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YP NET INC Form S-8 August 07, 2003

As filed with the Securities and Exchange Commission on August 6, 2003 Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

YP.NET, INC. (Exact name of Registrant as specified in its charter)

NEVADA (State or other jurisdiction incorporation or organization) 85-0206668 (I.R.S. EMPLOYER) Identification No.)

4840 EAST JASMINE STREET, SUITE 105

MESA, ARIZONA 85205
(Address of Principal Executive Offices) (Zip Code)

YP.NET, INC. 2003 STOCK PLAN (Full title of the Plan)

Daniel M. Mahoney
SNELL & WILMER L.L.P.
One Arizona Center
Phoenix, AZ 85004-0001
(Name and Address of Agent for Service)
(602) 382-6384
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE(1)		PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(1)		AMOUNT OF REGISTRATION FEE	
Common Stock,001 Par Value (2003 Stock Plan)	3,000,000	\$	2.165	\$	6,495,000	\$	525.45