

Edgar Filing: VOIP INC - Form SC 13D/A

VOIP INC  
Form SC 13D/A  
October 20, 2005

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 1)

VoIP, Inc.

-----  
(Name of Issuer)

Common Stock, Par Value \$0.001 Per Share

-----  
(Title of Class of Securities)

928628 10 6

-----  
(CUSIP Number)

David S. Montoya  
Chief Financial Officer  
14911 Quorum Drive  
Suite 140  
Dallas, Texas 75240  
Telephone: (972) 361-1980

-----  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

October 18, 2005

-----  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 928628 10 6  
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-----  
1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
WQN, INC. (I.R.S. IDENTIFICATION NO. 000-27751)  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [ ]  
-----

3 SEC USE ONLY  
-----

4 SOURCE OF FUNDS  
  
OO  
-----

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS [ ]  
REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  
-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
DELAWARE  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7	SOLE VOTING POWER
	10,239,100

-----

8	SHARED VOTING POWER
	- 0 -

-----

9	SOLE DISPOSITIVE POWER
	10,239,100

-----

10	SHARED DISPOSITIVE POWER
	- 0 -

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
10,239,100  
-----

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]  
-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
17.7%  
-----

14 TYPE OF REPORTING PERSON  
  
CO  
-----

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This Amendment No. 1 (this "Amendment") amends and supplements the Statement on Schedule 13D filed with the Securities and Exchange Commission on October 17, 2005 (the "Statement"). Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Statement. Except as disclosed herein, there has been no change in the information previously reported on Schedule 13D.

ITEM 2. IDENTITY AND BACKGROUND.

Annex A to the Statement is hereby amended in its entirety to read as set forth on Annex A to this Amendment.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Item 6 of the Statement is hereby amended by deleting the first paragraph under the caption "Board Observer; Board Member" and adding the following in lieu thereof:

Pursuant to the APA, VoIP agreed to nominate Mr. B. Michael Adler, WQN's chief executive officer prior to the consummation of the Sale and a current director of WQN, for election to, and use its best effort to cause Mr. Adler to be elected to, the board of directors of VoIP at the next annual meeting of stockholders of VoIP. Mr. Adler, upon election, would be designated chairman of the board of directors. On October 18, 2005, VoIP announced that Mr. Adler had been named the company's chairman and chief executive officer.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 20, 2005

WQN, INC.

By: /s/ David S. Montoya

-----  
Name: David S. Montoya  
Title: Chief Financial Officer

ANNEX A

DIRECTORS AND EXECUTIVE OFFICERS OF WQN

The name, business address, present principal occupation or employment and name, principal business and address of any corporation or other organization in which such employment is conducted of each of the directors and executive officers of WQN are set forth below. All of the persons listed below are citizens of the United States.

DIRECTORS (INCLUDING EXECUTIVE OFFICERS)

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Name -----	Occupation or Employment -----	Name, Principal Business and Address of Corporation or Present Principal Organization in which such Employment is Conducted -----
Scott W. Hartman	Chief Executive Officer	WQN, Inc. 14911 Quorum Drive Suite 1 Dallas, Texas 75240
David S. Montoya	Chief Financial Officer	WQN, Inc. 14911 Quorum Drive Suite 1 Dallas, Texas 75240
Robert A. Farmer (Chairman)	Private Investor	WQN, Inc. 14911 Quorum Drive Suite 1 Dallas, Texas 75240
E. Denton Jones	Private Investor	WQN, Inc. 14911 Quorum Drive Suite 1 Dallas, Texas 75240
Elizabeth H. Buchler	Owner and Principal Broker	Real Estate Showcase 5301 General Meyer Avenue New Orleans, Louisiana 701
Hal H. Bibee	Corporate Financial Consultant	Hal H. Bibee Company 1550 Lovell Road Knoxville, Tennessee 37932
B. Michael Adler	Chairman and Chief Executive Officer	VoIP, Inc. 12330 SW 53rd Street, Suit Ft. Lauderdale, FL 33330