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ORALABS HOLDING CORP  
Form 8-K  
August 24, 2005

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

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FORM 8-K  
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CURRENT REPORT

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

Date of Report (Date of Earliest Event Reported):  
July 9, 2005

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ORALABS HOLDING CORP.  
(Exact name of registrant as specified in its charter)  
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Commission file number 000-23039

COLORADO  
(State or other jurisdiction of  
incorporation or organization)

14-1623047  
(I.R.S. Employer  
Identification No.)

18685 East Plaza Drive, Parker, Colorado  
(Address of principal executive offices)

80134  
(Zip Code)

(303) 783-9499  
(Registrant's telephone number, including area code)

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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))

Item 5.05 Amendments to the Registrant's Code of Ethics, or Waiver of a

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### Provision of the Code of Ethics

OraLabs adopted an amended and restated Code of Ethics and Conduct (July 2005) on July 9, 2005. The revised Code is broader in scope and applicable to more persons than was the Code of Ethics previously adopted by the Company. A copy of the Code of Ethics and Conduct (July 2005) is attached as an exhibit.

#### Item 7.01 Regulation FD Disclosure

A press release dated August 22, 2005, as corrected, respecting the Company's filed Form 10-QSB filed for the period ended June 30, 2005 and other matters, is furnished herewith as Exhibit 99.1 and is incorporated herein by reference. The information contained in this Item 7.01, including the accompanying exhibit, is being furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended ("Exchange Act"), or otherwise subject to the liability of that section. The information contained in this Item 7.01, including the accompanying exhibit, shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, except as shall be expressly set forth by specific reference in such filing.

#### Forward-looking Statement

Except for historical information and discussions contained herein, statements included in this Current Report may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements in this Form 8-K relate to the future financial performance of the Company, the terms of the Stock Exchange Agreement referred to in the press release, the occurrence of any closing of the Stock Exchange Agreement and the final terms of the Stock Exchange Agreement. These statements are based on the Company's current beliefs and expectations as to such future outcomes. These statements involve a number of risks, uncertainties, and other factors that could cause results to differ materially.

#### Item 9.01 Financial Statements and Exhibits.

##### (c) Exhibits

- 14.2 Code of Ethics and Conduct (July 2005)
- 99.1 Press Release dated August 22, 2005

#### SIGNATURES

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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 thereunto duly authorized.

ORALABS HOLDING CORP.

By: /s/ Gary H. Schlatter

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Gary H. Schlatter  
President

Date: August 24, 2005

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EXHIBIT INDEX

Exhibit No.	Description
14.2	Code of Ethics and Conduct (July 2005)
99.1	Press Release dated August 22, 2005