

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K/A

(Mark One)

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

For the fiscal year ended December 31, 2013

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-32421

**FUSION TELECOMMUNICATIONS INTERNATIONAL, INC.**

(Exact name of registrant as specified in charter)

Delaware

(State or Other Jurisdiction of  
Incorporation or Organization)

58-2342021

(IRS Employer  
Identification No.)

**420 Lexington Avenue, Suite 1718, New York, New York 10170**

(Address of principal executive offices) (Zip Code)

**(212) 201-2400**

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

**Title of each class**

NONE

**Name of each exchange on which registered**

NONE

Securities registered pursuant to Section 12(g) of the Act:

**Title of each class**

Common Stock, par value \$0.01 per share

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by a check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by a check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "non-accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(do not check if a smaller reporting company)

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

The aggregate market value of the voting common stock held by non-affiliates of the registrant based upon the closing price of the common stock reported by the OTCQB Marketplace ("OTCQB") on June 30, 2013 of \$0.07 per share, was \$10,800,586.

Indicate the number of shares outstanding of the registrant's common stock as of the latest practicable date: 304,046,486 shares of common stock are issued and outstanding as of March 27, 2014.

**DOCUMENTS INCORPORATED BY REFERENCE**

None

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## EXPLANATORY NOTE

Fusion Telecommunications International Inc. (“we”, “Fusion” or “the Company”) is filing this amendment to its Annual Report on Form 10-K for the fiscal year ended December 31, 2013, originally filed with the Securities and Exchange Commission on March 31, 2014 (the “Original Report”), to include the information required by Part III (Items 10, 11, 12, 13 and 14). Except for Items 10, 11, 12, 13 and 14 of Part III and Item 15 of Part IV, no other information included in the Original Report is changed by this Amendment No. 1.

### PART III

#### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The members of the Company’s Board of Directors (the “Board”) and the Company’s Executive Officers, together with their respective ages and certain biographical information are set forth below, along with, in the case of Directors, a description of the qualifications that led the Board to conclude that the individual should serve as a Director:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Marvin S. Rosen	73	Chairman of the Board
Philip D. Turits	80	Secretary, Treasurer and Director
Matthew D. Rosen	41	Chief Executive Officer and Director
E. Alan Brumberger	73	Director
Jack Rosen	66	Director
William Rubin	59	Director
Paul C. O'Brien	73	Director
Michael J. Del Giudice	70	Director
Larry Blum	70	Director
Gordon Hutchins, Jr.	64	President, Chief Operating Officer, and Acting Chief Financial Officer
Jonathan Kaufman	54	President, Business Services
Jan Sarro	59	Executive Vice President – Marketing and Business Development

#### **Board of Directors and Executive Officers**

##### **Marvin S. Rosen, Chairman of the Board**

Mr. Rosen co-founded the Company in 1997. He has served as the Chairman of our Board of Directors since November 2004, Chairman of our Executive Committee since September 1999, Vice Chairman of the Board of Directors from December 1998 to November 2004 and has been a member of our Board since March 1998. He served as our Chief Executive Officer from April 2000 until March 2006. In 1983 he joined the international law firm of Greenberg Traurig as a Partner specializing as a Corporate Securities Lawyer active in many Public Offerings and Private Placements. He remained an active practicing lawyer until 2000 and continued to be of Counsel until early 2009. In January of 2014 Mr. Rosen rejoined Greenberg Traurig as a shareholder. Mr. Rosen was Finance Chairman for the Democratic National Committee from September 1995 until January 1997. Currently, he serves on the Board of Directors of the Robert F. Kennedy Center for Justice and Human Rights and the Howard Gilman Foundation. Previously, he was Budget and Finance Chairman for the Summit of the Americas and Chairman of the Florida Housing Finance Agency. Mr. Rosen served on the Board of Directors of Terremark Worldwide, Inc. from 2000 until its sale to Verizon in 2011. Mr. Rosen is also a Principal with Emerald Point Capital Partners, L.L.C., a firm that raises capital primarily for hedge funds and private equity funds. The Board believes that Mr. Rosen’s background as the co-founder and former CEO of the Company, a Principal with a financial services firm, a securities attorney and a director of a public company provides him with the industry, financial, legal, and leadership experience to advise the Board on valuable strategic and tactical matters. Mr. Rosen’s son, Matthew, is our current Chief Executive Officer, and serves on our Board of Directors.

