

VOIP INC  
Form 424B3  
November 25, 2005

Pursuant to Rule 424(b)(3)  
Registration Number 333-121211

**PROSPECTUS SUPPLEMENT NUMBER THREE**

**(TO PROSPECTUS DATED JANUARY 5, 2005)**

**4,349,000 Shares**

**VoIP, Inc.**

**COMMON STOCK**

This prospectus supplement supplements the prospectus dated January 5, 2005 relating to the offer and sale by the selling stockholders identified in the prospectus of up to 4,349,000 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 January 5, 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 January 5, 2005, including any supplements or amendments thereto.

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

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(Mark one)

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

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EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2005

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

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OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
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Commission File Number: 000-28985

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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)  
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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