

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): February 6, 2004

YP.NET, INC.

(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

ITEM 7. EXHIBIT

On February 6, 2004, YP.Net, Inc. (the "Company"), released an Investor Fact Sheet outlining details regarding YP.Net, Inc.'s Investor Incentives, Key Investor Facts, Web Site Address, Investor Contact and a Company Profile. Additionally, the Investor Fact Sheet includes information regarding Initiatives/Milestones of The Company, The High Growth of the Internet Yellow Pages Industry, Service Benefits and Competitive Advantages. The Investor Fact Sheet also includes graphs demonstrating the OTCBB: YPNT Business Model Providing Outstanding Financial Performance, and YPNT Valuation as Modest Despite Price Appreciation.

EXHIBIT INDEX

Exhibit No. -----	Description -----
99.1	Investor Fact Sheet regarding: Investor Incentives, Key Investor Facts, Web Site Address, Investor Contact and a Company Profile.

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.NET, INC.

Date: February 6, 2004

/s/ ANGELO TULLO

Angelo Tullo,
Chief Executive Officer

EXHIBIT INDEX

Exhibit No. -----	Description -----
99.1	Investor Fact Sheet regarding: Investor Incentives, Key Investor Facts, Web Site Address, Investor Contact and a Company Profile.

[GRAPHIC OMITTED]

COMPANY PROFILE

YP.NET, INC. is a leading provider of Internet-based yellow page services. The Company's web site contains listings for approximately 18 million businesses in the United States. The Company's mission is to be the Internet yellow pages of choice by offering its customers more content through proprietary technology and partnerships.

The Company's primary source of revenue is its Internet Advertising Package that includes a Mini-Webpage(TM) easily found through the preferred listings on the YP.Com web site. This web site is available via desktop, laptop, PDA or cell phone devices. Such Preferred Listings appear in a priority position with bolder graphics and other useful features.

YP.NET, INC.'S principal goals are:

- - To maintain our number one position in paying customer count in the Internet Yellow Page market.
- - To continue to provide superior financial performance in such key areas as revenue and EPS growth, margins and return on shareholder's equity.
- - To increase exposure of the Company's business model and financial performance.
- - To obtain a broader shareholder base and a fair market valuation for our common stock.

The remainder of this Fact Sheet elaborates further on this profile.

AMERICA'S ONLINE YELLOW PAGES

YP.NET INC. INVESTMENT INCENTIVES

YPNT offers a unique investment opportunity with the following advantages:

OUTSTANDING FISCAL 2003 FINANCIAL PERFORMANCE

- - Revenue growth of 144% from the previous year with a 125% increase in customer count
- - Operating income growth of 228%
- - Net income growth of 114%
- - EPS growth of 100%
- - Operating margin improvement to 30% from 22%
- - A return on average stockholders equity of 60%
- - Net income margin of 26%
- - A high level of working capital
- - No long term debt
- - Operating cash flow that has quadrupled

ATTRACTIVE INVESTMENT CHARACTERISTICS

- - A leading position in the fast growing Internet Services industry
 - - A recurring revenue stream
 - - A high growth/high margin/high ROI 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 over \$150 million
 - - Increasing share in a large potential market
 - - A dividend of \$0.01 per quarter
-

KEY INVESTOR FACTS

- - - - -

- - Traded on the OTCBB Market under the symbol YPNT
- - Shares outstanding 48.6 million
- - YPNT stock price has outperformed all indices through 2003
- - Fifty two week stock price range \$0.14 - \$4.69 per share
- - Market capitalization of over \$150 million
- - Average 50 day volume approximately 400-500 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.com
- - www.yp.net
- - www.yellow-page.net

INVESTOR CONTACT

- - - - -

Roger H. Bedier
4840 E. Jasmine Street, Suite 105
Mesa, AZ 85205

Phone: 480.325.4339
Fax: 480.654.9729
Email: rogerb@ypcorp.com

Date Revised: 02/05/2004

INVESTOR FACT SHEET

INITIATIVES / MILESTONES

- - - - -

JANUARY 2004

- - Launched m.YP.Com yellow page portal for mobile users to access the Company's listings on Palm, PDA's and cell phones

