

Answers CORP
Form 10KSB/A
April 13, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-KSB/A

ANNUAL REPORT UNDER SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended
December 31, 2005

Commission File Number
001-32255

ANSWERS CORPORATION

(Name of small business issuer in its charter)

Delaware

98-0202855

(State of other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification
Number)

Jerusalem Technology Park
The Tower

Jerusalem 91481 Israel

(Address of principal executive offices)

Issuer's telephone number, including area code: **972-2-649-5000**

Securities registered under Section 12(g) of the Exchange Act:

Title of Class

Common Stock, \$0.001 par value

Check whether the issuer is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

Check whether the issuer: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy of information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) Yes No

State issuer's Revenues for its most recent fiscal year: \$2,053,095

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of a specified date within the past 60 days:

7,377,077 shares of \$0.001 par value common stock at \$10.46 per share as of March 15, 2006 for a market value of \$77,185,145. Shares of common stock held by any executive officer or director of the issuer and any person who beneficially owns 10% or more of the outstanding common stock have been excluded from this computation because such persons may be deemed to be affiliates. This determination of affiliate status is not a conclusive determination for other purposes.

State the number of shares outstanding of each of the issuer's class of common equity, as of the latest practicable date: 7,728,174 shares of common stock, \$0.001 par value (as of March 17, 2006.)

Transitional Small Business Disclosure Format (Check one): Yes No

Explanatory Note

This amendment is being filed to amend Part II Item 8A (Controls and Procedures). Except for the foregoing, no attempt has been made in this Form 10-KSB/A to modify or update other disclosures as presented in the original Form 10-KSB filed on March 20, 2005.

Part II

Item 8A. Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer, based on evaluation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended) required by paragraph (b) of Rule 13a-15 or Rule 15d-15, as of December 31, 2005, have concluded that our disclosure controls and procedures were effective in ensuring that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms. Our Chief Executive Officer and Chief Financial Officer also concluded that, as of December 31, 2005, our disclosure controls and procedures are effective in ensuring that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

There were no changes in our internal controls over financial reporting that occurred during the quarter ended December 31, 2005 that materially affected or are reasonably likely to materially affect our internal controls over financial reporting.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Answers Corporation

Date: April 13, 2006

By: /s/ Robert S. Rosenschein

Robert S. Rosenschein, President, CEO
(Principal Executive Officer) and Chairman of the
Board of Directors

Date: April 13, 2006

By: /s/ Steven Steinberg

Steven Steinberg, CFO
(Principal Financial Officer and Principal Accounting
Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Answers Corporation

Date: April 13, 2006

By: /s/ Jerry Colonna
Jerry Colonna, Director

Date: April 13, 2006

By: /s/ Lawrence S. Kramer
Lawrence S. Kramer, Director

Date: April 13, 2006

By: /s/ Robert S. Rosenschein
Robert S. Rosenschein, President, CEO
(Principal Executive Officer) and Chairman of
the Board of Directors

Date: April 13, 2006

By: /c/ Mark B. Segall
Mark B. Segall, Director

Date: April 13, 2006

By: /s/ Edward G. Sim
Edward G. Sim, Director

Date: April 13, 2006

By: /s/ Yehuda Sternlicht
Yehuda Sternlicht, Director

Date: April 13, 2006

By: /s/ Mark A. Tebbe
Mark A. Tebbe, Director

