

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

Filed Pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934

Date of Report (Date of earliest reported event): October 10, 2015

**UPNET, INC.**

(Exact name of registrant as specified in charter)

Nevada

888-232-7777

81-0388484

(State or other jurisdiction of incorporation) (Commission File Number) (ISS Employer Identification No.)

888 East Quince Street, Suite 400, Reno, Nevada  
77504-1000

REG  
0181-0001

Registrant's telephone number, including area code: 888-232-7777

ITEM 7. Financial Statements and Exhibits.

(i) Exhibits. The following documents are filed as exhibits to this report:

99-1 [Exhibit 99-1](#)

ITEM 9. Regulation FD Disclosure. Information furnished under Item 9, "Results of Operations and Financial Condition," and a provided under Item 9 pursuant to interim guidance issued by the Securities and Exchange Commission in Release No. 33-6928 and 33-6758). As such, the information hereunder shall not be deemed to be "filed" for the purposes of Section 19 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly so made by specific reference in such a filing.

A copy of the version that dates of 10/10/2015, is filed pursuant to 17 CFR 201.27 and is incorporated herein by reference.

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.

**UPNET, INC.**

Date: October 10, 2015

BY ANGELO BULLO

Chief Executive Officer



### The Company's Mission

YP.Net, Inc. is a leading provider of Internet-based yellow page services and a component of the Dow Jones Internet Services Index. The Company's web site contains listings for approximately 18 million businesses and 150 million individuals in the United States.

To generate revenues, the Company offers an Internet Advertising Package that includes a Preferred Listing and Mini-Webpage™ through its yellow page web site. Such Preferred Listings appear in a priority position with bolder graphics and other useful features.

YP.Net's mission is to be the Internet yellow pages of choice by offering users more content through proprietary rights technology and partnerships.

### Investor Contact

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## *America's Local Yellow Pages™*

### YP.Net Inc. Investment Incentives

YPNT offers a unique investment opportunity with the following advantages:

#### **Outstanding Nine Month Financial Performance**

- Revenue growth of 124% compared with the previous year
- EPS growth of 139% compared with the previous year
- Net income margin improvement to 21% from 19%
- Operating margin improvement to 30% from 27%
- An annualized return on stockholders equity of 60%
- A high level of working capital
- Little or no debt
- Operating cash flow that has more than tripled and free cash flow which has quadrupled

#### **Attractive Investment Characteristics**

- A leading position in the fast growing Internet Services industry
- A recurring revenue stream
- A high growth/high margin business model with pricing power
- A price to earnings multiple which is below market averages
- An extremely low P/E to growth (PEG) ratio
- A market capitalization which has quickly grown to \$80-\$100 million
- Increasing share in a large potential market

### Key Investor Facts

- Traded on the Over the Counter (BB) Market under the symbol YPNT
- Average shares outstanding 42.5 million
- YPNT stock price has outperformed all indices by 2000%
- Fifty two week stock price range \$.04 - \$2.41 per share
- Market capitalization \$80-\$100 million
- Average 50 day volume 370 thousand shares

### Web Site Address

Users can access our web site and yellow page directory through the following most commonly used domain names:

- [www.yp.net](http://www.yp.net)
- [www.yellow-page.net](http://www.yellow-page.net)
- [www.yp.com](http://www.yp.com)

## INVESTOR FACT SHEET

### Major Initiatives

#### **July 2003**

- The Company obtained the exclusive use of the YP.com domain name thus adding to its extensive list of more than forty URLs.

#### **May 2003**

- The Company entered into an agreement with Switchboard, Incorporated, that will increase YP.Net's distribution and the visibility of our advertisers to online consumers.
- The Company entered into an agreement with Palm that allows PDA users to search YP.Net's Internet yellow pages.

#### **April 2003**

- The Company introduced "Click 2 Call", an automated dialing feature which enables users to contact Preferred Listing businesses for free.

#### **February 2003**

- The Company successfully launched its new yellow page search engine providing faster, more flexible and more reliable search results for our users.

#### **December 2002**

- YP.Net established an outbound call center to contact its base of customers to gather additional information and proprietary data to enhance their listing satisfaction.

