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ONLINE VACATION CENTER HOLDINGS CORP

Form 8-K

January 22, 2007

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 19, 2007

Online Vacation Center Holdings Corp.

(Exact name of registrant as specified in its charter)

| | | |
|---|--|---|
| Florida ----- (State or other jurisdiction of incorporation) | 0-32137 ----- (Commission File Number) | 65-0701352 ----- (IRS Employer Identification No.) |
| 1801 N.W. 66th Avenue, Plantation, Florida ----- (Address of principal executive offices) | | 33313 ----- (Zip Code) |

Registrant's telephone number, including area code: (954) 377-6400

Not applicable

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

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):

- 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 1.01 Entry Into a Material Definitive Agreement

On January 19, 2007, Online Vacation Center Holdings Corp. consummated the acquisition of certain assets of SmartTraveler.com, Inc., a Royal Palm Beach, Florida travel seller and Internet media company, pursuant to the terms of an Acquisition Agreement, dated January 19, 2007, by and among Online Vacation Center Holdings Corp., a Florida corporation, SmartTraveler.com, Inc., and Peter Coloyan.

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Pursuant to the Acquisition Agreement, Online Vacation Center Holdings Corp. purchased and acquired these assets of SmartTraveler.com, Inc. for \$125,000 cash and 125,000 restricted shares of Online Vacation Center Holdings Corp. common stock.

The foregoing description of the Acquisition Agreement and the transactions consummated thereby is qualified in its entirety by reference to the Acquisition Agreement attached as Exhibit 2.1 hereto and the press release attached as Exhibit 99.1 hereto, and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(a) Exhibits.

2.1 Acquisition Agreement, dated January 19, 2007, by and among Online Vacation Center Holdings Corp, SmartTraveler.com, Inc., and Peter Coloyan.

99.1 Press Release dated January 22, 2007

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 19, 2007

ONLINE VACATION CENTER HOLDINGS CORP

BY: /s/ EDWARD B. RUDNER

Edward B. Rudner
Chief Executive Officer

