

INTERNATIONAL ASSETS HOLDING CORP  
Form 8-K  
May 10, 2006

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**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): 05/10/2006**

**International Assets Holding Corporation**

(Exact name of registrant as specified in its charter)

**Commission File Number: 000-23554**

**Delaware**  
(State or other jurisdiction of  
incorporation)

**59-2921318**  
(IRS Employer  
Identification No.)

**220 E. Central Parkway, Suite 2060, Altamonte Springs, FL 32701**  
(Address of principal executive offices, including zip code)

**407-741-5340**  
(Registrant's telephone number, including area code)

(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:

- 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))
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Information to be included in the report

**Item 2.02. Results of Operations and Financial Condition**

**Item 7.01. Regulation FD Disclosure**

The following information is furnished under Item 2.02, "Results of Operations and Financial Condition" and Item 7.01 "Regulation FD Disclosure". This information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing. On May 10, 2006, the Company issued a news release on the subject of its operations and financial condition for the fiscal quarter ended March 31, 2006.

The Press Release is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits**

Exhibit 99.1 Press Release Dated May 10, 2006

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**Signature(s)**

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.

International Assets Holding Corporation

Date: May 10, 2006

By: /s/ Sean M. O'Connor

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Sean M. O'Connor  
CEO

**Exhibit Index**

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b> |
|---------------------------|---------------------------|
| EX-99.1                   | Press Release             |