

Lewis Shawn
Form 5
April 05, 2007

FORM 5

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

OMB APPROVAL

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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

1. Name and Address of Reporting Person *
Lewis Shawn

(Last) (First) (Middle)

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

(Street)

ALTAMONTE SPRINGS, FL 32714

(City) (State) (Zip)

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)

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) | (A) or (D) | Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------------------|--|--|---|
| Common Stock | 11/30/2006 ⁽¹⁾ | ^ | A | 279,499 | A | \$ ⁽²⁾ | 5,510,639 | D | ^ |
| Common Stock | 12/01/2006 ⁽¹⁾ | ^ | D | 50,000 | D | \$ 0.39 | 5,460,639 | D | ^ |
| Common Stock | 12/04/2006 ⁽¹⁾ | ^ | D | 50,000 | D | \$ 0.382 | 5,410,639 | D | ^ |
| Common Stock | 12/07/2006 ⁽¹⁾ | ^ | D | 50,000 | D | \$ 0.4 | 5,360,639 | D | ^ |

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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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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (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 |

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) 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.