### The Internet Yellow Page Industry

An increasingly mobile and computer sophisticated population is accessing the yellow pages by way of the Internet at a sharply increasing rate.

#### **Internet usage provides the following major advantages over the printed yellow pages:**

- More current and extensive listing information.
- Quick access to business listings across the nation from any location.
- Fast and easy searching via desktop computer, laptop computer, personal digital assistant (PDA) and, most recently, cellular phone.

#### **Advantages of an internet yellow page listing to the business user are:**

- Lower cost for a given level of content.
- Flexibility to change the content of the listing at any time.
- The service benefits described below.

Approximately 13% of yellow pages directory inquiries were conducted online in 2002 compared with 2% in 2000. Annual growth of 25% per year for online and wireless searches are projected to yield a 40% share of such inquiries by 2006.

Within this growth environment YP.Net is distinguished by the following factors which have made it the market leader in customers and web pages:

#### Service Benefits

##### **YP.Net's Internet Advertising Package includes:**

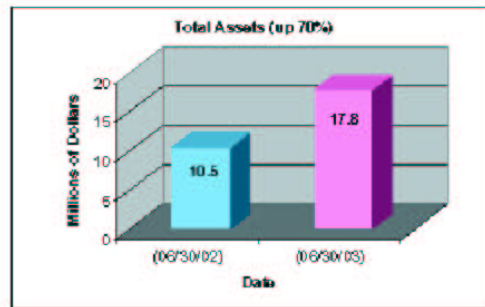
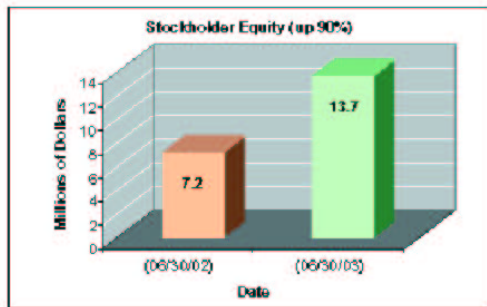
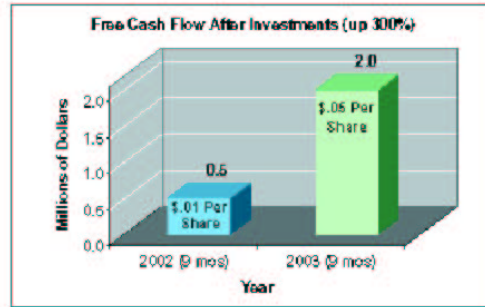
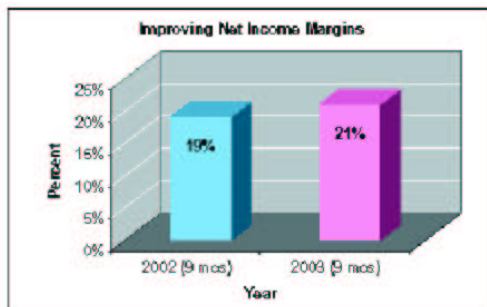
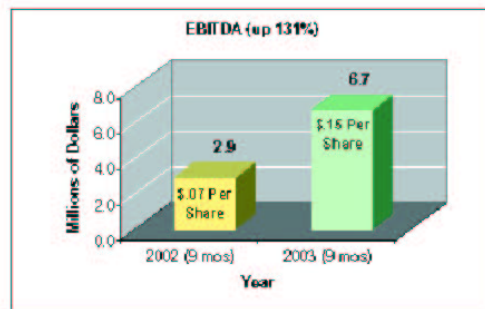
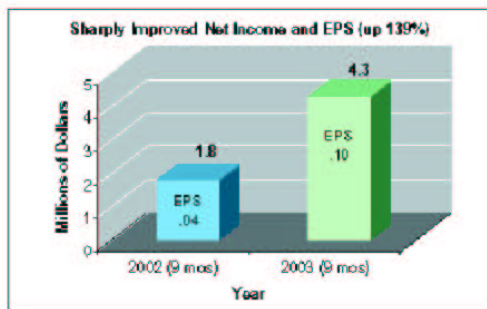
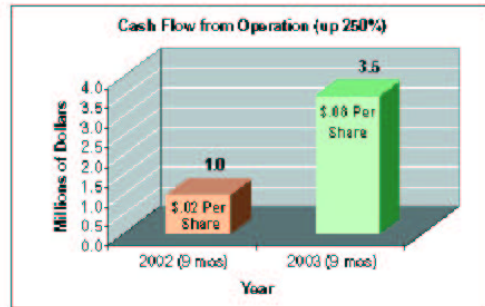
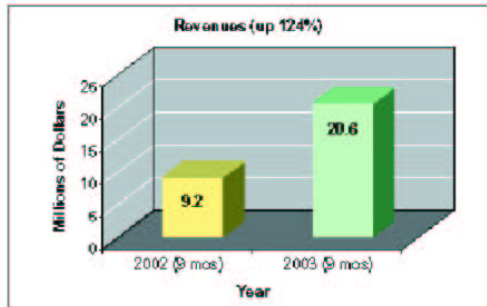
- A Mini-Webpage™ with an extensive business description
- A high priority listing with bold graphics and search reference
- Door to door mapping services
- A free phone call feature from the user to the business
- Free links to the customer's email and web site
- Information made available to anyone in the world

