

VOIP INC  
Form S-8  
May 25, 2007

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM S-8**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**VoIP, Inc.**

(Exact name of registrant as specified in its charter)

Texas  
(State or other jurisdiction of incorporation or  
organization)

75-2785941  
(I.R.S. Employer identification No.)

151 So. Wymore Rd., Suite 3000  
Altamonte Springs, Florida 32714  
(Address of principal executive offices)

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**Mark L. Baum, Esq., Advisory Services Agreement (as amended)**  
**James B. Panther II Advisory Services Agreement (as amended)**

(Full title of plans)

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Anthony J. Cataldo  
Chief Executive Officer,  
151 So. Wymore Rd., Suite 3000  
Altamonte Springs, Florida 32714  
(Name and address of agent for service)

(407) 389-3232  
(Telephone number, including area code of agent for service)

Copies of all communications, including all communications sent to agent for service to:

Marc J. Ross, Esq.  
Sichenzia Ross Friedman Ference LLP  
61 Broadway, 32nd Floor

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New York, New York 10018

Phone: (212) 930-9700

Facsimile: (212) 930-9725

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be Registered	Proposed maximum offering price per share (1)	Proposed maximum Aggregate offering Price	Amount of Registration fee
Common Stock (\$.001 par value)	500,000 (2)	\$ 0.145	\$ 72,500	\$ 2.22

(1) Estimated solely for the purpose of determining the amount of registration fee and pursuant to Rules 457(c) and 457 (h) of the General Rules and Regulations under the Securities Act of 1933, as amended, based on the average of the high and low prices of the Company's common stock on the Over-the-Counter Bulletin Board on May 24, 2007 which were \$0.15 and \$0.14, respectively.

(2) Represents shares of the Company's common stock to be issued to Mark L. Baum, Esq., and James B. Panther II (the "Consultants") pursuant to consulting contracts between the Company and the Consultants.

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**PART I**

**INCORPORATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

As permitted by the rules of the Securities and Exchange Commission (the "Commission"), this registration statement omits the information specified in Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the participants in the plan as required by Rule 428(b)(1) under the Securities Act of 1933. Such documents are not being filed with the Commission as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference in this registration statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act of 1933.

Upon written or oral request, any of the documents incorporated by reference in Item 3 of Part II of this Registration Statement (which documents are incorporated by reference in this Section 10(a) Prospectus), other documents required to be delivered to eligible employees, non-employee directors and consultants, pursuant to Rule 428(b) are available without charge by contacting:

Anthony Cataldo, VoIP, Inc., Chief Executive Officer, 151 So. Wymore Road, Suite 3000, Altamonte Springs, Florida 32714 (407) 389-3232.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

The following documents filed by VoIP, Inc. (the “Company”) with the Securities and Exchange Commission (the “Commission”) are incorporated by reference in this Registration Statement:

- (a) The Company's annual report on Form 10-K for the fiscal year ended December 31, 2006 filed pursuant to Section 13 of the Exchange Act on April 2, 2007;
- (b) The Company's current report on Form 8-K, as filed with the Commission on January 9, 2007;
- (c) The Company's current report on Form 8-K, as filed with the Commission on January 10, 2007;
- (d) The Company's current report on Form 8-K, as filed with the Commission on January 11, 2007;
- (e) The Company's current report on Form 8-K, as filed with the Commission on January 29, 2007;
- (f) The Company's current report on Form 8-K, as filed with the Commission on February 1, 2007;
- (g) The Company's current reports on Form 8-K, as filed with the Commission on February 2, 2007;
- (h) The Company's current reports on Form 8-K, as filed with the Commission on February 23, 2007;
- (i) The Company's current report on Form 8-K, as filed with the Commission on March 13, 2007;
- (j) The Company's current report on Form 8-K, as filed with the Commission on March 19, 2007;
- (k) The Company's current report on Form 8-K, as filed with the Commission on March 29, 2007;
- (l) The Company's current report on Form 8-K, as filed with the Commission on April 12, 2007;
- (m) The Company's current report on Form 8-K, as filed with the Commission on April 30, 2007;
- (n) The Company's current report on Form 8-K, as filed with the Commission on May 10, 2007;

- (o) The Company's current report on Form 8-K, as filed with the Commission on May 11, 2007;
- (p) The Company's quarterly report on Form 10-Q, as filed with the Commission on May 15, 2007;
- (q) The Company's current report on Form 8-K, as filed with the Commission on May 15, 2007;
- (r) The Company's current report on Form 8-K, as filed with the Commission on May 18, 2007;
- (s) The Company's current report on Form 8-K/A, as filed with the Commission on May 22, 2007;
- (t) The Company's Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934, as filed with the Commission on February 12, 2007; and
- (u) The description of the Company's common stock contained in the Registration Statement on Form SB-2 filed August 27, 2001 and Form SB-2/A filed February 7, 2002.

