec International, Inc. on January 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.

METATEC INTERNATIONAL, INC.

Date: January 31, 2003

By /s/ Gary W. Qualmann

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Gary W. Qualmann, Chief Financial  
Officer (authorized signatory)

EXHIBIT INDEX

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