##### **Philip D. Turits, Secretary, Treasurer, and Director**

Mr. Turits co-founded the Company in 1997 and has served as a Director since September 1997, Secretary since October 1997, Treasurer since March 1998 and Vice Chairman from March 1998 to December 1998. From September 1991 to February 1996, Mr. Turits served as Treasurer and Chief Operating Officer for Larry Stuart, Ltd., a consumer products company and prior to 1991 he served as President and Chief Executive Officer of Continental Chemical Company. The Board believes that Mr. Turits’ background as the co-founder and Secretary/Treasurer of the Company and an experienced corporate executive provides him with the operational, financial, and leadership qualifications to provide valuable guidance to management and the other Directors, particularly in the financial aspects of the telecommunications business.

### **Matthew D. Rosen, Chief Executive Officer and Director**

Mr. Rosen has served as a Director since May 2005 and has been our Chief Executive Officer since March of 2006. He served as President from March 2006 until March 2008, as Chief Operating Officer from August 2003 to March 2006, as Executive Vice President and Chief Operating Officer between February 2002 and August 2003, as Executive Vice President and President of Global Operations between November 2000 and January 2002 and as President of US Operations between March 2000 and November 2000. From 1998 to 2000, he held various management positions, including President of the Northwest and New England Operations for Expanets, an integrated network communications service provider with \$1.3 billion of annual revenue. From 1996 to 1998 he was Corporate Director of Operations for Oxford Health Plans, a health care company with \$4 billion of annual revenue, where he worked on developing and executing turnaround strategies. Prior to his role as Corporate Director of Operations, Mr. Rosen held an executive position in a start-up healthcare technology subsidiary of Oxford where he played an integral part in developing strategy and building its sales, finance and operations departments. Prior to Oxford, Mr. Rosen was an investment banker in Merrill Lynch's corporate finance department. The Board believes that Mr. Rosen's background as our current Chief Executive Officer and former Chief Operating Officer of the Company, a senior executive in the telecommunications industry, an experienced operations executive and an investment banker provides him with the industry, operational, financial and leadership experience to advise on all aspects of the Company's business. Mr. Rosen is the son of our Chairman of the Board, Marvin Rosen.

### **E. Alan Brumberger, Director**

Mr. Brumberger has served as a Director since March 1998. Currently, Mr. Brumberger is the Chief Executive Officer of Emerald Point Capital Partners, L.L.C. He formerly was a partner in Andersen & Co. and its predecessor firms, from 1997 to 2004. From 1995 through 1997, he was a Managing Director of the Taylor Companies and from 1994 through 1995 he was a Managing Director of Brenner Securities, Inc. From 1983 through 1990, Mr. Brumberger was a Managing Director of Drexel Burnham Lambert and a member of the Underwriting and Commitment Committees. Prior to that, he was a Managing Director of Shearson American Express and a partner at Loeb, Rhoades & Co., a predecessor of Shearson American Express. Mr. Brumberger served for three years as President and Chief Executive Officer of Shearson American Express International Limited, the firm's international investment banking business in London. The Board believes that Mr. Brumberger's background as the current Chief Executive Officer of a financial services firm, an experienced leader in the finance and securities industry and an investment banker provides him with the financial and leadership experience to provide input to the Board, particularly on financial matters.

### **Jack Rosen, Director**

Mr. Rosen has served as a Director since July 2012. Mr. Rosen is the founder and Chief Executive of Rosen Partners LLC, a residential and commercial real estate development firm operating worldwide. For more than 30 years, the firm and its affiliates have created residential, commercial and hotel developments. He is also the current Chairman of the American Council for World Jewry, Inc. and the current President of the American Jewish Congress. In addition, Mr. Rosen oversees a wide array of healthcare, cosmetic and telecommunications business ventures throughout the U.S., Europe and Asia. Mr. Rosen currently serves on the Advisory Board of Altimo, a leading investment company in Russia, the CIS and Turkey operating in the field of mobile and fixed-line communications, and on the Board of Directors of NextWave Wireless Inc. Mr. Rosen is currently a member of the Council on Foreign Relations, an independent, nonpartisan membership organization, think tank, and publisher. The Board believes that Mr. Rosen's background as a leader in many international organizations and as a corporate director in the telecommunications industry provides him with the leadership experience to provide valuable direction and guidance to executive management and the Board.

### **William Rubin, Director**

Mr. Rubin has served as a Director since February 2012. Since 1992 he has been President of the Rubin Group, a consulting firm representing clients before governmental entities. Previously, he was Assistant Insurance Commissioner and Treasurer of the State of Florida, where he was directly responsible for all activities related to the Florida State Board of Administration, the agency that manages the investments for Florida's pension funds. Mr. Rubin also serves as an advisor to many large companies, primarily advising health care companies doing business in Florida. The Board believes that Mr. Rubin's background as a senior governmental official and a lobbyist provides him with the financial and leadership experience to be a valuable advisor to executive management and the Board.

