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COTELLIGENT INC Form 8-K February 07, 2003

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

Cotelligent, Inc. _____ (Exact name of registrant as specified in its charter) February 7, 2003 Date of Report (Date of earliest event reported) 0-27412 94-3173918 Delaware ______ (State or other jurisdiction of (Commission (I.R.S. Employer Identification incorporation File Number) 100 Theory, Suite 200 Irvine, California 92612 ______ (Zip Code) (Address of principal executive offices)

(949) 823-1600

(Registrant's telephone number, including area code)

Item 9. Regulation FD Disclosure.

On February 7, 2003, Cotelligent, Inc. (the "Company") mailed a letter to its shareholders which discusses, among other things, the challenges of the Company's market environment, the Company's ability to narrow its losses despite these market challenges, the Company's re-audit of its financial statements, the Company's cash management and other important Company matters . A copy of the letter is attached hereto as Exhibit 99 and is incorporated herein by reference.

- Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.
 - (c) Exhibits.

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Exhibit No.	Description
99	Cotelligent, Inc. Letter to Shareholders, dated January 23, 2003

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 thereunto duly authorized.

COTELLIGENT, INC.

By: /s/ Curtis J. Parker

Curtis J. Parker

Executive Vice President, Chief Financial Officer, Treasurer & Assistant Secretary

Dated: February 7, 2003

EXHIBIT INDEX

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