

Lewis Shawn
Form 5
April 05, 2007

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0362
Expires: January 31,
2005
Estimated average
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1. Name and Address of Reporting Person *
Lewis Shawn

(Last) (First) (Middle)

VOIP, INC., 151 SO. WYMORE
RD., SUITE 3000

(Street)

2. Issuer Name and Ticker or Trading
Symbol
VOIP INC [VOII]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
COO, Chief Technology Officer

6. Individual or Joint/Group Reporting

(check applicable line)

ALTAMONTE
SPRINGS, FL 32714

(City) (State) (Zip)

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	11/30/2006 ⁽¹⁾	Â	A	279,499	A \$ ⁽²⁾	5,510,639	D Â
Common Stock	12/01/2006 ⁽¹⁾	Â	D	50,000	D \$ 0.39	5,460,639	D Â
Common Stock	12/04/2006 ⁽¹⁾	Â	D	50,000	D \$ 0.382	5,410,639	D Â
Common Stock	12/07/2006 ⁽¹⁾	Â	D	50,000	D \$ 0.4	5,360,639	D Â

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Common Stock	12/07/2006 ⁽¹⁾	Â	D	50,000	D	\$ 0.4	5,310,639	D	Â
Common Stock	12/08/2006 ⁽¹⁾	Â	D	50,000	D	\$ 0.48	5,260,639	D	Â
Common Stock	12/08/2006 ⁽¹⁾	Â	D	10,000	D	\$ 0.44	5,210,639	D	Â
Common Stock	12/08/2006 ⁽¹⁾	Â	D	50,000	D	\$ 0.412	5,200,639	D	Â
Common Stock	12/08/2006 ⁽¹⁾	Â	D	50,000	D	\$ 0.45	5,150,639	D	Â
Common Stock	12/08/2006 ⁽¹⁾	Â	D	50,000	D	\$ 0.42	5,100,639	D	Â
Common Stock	12/08/2006 ⁽¹⁾	Â	D	50,000	D	\$ 0.432	5,050,639	D	Â
Common Stock	12/08/2006 ⁽¹⁾	Â	D	50,000	D	\$ 0.42	5,000,639	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title	
Stock Options ⁽³⁾	\$ 0.36	11/17/2006 ⁽¹⁾	Â	A	Â 3,000,000	11/08/2006 11/27/2006	964,782	0

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lewis Shawn VOIP, INC. 151 SO. WYMORE RD., SUITE 3000 ALTAMONTE SPRINGS, FL 32714	Â Â Â COO, Chief Technology Officer Â

Signatures

/s/ Shawn Lewis

04/04/2007

 Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Mr. Lewis did not report the transactions reported in this report during the fiscal year ending December 31, 2006, and is therefore filing this Form 5.
- In conjunction with the May 31, 2005 merger agreement between VoIP, Inc. and Caerus, Inc., 2,000,000 shares of VoIP, Inc. common stock were held in escrow. Future payment of those shares to former Caerus, Inc. shareholders was and is contingent upon the outcome of certain litigation involving Caerus, Inc. Per the terms of the escrow agreement, 1/3 of the 2,000,000 escrowed shares were issued to the former Caerus, Inc. shareholders on November 30, 2006, of which 279,499 shares were issued to Mr. Lewis.
- (2) On November 8, 2006, Mr. Lewis was granted options to purchase 3,000,000 common shares at \$0.36 per share (closing market price at the grant date). On November 9, 2006, VoIP, Inc. settled Mr. Lewis' claim against the Company for alleged breaches of his employment agreement, and for nonregistration of its common stock shares he holds pursuant to the Caerus merger agreement dated May 31, 2005, for \$1,080,000. Also on November 9, 2006, Mr. Lewis exercised his options to purchase 3,000,000 common shares, and the \$1,080,000 proceeds were credited toward the settlement of his claims.
- (3)

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