DECEMBER 2003

- - Reached a level of 283,000 in activated customer count and 222,000 in paying customer count, which we believe makes us the market leader in the industry

OCTOBER 2003

- - Signed an agreement with go2 Directory Systems to display the Company's yellow page listings in their online and wireless distribution networks
- - Executed an exclusive agreement with SurfNet Media Group to utilize their patented technology for online streaming media

JULY 2003

- - Obtained the exclusive use of the YP.Com domain name

MAY 2003

- - Entered into an agreement with Switchboard, Incorporated to display the Company's yellow page listings in their distribution network
- - Entered into an agreement with Palm that allows Palm users to search YP.Net, Inc.'s Internet yellow pages

APRIL 2003

- - Introduced "Click2Call", an automated dialing feature which enables users to contact its customers for free from their web browser

- - - - -

THE HIGH GROWTH INTERNET YELLOW PAGES INDUSTRY

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

the Kelsey Group, an independent market research firm, Approximately 30% of

inquiries were conducted via digital/interactive means in 2002 compared with 15%

in 2001 and 9% in 2000.

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 ADVERTISERS 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.

According to the Kelsey Group, total offline and online advertising revenues are expected to grow at an annual rate of seven percent and reach an estimated \$21.3 billion by 2008. However, the report estimates the online and wireless directory

segment of this market will grow at an annual rate of 59% from \$0.5 billion in

2003 to \$5.2 billion by 2008 and increase its share of the overall advertising

market from 3% to 25%.

Within this growth environment YP.Net is distinguished by the following factors which have made it the market leader in customer count:

SERVICE BENEFITS

YP.NET'S INTERNET ADVERTISING PACKAGE INCLUDES:

- - A Mini-Webpage(TM) with a business description detailed enough to allow buying decisions while concise enough to be displayed on hand-held devices
- - 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 cost marketing program through its use of direct mail and incentives for targeted customers
 - - Customer account payment through local telephone billing, credit card or direct bank debit.
 - - A corporate name and logo that is easily recognized by the yellow page searcher
 - - Marketing relationships with partners such as Overture, Switchboard, My Area Guide, and go2 generating almost 170 million page views per month
-

YPNT BUSINESS MODEL IS PROVIDING OUTSTANDING FINANCIAL PERFORMANCE

Growing Customer Count (up 125%)

[GRAPHIC OMITTED]

Cash Flow from Operation (up 300%)

[GRAPHIC OMITTED]

Revenues (up 144%)

[GRAPHIC OMITTED]

Improving Operating Income Margins

[GRAPHIC OMITTED]

Operating Income (up 228%)

[GRAPHIC OMITTED]

Total Assets (up 109%)

[GRAPHIC OMITTED]

Improved Net Income (up 144%)
and EPS (up 100%)

[GRAPHIC OMITTED]

Stockholder Equity (up 91%)
Market Cap (up 3004%)

[GRAPHIC OMITTED]

INVESTOR FACT SHEET

OTCBB: YPNT

YPNT VALUATION IS MODEST DESPITE PRICE APPRECIATION

YPNT Stock Price Has Sharply Outperformed
All Indices Including Dow Jones Internet
Services

[GRAPHIC OMITTED]

YPNT has Outperformed its Peer Group
in Price Appreciation
(12/31/02 - 12/31/03)

[GRAPHIC OMITTED]

In Spite of Rapid EPS Growth YPNT Price /
Earnings Ratio is Modest Compared to
Major Indices

[GRAPHIC OMITTED]

YPNT's Price/Earning Ratio is
Substantially Under its Peer Group

[GRAPHIC OMITTED]

(1) PEER GROUP: SWBD- Switchboard, Inc. - FWHT- FindWhat.com - ASKJ- Ask
Jeeves, Inc. - INSP- InfoSpace, Inc.

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.

WEB SITE ADDRESS

- - - - -

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

- - www.yip.com
- - www.yip.net
- - www.yellow-page.net

INVESTOR CONTACT

- - - - -

Roger H. Bedier
4840 E. Jasmine Street, Suite 105
Mesa, AZ 85205

Phone: 480.325.4339
Fax: 480.654.9729
Email: rogerb@ypcorp.com(R)

[GRAPHIC OMITTED]