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ZOOM TECHNOLOGIES INC  
Form 8-K  
March 31, 2005

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) March 28, 2005

Zoom Technologies, Inc.

-----  
(Exact Name Of Registrant As Specified In Its Charter)

Delaware

-----  
(State or Other Jurisdiction of Incorporation)

0-18672

-----  
(Commission File Number)

51-0448969

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

207 South Street, Boston, MA

-----  
(Address of Principal Executive Offices)

02111

-----  
(Zip Code)

(617) 423-1072

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(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))

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Item 9.01 Financial Statements and Exhibits

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EXHIBIT 10.1

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On March 28, 2005, Zoom Telephonics, Inc. (the "Company"), a wholly owned subsidiary of Zoom Technologies, Inc. (the "Registrant"), entered into an amendment to the Company's existing Commercial Real Estate Promissory Note held by Wainwright Bank and Trust Company. This amendment reduces the interest rate of the Note to 5% effective February 10, 2005.

ITEM 2.03. CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT OF A REGISTRANT.

The information required by Item 2.03 of this Current Report on Form 8-K is set forth in Item 1.01 "Entry into a Material Definitive Agreement" above, the contents of which are incorporated by reference herein.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

Exhibit Number	Description
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10.1	First Amended to Commercial Real Estate Promissory Note, dated March 28, 2005, entered into between the Company and Wainwright Bank and Trust Company.

SIGNATURES

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: March 31, 2005 ZOOM TECHNOLOGIES, INC.

By: /s/ Robert A. Crist  
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Robert A. Crist, Chief  
Financial Officer

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Exhibit Number Description  
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10.1

First Amendment to Commercial Real Estate Promissory Note, dated March 28, 2005, entered into between the Company and Wainwright Bank and Trust Company.