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YP NET INC Form 8-K February 11, 2004

> SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

> > FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) is February 11, 2004

YP.NET, INC.

(Exact name of registrant as specified in its charter)

NEVADA	000-24217	85-0206668
(State or other jurisdiction of incorporation or jurisdiction)	(Commission File Number)	(IRS Employer Identification Number)
4940 E. JASMINE STREET, SUITE 105 ARIZONA	, MESA,	85205
(Address of principal executive office)	(Zip Code)

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

Item 7. EXHIBITS.

EXHIBIT NO. ITEM _____ ----

99.1 Press Release dated February 11, 2004 reporting the Registrant's earnings for the first fiscal quarter ended December 31, 2003.

Item 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On February 11, 2004, YP.Net, Inc. issued a press release announcing its earnings for the first fiscal quarter ended December 31, 2003. A copy of the press release is attached as Exhibit 99.1.

The information in this Form 8-K and the Exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1934, except as shall be expressly set forth by specific reference in such filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the

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registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 11, 2004 YP.NET, INC.

/s/ Angelo Tullo

Angelo Tullo, Chairman and Chief

Executive Officer

2