**Paul C. O'Brien, Director**

Mr. O'Brien has served as a Director since August 1998. Since January 1995, Mr. O'Brien has served as the President of the O'Brien Group, Inc., a consulting and investment firm. From February 1988 until December 1994, he was the President and Chairman of New England Telephone (a subsidiary of NYNEX), a Telecommunications company. Mr. O'Brien also serves on the Board of Directors of Sonexis and Exstream TV. He is also on the Advisory Board of Sovereign Bank. The Board believes that Mr. O'Brien's background as President of a consulting and investment firm, Chairman of a major telecommunications enterprise and a corporate director provides Mr. O'Brien with the industry, operational, financial, and leadership experience to effectively guide the Board on all aspects of the Company's business.

**Michael J. Del Giudice, Director**

Mr. Del Giudice has served as a Director since November 2004. He is a Senior Managing Director of Millennium Credit Markets LLC and Senior Managing Director of MCM Securities LLC, both of which he co-founded in 1996. Mr. Del Giudice also serves as Chairman of Rockland Capital Energy Investments LLC, founded in April 2003. Mr. Del Giudice has been a Member of the Board of Directors of Consolidated Edison Company of New York, Inc. since 1999, and is currently a member of its Audit Committee and Chairman of its Corporate Governance and Nominating Committee. Mr. Del Giudice has served as a director of Reis, Inc. since 2007 and was a director of Barnes and Noble, Inc. through September 2010. He is also Vice Chairman of the New York Racing Association and serves as Chairman of the Governor's Committee on Scholastic Achievement. Mr. Del Giudice was a General Partner and Managing Director at Lazard Freres & Co. LLC from 1985 to 1995. From 1983 to 1985, Mr. Del Giudice was Chief of Staff to New York Governor Mario M. Cuomo. He served from 1979 to 1981 as Deputy Chief of Staff to Governor Hugh L. Carey and from 1975 to 1979 as Chief of Staff to the Speaker of the Assembly. The Board believes that Mr. Del Giudice's background as a Senior Managing Director of securities and investment firms, an investment banker, Chief of Staff to the Governor and an active corporate director provides Mr. Del Giudice with the financial and leadership experience to be a valuable advisor to executive management and the Board.

**Larry Blum, Director**

Mr. Blum has served as a Director since February 2012. He has been a Senior Advisor for Marcum LLP (formerly known as Marcum Rachlin), independent registered public accountants, since 2011. For more than 18 years, Mr. Blum served as the Managing Partner of Rachlin LLP, directing the firm's growth to its position as Florida's largest independent accounting and business advisory firm up until its merger with Marcum LLP in 2009. Mr. Blum has also served as a litigation advisor and is a member of the Florida Bar. The Board believes that Mr. Blum's background as a managing partner of a public accounting firm and his expertise in the areas of strategic planning, mergers and acquisitions and domestic and international taxation provides him with the financial and leadership experience to be a valuable advisor to executive management and the Board.

**Gordon Hutchins, Jr., President, Chief Operating Officer, and Acting Chief Financial Officer**

Mr. Hutchins has served as our President and Chief Operating Officer since March 2008 and as Acting Chief Financial Officer since January 15, 2010. Mr. Hutchins served as our Executive Vice President from December 2005 to March 2008. Prior to his employment with Fusion, Mr. Hutchins served as President and Chief Executive Officer of SwissFone, Inc., a telecommunications carrier with approximately \$100 million of annual revenues. Prior to SwissFone, Mr. Hutchins was President and Chief Executive Officer of STAR Telecommunications, Inc., an international telecommunications carrier with approximately \$800 million of annual revenues, where he was hired to lead the company's restructuring following the filing of its bankruptcy petition. Mr. Hutchins has also served since 1989 as President and CEO of GH Associates, Inc., a management-consulting firm that he founded. In this capacity, he has consulted to over 100 small and large telecommunications companies throughout the world, and has held ten interim CEO/COO roles with client companies. As an entrepreneur, Mr. Hutchins also founded Telecom One, Inc., a nationwide long distance carrier that he sold to Broadwing Communications Inc., and TCO Network Services, Inc., a local wireless services carrier purchased by Winstar Communications, Inc. During his early career, Mr. Hutchins served as President and CEO of LDX NET, Inc., a fiber optic network company, and held positions with MCI, McDonnell Douglas Corporation, and AT&T.

