

VOIP INC
Form 424B3
November 25, 2005

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

PROSPECTUS SUPPLEMENT NUMBER ONE
(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 Quarterly Report on Form 10-QSB for the quarterly period ended September 30, 2005, which was filed with the Securities and Exchange Commission on November 21, 2005 and our Amended Annual Report on Form 10-KSB/A for the year ended December 31, 2004, which was filed with the Securities and Exchange Commission on November 23, 2005.

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 November 23, 2005.

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-QSB

(Mark one)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES

EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2005

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

OF 1934

For the transition period from _____ to _____

Commission File Number: 000-28985

VoIP, Inc.

(Exact name of small business issuer as specified in its charter)

Texas

75-2785941

(State of incorporation)

(IRS Employer ID Number)

12330 SW 53rd Street, Suite 712, Fort Lauderdale, FL 33330

(Address of principal executive offices)

(954) 434-2000

(Issuer's telephone number)

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 126-2 of the Exchange Act). YES NO

State the number of shares outstanding of each of the issuer's classes of common

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equity as of the latest practicable date: November 2, 2005: 59,650,842.

Transitional Small Business Disclosure Format (check one): YES NO

Registrant is an accelerated filer (check one): YES NO

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-KSB/A
(Amendment No. 1)
(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, 2004

OR

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
Ft. 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 (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.

The issuer's revenues for its most recent fiscal year were: \$2,619,393.

The aggregate market value of the voting common stock held by non-affiliates of
the issuer, based on the average bid and asked price of such stock, was
\$98,248,877 at December 31, 2004.

At March 18, 2005, the registrant had outstanding 26,378,132 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