

YP CORP  
Form 8-K  
April 12, 2006

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities and Exchange Act of 1934**

**Date of Report (Date of earliest reported event): April 7, 2006**

**YP CORP.**

(Exact name of registrant as specified in charter)

**Nevada**  
(State or other jurisdiction  
of incorporation)

**000-24217**  
(Commission File Number)

**85-0206668**  
(IRS Employer  
Identification No.)

**4840 East Jasmine Street, Suite 105, Mesa, Arizona**  
(Address of principal executive offices)

**85205**  
(Zip Code)

Registrant's telephone number, including area code: **(480) 654-9646**

Copies to:

Gregory Sichenzia, Esq.

Yoel Goldfeder, Esq.

Sichenzia Ross Friedman Ference LLP

1065 Avenue of the Americas

New York, New York 10018

Phone: (212) 930-9700

Fax: (212) 930-9725

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- 
-



**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

At the 2006 Annual Meeting of Stockholders of YP Corp., held on April 7, 2006, the stockholders of YP Corp. re-elected both Elizabeth DeMarse and Joseph Cunningham to the Board of Directors.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

In addition, at the 2006 Annual Meeting of Stockholders of YP Corp., the stockholders of YP Corp., by an affirmative vote of  $66\frac{2}{3}\%$  of its outstanding shares of common stock, agreed to amend the Amended and Restated Articles of Incorporation of YP Corp. The purpose of the foregoing amendment was adopted in order to de-classify the board of directors, providing for the annual election of all of its directors.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

**Exhibit  
Number**

**Description**

3.1 Amended and Restated Articles of Incorporation of YP Corp.

2

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**YP CORP.**

Date: April 12, 2006

By: /s/ Gary Perschbacher

---

Gary Perschbacher  
Chief Financial Officer