

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 5, 2006

JENNIFER CONVERTIBLES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-9681

(Commission File Number)

11-2824646

(IRS Employer Identification No.)

419 Crossways Park Drive, Woodbury, New York

(Address of Principal Executive Offices)

11797

(Zip Code)

(516) 496-1900

(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 (*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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On January 5, 2006, we received a letter from the American Stock Exchange (the "Exchange") advising us that we were not in compliance with one of the Exchange's requirements for continued listing. Among other things, the Exchange requires a minimum shareholder's equity of \$4 million. As of November 26, 2005, our shareholder's equity was \$81,000.

Accordingly, in order to maintain the continued listing of our stock, we are required to submit a plan to the Exchange demonstrating that we will be in compliance with all of the Exchange's requirements for continued listing within 18 months. The plan submission is due by February 6, 2006. We believe we will be able to submit a plan by this due date which will satisfy the Exchange. However, the Exchange is not obligated to accept our plan and there is no assurance that our stock will not be delisted from the Exchange. Even if the Exchange accepts our plan, there is no assurance that we will achieve the required compliance by the end of the 18 month plan period.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

99.1 Press release issued by Jennifer Convertibles, Inc. dated January 10, 2006 relating to the delisting letter.

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.

Dated: January 10, 2006

Jennifer Convertibles, Inc.

By: /s/ **Harley J. Greenfield**
Name: **Harley J. Greenfield**
Title: **Chief Executive Officer**



Jennifer Convertibles, Inc., 419 Crossways Park Drive, Woodbury, NY 11797 516-496-1900

FOR IMMEDIATE RELEASE

Contact: Donald Radcliffe
Radcliffe & Associates, Inc.
212-605-0534

**JENNIFER CONVERTIBLES RECEIVES
LETTER FROM AMEX**

Woodbury, New York ***January 10, 2006*** Jennifer Convertibles, Inc. (AMEX: JEN) announced today that it has received a letter from the American Stock exchange dated January 5, 2006 informing the Company that it was not in compliance with the shareholder's equity requirements for continued inclusion on the Exchange. Accordingly, to maintain the listing of its stock it is required to, and plans to, submit a plan to the Exchange demonstrating that it will be in compliance within 18 months. The plan submission is due by February 6, 2006. The required shareholders equity to maintain compliance is \$4 million. As of November 26, 2005, shareholders equity was \$81,000. We have been profitable in each of the last three quarters, having generated an aggregate of \$4,806,000 over that period and anticipate continued profitability. Accordingly, we believe that we will be able to submit a plan, which will satisfy the Exchange. However, the Exchange is not obligated to accept our plan and there is no assurance that our stock will not be delisted from the Exchange. Even if the Exchange accepts our plan, there is no assurance that we will achieve the required compliance by the end of the 18 month plan period.

Jennifer Convertibles is the owner and licensor of the largest group of sofabed specialty retail stores in the United States, with 177 Jennifer Convertibles® stores and 16 Jennifer Leather stores. As of November 26, 2005, the Company owned 169 stores and licensed 24 (including 23 owned and operating stores by a private company on a royalty free basis.)

Statements in this press release other than the statements of historical fact are "forward-looking statements." Such statements are subject to certain risks and uncertainties, including changes in retail demand, vendor performance and other risk factors identified from time to time in the Company's filings with the Securities and Exchange Commission that could cause actual results to differ materially from any forward-looking statements. These forward-looking statements represent the Company's judgement as of the date of the release. The Company disclaims, however, any interest or obligations to update these forward-looking statements.

America's Largest Sofabed Specialist