

VOIP INC
Form 424B3
April 18, 2006

Pursuant to Rule 424(b)(3)
Registration Number 333-127522

PROSPECTUS SUPPLEMENT NUMBER TWO
(TO PROSPECTUS DATED OCTOBER 18, 2005)

15,372,245 Shares

VoIP, Inc.

COMMON STOCK

This prospectus supplement supplements the prospectus dated October 18, 2005 relating to the offer and sale by the selling stockholders identified in the prospectus of up to 15,372,245 shares of our common stock. This prospectus supplement includes our Annual Report on Form 10-KSB for the year ended December 31, 2005, which was filed with the Securities and Exchange Commission on April 17, 2006.

The information contained in such reports is dated as of the date of such reports. This prospectus supplement should be read in conjunction with the prospectus dated October 18, 2005, which is to be delivered with this prospectus supplement. This prospectus supplement is qualified by reference to the prospectus except to the extent that the information in this prospectus supplement updates and supercedes the information contained in the prospectus dated October 18, 2005, including any supplements or amendments thereto.

Investing in the shares involves risks. See "Risk Factors" beginning on page 5 of the prospectus dated October 18, 2005.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is April 18, 2006.

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

FORM 10-KSB

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2005

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period _____ to _____
Commission file number 000-28985

VOIP, INC.

(Name of small business issuer in its charter)

Texas
(State or other jurisdiction
of incorporation or organization)

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

12330 SW 53rd Street, Suite 712
Fort Lauderdale, Florida
(Address of principal executive offices)

33330
(ZIP Code)

Issuer's telephone number, including area code: (954) 434-2000

Securities registered pursuant to Section 12(b) of the Act: None.

Securities registered pursuant to Section 12(g) of the Act:
Common Stock, par value \$0.001.

Check whether the issuer is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B contained herein, and none will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB.

Indicate by a check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). YES NO

The issuer's revenues for its most recent fiscal year were \$ 15,507,145.

The aggregate market value of the voting and non-voting common stock held by non-affiliates of the issuer, based on the average bid and asked price of such stock, was \$90,522,977 at March 22, 2006. At March 22, 2006, the registrant had outstanding 68,838,766 shares of par value \$.001 common stock.

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DOCUMENTS INCORPORATED BY REFERENCE

None.

Transitional Small Business Disclosure Format (Check one): Yes ; No