**Jonathan Kaufman, President, Business Services**

Mr. Kaufman became President of our Business Services division upon our completion of the acquisition of Network Billing Systems, LLC ("NBS") on October 29, 2012. Mr. Kaufman founded Target Telecom Inc., a telecommunications service company, in 1984, and served as its chief executive officer until the sale of the business to WorldCom in 1996. Mr. Kaufman founded NBS in 1998, and served as its Chief Executive Officer from its inception through October 29, 2012.

## **Jan Sarro, Executive Vice President – Marketing and Business Development**

Ms. Sarro has served as our Executive Vice President of Marketing and Business Development since November 2012. Ms. Sarro served as our Executive Vice President – Corporate Services from March 2008 through October 2012, as our Executive Vice President of Carrier Services from April 2005 to March 2008, and as Vice President of Sales and Marketing since March 2002. Prior to joining us, Ms. Sarro was the President of the Americas for Viatel, Inc., a global, facilities-based communications carrier, and has over 20 years of experience in developing telecommunications solutions for international businesses and carriers worldwide. At Viatel, Ms. Sarro grew annual carrier revenues from \$20 million to \$160 million in under two years, and built a \$140 million sales organization to market Internet access, corporate networks, and international voice services to multinational corporations in the United States and Latin America. Ms. Sarro has also held senior executive marketing and sales management positions at Argo Communications, FTC Communications, TRT Communications and WorldCom.

### **Board of Directors**

The Board of Directors oversees our business affairs and monitors the performance of management. In accordance with our corporate governance principles, the Board of Directors does not involve itself in day-to-day operations. The Directors keep themselves informed through discussions with the Chief Executive Officer and our other Executive Officers and by reading the reports and other materials that we send them and by participating in Board of Directors and committee meetings. If any Director resigns, dies or is otherwise unable to serve out his or her term, or if the Board increases the number of Directors, the Board may fill any vacancy by a vote of a majority of the Directors then in office. A Director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor. Vacancies occurring by reason of the removal of Directors without cause may only be filled by vote of the Stockholders.

The Company's By-laws provides that the number of members of the Company's Board shall be not less than seven nor more than seventeen and that a Director's term extends from the date of his or her election at each Annual Meeting of Stockholders until the Company's next Annual Meeting of Stockholders. There are currently nine Directors on the Board.

The Board held 13 meetings in 2013. All incumbent Directors attended at least 75% of the meetings that were held.

### **Committees of the Board**

The Board has established a Compensation and Nominating Committee, a Strategic and Investment Banking Committee and an Audit Committee (collectively the "Committees") to devote attention to specific subjects and to assist the Board in the discharge of its responsibilities. The functions of the Committees and their current members are set forth below:

#### **Compensation and Nominating Committee**

The primary functions of our Compensation and Nominating Committee (the "Compensation Committee") are:

- to review and recommend to our Board of Directors compensation and equity plans, policies and programs;
- to approve Executive Officer compensation;
- to administer the Company's equity compensation plans;
- to assess risk within our compensation policies and practices;
- to review and recommend to our Board of Directors the nominees for election as Directors of the Company; and
- to review related Board of Directors development issues including succession planning and evaluation.

During 2013, the members of our Compensation Committee were Michael J. Del Giudice– Chairman, Paul C. O'Brien and Larry Blum, each of whom was a non-employee member of our Board. Our Board has determined that each of the Directors serving on our Compensation Committee is independent within the existing standards of The NASDAQ Stock Market. The charter of our Compensation Committee is posted on our website ([www.fusiontel.com](http://www.fusiontel.com)), and a copy of the charter can be obtained by contacting our Corporate Secretary at:

Fusion Telecommunications International, Inc.  
*Attention: Corporate Secretary*  
420 Lexington Avenue, Suite 1718  
New York, New York 10170

The information on our website is neither incorporated by reference nor a part of this report. The Compensation Committee held three meetings during 2013.

## Strategic and Investment Banking Committee

The members of our Strategic and Investment Banking Committee (the “Strategic Committee”) are Marvin S. Rosen – Chairman, E. Alan Brumberger, Michael Del Giudice, and Philip D. Turits. Our Strategic Committee evaluates and recommends investment strategies with investment banks and brokerage houses and assists in the evaluation of potential mergers and acquisitions. There is no written charter for the Strategic Committee. The Strategic Committee acts at the direction of the Board of Directors. The Strategic Committee did not meet in 2013.

