

ONE VOICE TECHNOLOGIES INC

Form 5

April 02, 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: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. Name and Address of Reporting Person \*  
Lewis Shawn

(Last) (First) (Middle)

C/O ONE VOICE  
TECHNOLOGIES, INC., 4275  
EXECUTIVE SQUARE, SUITE 200

(Street)

LA JOLLA, CA 92037

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
SymbolONE VOICE TECHNOLOGIES  
INC [ONEV]3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/20065. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
COO, Chief Technology Officer4. If Amendment, Date Original  
Filed (Month/Day/Year)

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	Â	A4	279,499	A	\$ <sup>(1)</sup> (2)	5,510,639	D	Â
Common Stock	12/01/2006	Â	D	50,000	D	\$ 0.39	5,460,639	D	Â
Common Stock	12/04/2006	Â	D	50,000	D	\$ 0.382	5,410,639	D	Â

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Common Stock	12/07/2006	Â	D	50,000	D	\$ 0.4	5,360,639	D	Â
Common Stock	12/07/2006	Â	D	50,000	D	\$ 0.4	5,310,639	D	Â
Common Stock	12/08/2006	Â	D	50,000	D	\$ 0.48	5,260,639	D	Â
Common Stock	12/08/2006	Â	D	10,000	D	\$ 0.44	5,210,639	D	Â
Common Stock	12/08/2006	Â	D	50,000	D	\$ 0.412	5,200,639	D	Â
Common Stock	12/08/2006	Â	D	50,000	D	\$ 0.45	5,150,639	D	Â
Common Stock	12/08/2006	Â	D	50,000	D	\$ 0.42	5,100,639	D	Â
Common Stock	12/08/2006	Â	D	50,000	D	\$ 0.432	5,050,639	D	Â
Common Stock	12/08/2006	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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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)	Amount or Number of Shares
					(A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options <sup>(3)</sup>	\$ 0.36	11/17/2006	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
Â	Â	Â COO, Chief Technology Officer	Â

Lewis Shawn  
C/O ONE VOICE TECHNOLOGIES, INC.  
4275 EXECUTIVE SQUARE, SUITE 200  
LA JOLLA, CA 92037

## Signatures

/s/ Shawn Lewis 04/02/2007

\*\*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 failed to report the above-referenced transactions on Form 4 during the fiscal year ending December 31, 2006, and is therefore filing this Form 5 pursuant to the Reporting Person's reporting obligations.

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)

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.