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NTN COMMUNICATIONS INC
Form 15-12G
June 19, 2001

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 15

Certification and Notice of Termination of Registration under
Section 12(g) of the Securities Exchange Act of 1934 or
Suspension of Duty to File Reports under
Sections 13 and 15(d) of the Securities Exchange Act of 1934

1-11460
(Commission File Number)

NTN Communications, Inc.
(Exact Name of registrant as specified in its charter)

5966 La Place Court
Carlsbad, California 92008
(760) 438-7400
(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

Redeemable Common Stock Purchase Warrants
(Title of each class of securities covered by this Form)

Common Stock, \$.005 par value
(Titles of all other classes of securities for which a duty to
file reports under Section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate
rule provision(s) relied upon to terminate or suspend the duty to
file reports:

- | | | | |
|--------------------------|----------------------|-------------------------------------|----------------------|
| <input type="checkbox"/> | Rule 12g-4(a)(1)(i) | <input checked="" type="checkbox"/> | Rule 12h-3(b)(1)(i) |
| <input type="checkbox"/> | Rule 12g-4(a)(1)(ii) | <input type="checkbox"/> | Rule 12h-3(b)(1)(ii) |
| <input type="checkbox"/> | Rule 12g-4(a)(2)(i) | <input type="checkbox"/> | Rule 12h-3(b)(2)(i) |
| <input type="checkbox"/> | Rule 12g-4(a)(2)(ii) | <input type="checkbox"/> | Rule 12h-3(b)(2)(ii) |
| | | <input type="checkbox"/> | Rule 15d-6 |

None
(Approximate number of holders of record as of the certification
or notice date)

Pursuant to the requirements of the Securities Exchange Act
of 1934, NTN Communications, Inc. has caused the
certification/notice to be signed on its behalf by the
undersigned duly authorized person.

Date: June 19, 2001 NTN Communications, Inc.

By: /s/ James Frakes

James Frakes
Chief Financial Officer