

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

---

**AMENDMENT NO. 2**

**TO**

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): January 13, 2005

**FIRST AVENUE NETWORKS, INC.**

---

(Exact name of registrant as specified in its charter)

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

000-21091  
(Commission  
File Number)

52-1869023  
(I.R.S. Employer  
Identification No.)

230 Court Square, Suite 202, Charlottesville, VA 22902

---

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (434) 220-4988

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 9.01. Financial Statements and Exhibits.

This Current Report on Form 8-K/A is being filed to amend the Registrant's Current Report on Form 8-K originally filed with the Securities and Exchange Commission on January 18, 2005 and amended as of February 10, 2005 (the "Amended Filing") to amend the following financial statements filed with the Amended Filing:

- (a) *Pro forma* financial information.

Unaudited *pro forma* balance sheet, attached hereto as Exhibit 99.1.

- (b) Exhibits – The following exhibits are furnished as part of this current report:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Unaudited <i>pro forma</i> Balance Sheet.

---

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 hereunto duly authorized.

FIRST AVENUE NETWORKS, INC.

By: /s/ Sandra G. Thomas

Name: Sandra G. Thomas

Title: Chief Financial Officer, Secretary  
and Treasurer

Date: May 11, 2005

---

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Unaudited <i>pro forma</i> Balance Sheet.