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

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**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 December 19, 2005

**YP CORP.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation  
or jurisdiction)

**000-24217**

(Commission File Number)

**85-0206668**

(IRS Employer Identification Number)

**4940 E. Jasmine Street, Suite 105, Mesa, Arizona**

(Address of principal executive office)

**85205**

(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

As previously reported, on November 3, 2005, YP Corp. (the "Company") entered into a Separation Agreement with Peter J. Bergmann in connection with his resignation as Chairman and President of the Company. Pursuant to the Separation Agreement and effective December 19, 2005, the date of filing of the Company's Annual Report on Form 10-K, Mr. Bergmann resigned as Chief Executive Officer of the Company. Mr. Bergmann will continue to serve as a director of the Company until the next annual meeting of the shareholders.

**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.

Date: December 19, 2005

YP CORP.

/s/ W. Chris Broquist

W. Chris Broquist, Chief Financial Officer

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