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MDI ENTERTAINMENT INC  
Form 8-K  
August 23, 2001

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) August 22, 2001  
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MDI ENTERTAINMENT, INC.  
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(Exact name of registrant as specified in its charter)

Delaware ----- (State or Other Jurisdiction of Incorporation)	0-24919 ----- (Commission File Number)	73-1515699 ----- (I.R.S. Employer Identification No.)
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201 Ann Street  
Hartford, Connecticut 06103  
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(Address of principal executive  
offices including zip code)

(860) 527-5359  
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(Registrant's telephone number,  
including area code)

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

This Form 8-K contains forward-looking statements. Such statements involve various risks that may cause actual results to differ materially from those expressed in such forward looking statements. These risks and uncertainties include risks detailed from time to time in MDI Entertainment, Inc.'s filings with the Securities and Exchange Commission including, but not limited to, those described in the Form 10-KSB and Form 10-KSB/A, filed April 2, 2001 and April 25, 2001, respectively.

Item 5: Other Events

Effective August 22, 2001, MDI Entertainment, Inc. ("MDI") was accepted to trade on the Over-The-Counter Bulletin Board. Prior to trading on the OTC Bulletin Board, MDI requested Nasdaq to remove its listing from the SmallCap Market. See MDI's Press Release, dated August 22, 2001, relating to these events, which is attached hereto as Exhibit 99.1. The information contained in the August 22, 2001 Press Release is incorporated herein by reference.

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Item 7. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit No. -----	Description -----
99.1	Press Release, dated August 22, 2001.

SIGNATURES

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

MDI ENTERTAINMENT, INC.  
(Registrant)

Dated August 22, 2001  
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By: /s/ Steven M. Saferin  
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Steven M. Saferin  
President and Chief Executive Officer

EXHIBIT INDEX

Exhibit No. -----	Description -----
99.1	Press Release, dated August 22, 2001.