## Audit Committee

Our Audit Committee’s primary function is to oversee our accounting and financial reporting processes, internal control systems, independent accountant relationships, the audits of our financial statements and our compliance with the Sarbanes-Oxley Act of 2002. This Committee’s responsibilities include, among other things:

- Reviewing our quarterly financial statements and annual audited financial statements with our management and our independent accountants and determining the adequacy of our internal accounting controls.
- Reviewing analyses prepared by our management and independent accountants concerning significant financial reporting issues and judgments made in connection with the preparation of our financial statements.
- Reviewing the independence of the independent accountants.
- Reviewing our accounting principles and practices with the independent accountants and reviewing major changes to our accounting principles and practices as suggested by the independent accountants or our management.
- Selecting and recommending the appointment of the independent accountants to the Board of Directors, which firm is ultimately accountable to the Audit Committee and the Board of Directors.
- Approving professional services provided by the independent accountants, including the range of audit and non-audit fees.
- Ensuring that management has established a system to monitor and enforce our Code of Ethics and reviewing and monitoring the Company’s corporate governance practices.

The members of our Audit Committee in 2013 were Paul C. O'Brien – Chairman, Michael Del Giudice and Larry Blum, each of whom was a non-employee member of our Board. Michael Del Giudice is our Audit Committee Financial Expert within the meaning of SEC Rules. Our Board has also determined that each of the Directors serving on our Audit Committee is independent within the meaning of the Rules of the SEC and within the existing standards of The NASDAQ Stock Market. The charter of our Audit Committee is posted on our website ([www.fusiontel.com](http://www.fusiontel.com)), and a copy of the charter can also be obtained by contacting our Corporate Secretary. The information on our website is neither incorporated by reference nor a part of this report. The Audit Committee held four meetings in 2013.

## Audit Committee Report

With respect to the year ended December 31, 2013, in addition to its other work, the Audit Committee:

- Reviewed and discussed with management and Rothstein Kass, our independent registered public accounting firm, our audited consolidated financial statements as of December 31, 2013 and the year then ended.
- Discussed with Rothstein Kass the matters required to be discussed by Statement on Auditing Standards No. 61, “Communication with Audit Committees,” as amended, with respect to its review of the findings of the independent registered public accounting firm during its examination of our financial statements; and
- Received from Rothstein Kass written affirmation of its independence as required by the Independence Standards Board Standard No. 1, “Independence Discussions with Audit Committees.” In addition, the Audit Committee discussed with Rothstein Kass its independence and determined that the provision of non-audit services was compatible with maintaining auditor independence.

Based on the review and discussion summarized above, the Audit Committee recommended that the Board of Directors include the audited consolidated financial statements in the 2013 Annual Report on Form 10-K for filing with the SEC.

Submitted by:

/s/ Paul C. O'Brien, Chairman

/s/ Michael Del Giudice

/s/ Larry Blum

### **Shareholder Communications with Directors**

The Board recommends that communications with the Board be initiated, in writing, addressed to:

Fusion Telecommunications International, Inc.  
*Attention: Corporate Secretary- Shareholder Communications*  
420 Lexington Avenue, Suite 1718  
New York, New York 10170

This centralized process will assist the Board in reviewing and responding to Stockholder communications in an appropriate manner. The name of any specific intended Board recipient should be noted in the communication. The Board has instructed our Secretary to forward such correspondence only to the intended recipients; however, the Board has also instructed our Secretary, prior to forwarding any correspondence, to review such correspondence and, in his or her discretion, not to forward certain items if they are deemed of a commercial or frivolous nature or otherwise inappropriate for the Board's consideration. In such cases, some of that correspondence may be forwarded elsewhere within the Company for review and possible response.

### **Code of Ethics**

On November 1, 2004, we adopted a Code of Ethics applicable to all members of our Board, Executive Officers, and senior financial officers. A copy of our Code of Ethics is posted on our website ([www.fusiontel.com](http://www.fusiontel.com)) and a copy of the Code of Ethics can be obtained by contacting our Corporate Secretary at the address previously provided for Communications with Directors. Disclosure of amendments to or waivers from the provisions of the Code of Ethics, which can only be granted by a majority of the Board of Directors, will be publicly disclosed in accordance with applicable rules and regulations, and will be posted on the Company's website. The information on our website is neither incorporated by reference nor a part of this report.

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16 (a) of the Exchange Act requires disclosure from every person who is directly or indirectly the beneficial owner of more than 10% of any class of any equity security (other than an exempted security) which is registered pursuant to Section 12, or is a director or an officer of the issuer of such security, by filing the statements required by Section 16 of the Exchange Act.

