

SECURITIES AND EXCHANGE COMMISSION

FORM RW

Registration withdrawal request

Filing Date: **2004-08-12**
SEC Accession No. **0000950148-04-000997**

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FILER

MATCHNET, INC.

CIK: **1294875** | IRS No.: **141910305** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **RW** | Act: **NE** | File No.: **333-117940** | Film No.: **04969128**
SIC: **7389** Business services, nec

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BEVERLY HILLS CA 90211

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(323) 836-3000

MatchNet, Inc.
8383 Wilshire Blvd., Suite 800
Beverly Hills, CA 90211

August 12, 2004

VIA EDGAR AND FEDERAL EXPRESS

Securities and Exchange Commission
450 Fifth Street, N.W.
Judiciary Plaza
Washington, D.C. 20549
Attention: Susanne Krudys

Re: MatchNet, Inc.
Registration Statement on Form S-1
File No. 333-117940
Application for Withdrawal of Registration Statement

Ladies and Gentlemen:

Pursuant to Rule 477 of Regulation C of the Securities Act of 1933, as amended (the "Act"), MatchNet, Inc., a Delaware corporation (the "Registrant"), hereby applies for an order granting the immediate withdrawal of its Registration Statement on Form S-1 (File No. 333-117940) (the "Registration Statement"). The Registration Statement was originally filed with the Securities and Exchange Commission on August 4, 2004.

In light of recent and current market conditions, the Registrant has determined not to proceed with the public offering contemplated by the Registration Statement. The Registrant hereby confirms that no securities have been sold pursuant to the Registration Statement, and all activity regarding the proposed public offering has been discontinued. The Registrant hereby informs the Staff that it may undertake a subsequent private offering in reliance on the safe harbor set forth in Rule 155(c) promulgated under the Act.

Accordingly, the Registrant respectfully requests that the Commission issue an order granting the withdrawal of the Registration Statement as soon as possible. The Registrant also requests in accordance with Rule 457(p) promulgated under the Act that all fees paid to the Commission in connection with the filing of the Registration Statement be credited for future use for the Registrant's account or for the account of MatchNet plc, Registrant's parent, which owns more than 50 percent of the Registrant's outstanding voting securities.

In addition to the Registrant, please provide a copy of the order consenting to the withdrawal of the Registration Statement to our counsel:

Securities and Exchange Commission

Attention: Susanne Krudys

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Thomas J. Poletti, Esq.
Kirkpatrick & Lockhart LLP
10100 Santa Monica Boulevard
7th Floor
Los Angeles, California 90067.

If you have any questions regarding this application for withdrawal, please contact Mr. Poletti, at (310) 552-5000.

Sincerely,

MATCHNET, INC.

By: /s/ Joe Y. Shapira

Joe Y. Shapira

Executive Co-Chairman of the Board