#### Competitive Advantages

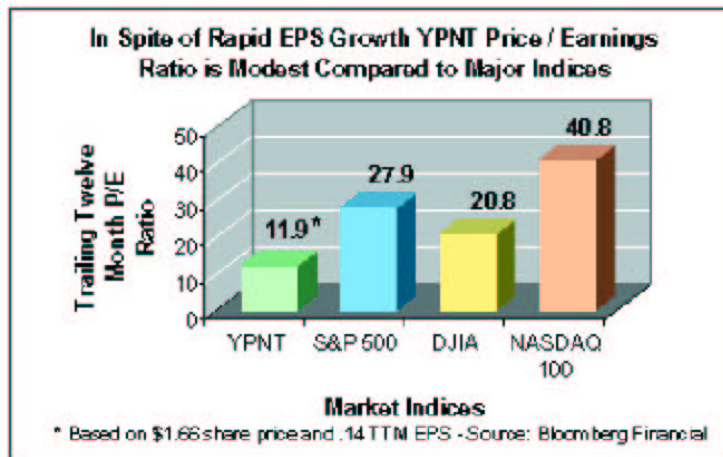
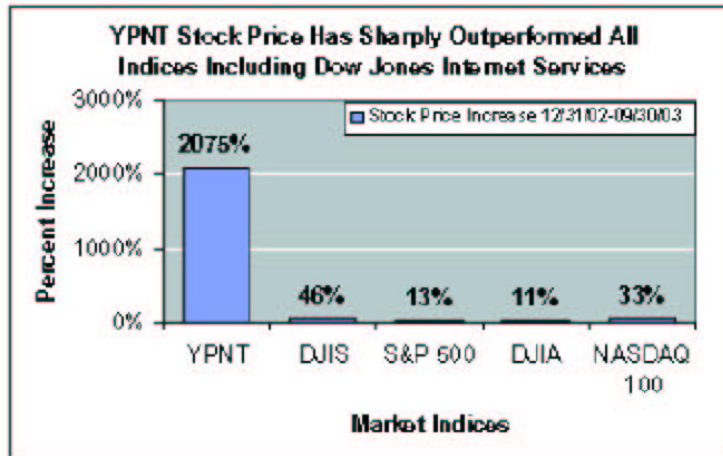
##### **The principal competitive advantages of YP.Net are:**

- An effective but low marketing cost program through its use of direct mail and incentives for targeted customers.
- Customer account payment through local telephone billing.
- A corporate name and logo that is easily recognized by the yellow page searcher.
- Marketing relationships with partners such as Overture, My Area Guide and Switchboard generating almost 200 million page views per month.

**YPNT Business Model is Providing Outstanding Financial Performance**





**YPNT Valuation is Modest Despite Price Appreciation****Disclaimer**

This fact sheet contains statements that are forward-looking as that term is defined by the United States Private Securities Litigation Reform Act of 1995. These statements are based on current expectations that are subject to risks and uncertainties.

Actual results may differ from such statements due to numerous factors including those described in YP.Net's registration statements and periodic reports files with the Securities and Exchange Commission.

**Investor Contact**

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