Based solely upon the Company's review of Forms 3 and 4 and amendments thereto furnished to us during or with respect to our most recent fiscal year, and Forms 5 and amendments thereto furnished to us with respect to our most recent fiscal year and any written representation from a reporting person (as defined in Item 405 of Regulation S-K) that no Form 5 is required, during the Company's most recent fiscal year no reporting person failed to timely file reports required by Section 16(a) of the Exchange Act during the most recent fiscal year or prior fiscal years, except for: Alan Brumberger, who filed one late report on Form 4; Michael Del Giudice, who filed one late report on Form 4; Larry Blum, who filed three late reports on Form 4; William Rubin, who filed two late reports on Form 4; Jack Rosen, who filed one late report on Form 4; Philip Turits, who filed two late reports on Form 4; Marvin Rosen, who filed one late report on Form 4; and Matthew Rosen, who filed one late report on Form 4.

## ITEM 11. EXECUTIVE COMPENSATION.

### Executive Officers Summary Compensation Table

The following table summarizes all compensation recorded by us in each of the last two completed fiscal years for (i) our Principal Executive Officer, (ii) our two most highly compensated Executive Officers (other than our Principal Executive Officer), who were serving as such on December 31, 2013, and whose annual compensation exceeded \$100,000 and (iii) up to two additional individuals for whom disclosure would have been required but for the fact that the individual was not serving as an Executive Officer at December 31, 2013. The value attributable to any option awards is computed in accordance with FASB ASC Topic 718.

<u>Name and Principal Position</u>	<u>Year</u>	<u>Salary (1) (\$)</u>	<u>Bonus (1,2) (\$)</u>	<u>Option Awards (3) (\$)</u>	<u>All Other Compensation (4) (\$)</u>	<u>Total (5)</u>
Matthew D. Rosen	2013	\$ 350,000	\$ 562,500	\$ 56,331	\$ 3,311	\$ 972,142
Chief Executive Officer	2012	\$ 350,000	\$ -	\$ 28,896	\$ 3,004	\$ 381,900
Gordon Hutchins, Jr., President, Chief Operating Officer and Acting Chief Financial Officer	2013	\$ 250,000	\$ 60,000	\$ 27,418	\$ 541	\$ 337,959
	2012	\$ 250,000	\$ -	\$ 18,610	\$ 234	\$ 268,844
Jonathan Kaufman	2013	\$ 200,000	\$ 35,000	12,866	12,228	260,094
President, Business Services (5)	2012	\$ 33,333	\$ 50,000	\$ 539	\$ -	\$ 83,872

- (1) Included in these columns are amounts earned, though not necessarily received, during the corresponding fiscal year.
- (2) Mr. Rosen agreed to except \$150,000 of the bonus awarded to him in 2013 in the form of the Company's equity securities.
- (3) This column reflects the dollar amount recognized for financial statement reporting purposes for the fiscal years ended December 31, 2013 and 2012, for option awards pursuant to the Company's 1998 and 2009 Stock Option Plans, and may include amounts from awards granted both in and prior to 2013. The value attributable to option awards is computed in accordance with FASB ASC Topic 718, and the assumptions made in the valuations of the option awards are included in Note 2 (Summary of Significant Accounting Policies – Stock Based Compensation) of the notes to our consolidated financial statements for the year ended December 31, 2013 included in our Annual Report on Form 10-K. Pursuant to SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions.
- (4) Represents life insurance premiums paid by the Company.
- (5) Mr. Kaufman's employment with the Company commenced on October 29, 2012, and he received a \$50,000 bonus in the form of shares of the Company's common stock upon entering into his employment agreement with the Company.

### Employment Agreements, Termination of Employment and Change-In-Control Arrangement

We currently have an employment agreement with Matthew Rosen, our Chief Executive Officer. Mr. Rosen's employment agreement was initially executed on November 11, 2004, and was renewed and extended in 2006, 2008, 2010, 2012 and, on December 29, 2013, the agreement was extended through September 30, 2015, unless terminated by either party on 90 days' notice. The agreement provides for (a) an annual salary of not less than \$350,000, (b) a one-time bonus equal to 50% of his annual salary at such time as Fusion achieves positive EBITDA (earnings before income taxes, depreciation and amortization) and (c) a minimum annual bonus equal to 25% of his annual salary; provided that the minimum annual bonus shall be at least 50% of his annual salary for years subsequent to fiscal year 2013 in which the Company achieves annual positive EBITDA. Mr. Rosen voluntarily waived his bonus from December 2006 through December 2012. In connection with clause (b), Mr. Rosen was awarded a one-time bonus of \$175,000 in 2013. On August 29, 2013, Mr. Rosen agreed to accept \$100,000 of this bonus in the form of 1,129,426 shares of the Company's common stock and warrants to purchase 574,713 shares of the Company's common stock and at an exercise price of \$0.109 per share. On December 31, 2013, Mr. Rosen agreed to accept \$50,000 of this bonus in the form of 50 shares of the Company's Series B-2 Preferred Stock and warrants to purchase 160,000 shares of the Company's common stock at an exercise price of \$0.125 per share. In connection with clause (c), Mr. Rosen received a cash bonus of \$87,500 related to fiscal 2013. In addition, the Board of Directors awarded, and Mr. Rosen received, a one-time cash bonus of \$300,000 in connection with the acquisition, debt and equity transactions that were consummated on December 31, 2013.

