

VITACUBE SYSTEMS HOLDINGS INC  
Form 8-K  
January 24, 2006

**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): **January 24, 2006**

**VITACUBE SYSTEMS HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State of  
incorporation)

**000-50875**  
(Commission File  
No.)

**84-1575085**  
(IRS Employer  
Identification No.)

**480 South Holly Street  
Denver, CO 80246**

(Address of principal executive offices, including zip code)

**(303) 316-8577**  
(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR 240.14d-2(b))
  
  - o 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 January 23, 2006 the Registrant issued a press release in connection with its growth in independent distributors, a copy of which has been filed herewith.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

99.1

Press Release

**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.

Dated: January 24, 2005

**VITACUBE SYSTEMS HOLDINGS, INC.**

By: /s/ John D. Pougnet  
John D. Pougnet  
Chief Financial Officer