All reports and other documents subsequently filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this registration statement from the date of the filing of such reports and documents.

You may request a copy of these filings, excluding the exhibits to such filings which we have not specifically incorporated by reference in such filings, at no cost, by writing or telephoning us at the following address:

Robert Staats  
Chief Accounting Officer  
151 So. Wymore Road, Suite 3000  
Altamonte Springs, FL 32714  
Telephone Number: (407) 389-3232

#### **Item 4. Description of Securities**

Not applicable.

#### **Item 5. Interests of Named Experts and Counsel**

No expert or counsel named in this Registration Statement as having prepared or certified any part of this Registration Statement or having given an opinion upon the validity of the securities being registered or upon other legal matters in connection with the registration or offering of the common stock was employed on a contingency basis, or had, or is to receive, in connection with the offering, a substantial interest, direct or indirect, in the Registrant, nor was any such person connected with the Registrant as a promoter, managing or principal underwriter, voting trustee, director, officer or employee.

#### **Item 6. Indemnification of Directors and Officers**

The Company's Articles of Incorporation provide that no director of the Company will be personally liable to the Company or any of its shareholders for monetary damages arising from the director's breach of fiduciary duty as a director, with certain limited exceptions.

Pursuant to the Texas Business Corporation Act (the "Act"), every Texas corporation has the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the corporation or is or was serving in such a capacity at the request of the corporation for another corporation, partnership, joint venture, trust or other enterprise, against any and all expenses, judgments, fines and amounts paid in settlement and reasonably incurred in connection with such action, suit or proceeding. The power to indemnify applies only if such person acted in good faith and in a manner such person reasonably believed to be in the best interests, or not opposed to the best interests, of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The power to indemnify applies to actions brought by or in the right of the corporation as well, but only to the extent of defense and settlement expenses and not to any satisfaction of a judgment or settlement of the claim itself, and with the further limitation that in such actions no indemnification shall be made in the event of any adjudication of negligence or misconduct unless the court, in its discretion, believes that in light of all the circumstances indemnification should apply.

The Company's Articles of Incorporation and Bylaws contain provisions authorizing it to indemnify its officers and directors to the fullest extent permitted by the Securities Act.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the "Act") that may be permitted to directors, officers or persons controlling the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

**Item 7. Exemption from Registration Claimed**

Not applicable.

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## Item 8. Exhibits

### Exhibit

No.	Description
4.1	Advisory Services Agreement with Mark L. Baum, Esq.
4.2	First Amended Advisory Services Agreement with Mark L. Baum, Esq.
4.3	Second Amended Advisory Services Agreement with Mark L. Baum, Esq.
4.4	Advisory Services Agreement with James B. Panther II
4.5	First Amended Advisory Services Agreement with James B. Panther II
4.6	Second Amended Advisory Services Agreement with James B. Panther II
5.1	Opinion of Sichenzia Ross Friedman FERENCE LLP
23.1	Consent of Berkovits, Lago & Company, LLP, Certified Public Accountants
23.2	Consent of Moore Stephens Lovelace, P.A., Certified Public Accountants
23.3	Consent of Sichenzia Ross Friedman FERENCE LLP (filed as part of Exhibit 5.1)
24.1	Power of Attorney (see signature page)

## Item 9. Undertakings

(a) The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - (i) To include any prospectus required by of the Securities Act of 1933;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;



*provided however*, that: paragraphs (1)(i) and (1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (4) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities: The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
  - (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
- (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
- (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing a form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Altamonte Springs, State of Florida on May 25, 2007.

VoIP, Inc

By /s/ Anthony J. Cataldo

Anthony J. Cataldo, Chairman and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Anthony J. Cataldo as his attorney-in-fact, with full power of substitution and resubstitution, for him in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Anthony Cataldo</u> Anthony Cataldo	Chairman of the Board of Directors and Chief Executive Officer	May 25, 2007
<u>/s/ Robert Staats</u> Robert Staats	Chief Accounting Officer	May 25, 2007
<u>/s/ Gary Post</u> Gary Post	Director	May 25, 2007
<u>/s/ Nicholas A. Iannuzzi, Jr.</u> Nicholas A. Iannuzzi, Jr.	Director	May 25, 2007

*/s/ Stuart Kosh*

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Director

May 25, 2007

Stuart Kosh

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