In the event that his employment is terminated without cause, including by change of control, Mr. Rosen's employment agreement provides that Mr. Rosen will receive unpaid base salary accrued through the effective date of the termination plus any pro-rata bonus and a lump sum of 200% of his base salary and 200% of his highest annual bonus for the three years preceding his termination. Had such an event occurred on December 31, 2013, the amount due to Mr. Rosen would have been \$875,000. The agreement also provides for a one year non-compete provision. In the event of a sale of the company for an amount in excess of \$100 million, Mr. Rosen would receive a bonus equal to 2% of proceeds between \$100 million and \$200 million, 3% of proceeds between \$200 million and \$300 million, 4% of proceeds between \$300 million and \$400 million, and 5% of proceeds over \$400 million.

Jonathan Kaufman serves as President – Business Services. Under the two-year employment agreement we entered into with Mr. Kaufman in October 2012, Mr. Kaufman is entitled to a base salary of \$200,000 per year and to participate in all benefit programs generally made available to Fusion employees. He also received a signing bonus of \$50,000 in 2012 payable in shares of Fusion common stock upon entering into his employment agreement. The employment period may be extended upon the mutual written agreement of Mr. Kaufman and the Company. Mr. Kaufman is eligible for such incentive compensation payments, including stock options, as may be awarded by the Compensation Committee and/or the Board, based on performance. In the event that his employment is terminated without cause, including by change of control, the agreement provides that Mr. Kaufman will receive unpaid base salary accrued through the effective date of the termination plus an amount equal to his then current Base Salary pro-rated for a period of 90 days from the effective date of termination. Mr. Kaufman's employment agreement also contains provisions designed to protect the confidentiality of the Company's proprietary information and restricting Mr. Kaufman from engaging in certain competitive activities for the greater of 36 months from the date of the agreement or one year following the termination of his employment. In 2013 Mr. Kaufman received a one-time bonus of \$35,000 in connection with his efforts related to the Company's acquisition of the Broadvox assets on December 31, 2013.

Gordon Hutchins Jr. serves as President, Chief Operating Officer, and Acting Chief Financial Officer of the Company. Mr. Hutchins does not have a written employment agreement with the Company. Mr. Hutchins' annual salary is \$250,000, and he retains a targeted bonus opportunity equal to 25% of annual salary, based on achievement of corporate performance metrics. In 2013, Mr. Hutchins received a one-time bonus of \$60,000 in connection with his efforts related to the Company's acquisition of the Broadvox assets on December 31, 2013.

#### **Determination of Executive Compensation**

The compensation of our Chief Executive Officer is determined by the Compensation Committee. The compensation of our other Executive Officers is determined by the Compensation Committee, in consultation with the Chief Executive Officer. In determining the levels and forms of compensation to be paid to our Executive Officers, the Compensation Committee considers overall Company performance, departmental or business segment performance, individual executive performance and experience, internal equity with regard to other executive positions in the Company, general economic conditions, and typical levels and forms of compensation at similarly-sized companies within both the telecommunications industry and in general.

In considering levels and forms of compensation at other companies, the Compensation Committee relies not only on its own knowledge, but also on published salary reviews and compensation studies for the telecommunications industry, for specific executive positions and for industry in general.

The Company's objective is to provide each of its Executive Officers with a competitive total compensation package that includes base salary, the potential for a performance-based annual cash bonus, and time-based equity incentives. We endeavor to appropriately balance the levels of fixed compensation and "at risk" compensation, as well as the levels of cash compensation and equity compensation. Reviews of the compensation of our Executive Officers are conducted by the Compensation Committee on an annual basis.

In addition to cash-based and equity-based compensation, the Company's Executive Officers are eligible to participate in the same employee benefit programs that are offered to all Company employees, including medical insurance, dental insurance, life insurance, a 401(k) plan, and a variety of other elective benefit plans. The Company does not offer perquisites or other significant benefits to our Executive Officers that are not otherwise available to all of our employees.

## 2013 Director Compensation

Our Directors do not receive cash compensation for their services on the Company's Board or Board Committees. However, we reimburse our Directors for out-of-pocket expenses associated with their attendance at Board meetings and we grant Directors options under our stock option plans as compensation for their services.

The following table provides information relating to compensation paid to the Company's Directors for the 2013 fiscal year.

Name	Fees Earned Or Paid In Cash (\$)	Stock Awards (\$)	Option Awards (1) (\$)	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation (2) (\$)	Total (\$)
Marvin S. Rosen	\$ -	\$ -	\$ 1,515	\$ -	\$ -	\$ -	\$ 1,515
E. Alan Brumberger	\$ -	\$ -	\$ 1,981	\$ -	\$ -	\$ -	\$ 1,981
Michael J. Del Giudice	\$ -	\$ -	\$ 1,981	\$ -	\$ -	\$ -	\$ 1,981
Jack Rosen	\$ -	\$ -	\$ 1,959	\$ -	\$ -	\$ -	\$ 1,959
Paul C. O'Brien	\$ -	\$ -	\$ 1,981	\$ -	\$ -	\$ -	\$ 1,981
Philip D. Turits	\$ -	\$ -	\$ 1,515	\$ -	\$ -	\$ -	\$ 1,515
William Rubin	\$ -	\$ -	\$ 1,959	\$ -	\$ -	\$ -	\$ 1,959
Larry Blum	\$ -	\$ -	\$ 1,981	\$ -	\$ -	\$ -	\$ 1,981

(1) This column reflects the dollar amount recognized for financial statement reporting purposes for the fiscal year ended December 31, 2013, for option awards pursuant to the Company's 1998 and 2009 Stock Option Plans and may include amounts from awards granted both in and prior to 2013. The value attributable to option awards is computed in accordance with FASB ASC Topic 718, and the assumptions made in the valuations of the option awards are included in Note 2 (Summary of Significant Accounting Policies – Stock Based Compensation) of the notes to our financial statements for the year ended December 31, 2013, appearing in our Annual Report on Form 10-K.

(2) The table does not include reimbursement for out of pocket expenses associated with attendance at Board meetings.

## Stock Option Plans

On December 17, 2009, the stockholders approved and ratified the Company's 2009 Stock Option Plan (the "2009 Plan"), which had been previously adopted by the Board of Directors on March 26, 2009. This plan replaced the 1998 Stock Option Plan, which had expired. The 2009 Plan provides a long-term, equity-based incentive designed to assist in the retention of key personnel, align the interests of Directors, Executive Officers and employees with those of the stockholders and focus all of these individuals on the achievement of those long-term business objectives that will increase share value.

Under the 2009 Plan, the Company had originally reserved 7,000,000 common shares for the award from time to time of stock options. On November 30, 2012, the Board of Directors increased the number of common shares reserved for issuance under the 2009 Plan to 16,500,000; and at the Company's 2012 Annual Meeting of Stockholders held on February 15, 2013, stockholders approved and ratified the increase. On January 20, 2014, the Board of Directors increased the number of common shares reserved for issuance under the 2009 Plan to 63,000,000; and at the Company's 2013 Annual Meeting of Stockholders held on March 28, 2014, stockholders approved and ratified this increase. Stock options awarded under the 2009 Plan may either be options that qualify as incentive stock options under Section 422 of the Internal Revenue Code of 1986, as amended ("Incentive Stock Options"), or, alternatively, as options that do not so qualify ("Non Qualified Options"). Any Incentive Stock Options granted under the 2009 Plan must provide for an exercise price of not less than 100% of the fair market value of the underlying shares on the date of grant.

The 2009 Plan is administered by the Compensation Committee of the Board of Directors. The Compensation Committee will determine, from time to time, those of our officers, Directors and employees to whom stock options will be granted, as well as the actual number of options granted to each individual, the vesting schedule and the other terms and conditions of the stock options.

As of December 31, 2013, there were outstanding options to purchase 14,953,360 shares of common stock under the 2009 Plan and options to purchase 1,546,640 shares were available for future award. Effective as of March 31, 2014, 46,623,515 shares were available for future award under the 2009 Plan. In addition, options to purchase 2,615,150 shares of common stock remain outstanding under the now expired 1998 Stock Option Plan, with such options expiring at various dates through 2019.

### Outstanding Equity Awards at Year End

The following table provides information concerning unexercised options and stock awards that have not vested for each named executive officer as of December 31, 2013:

Name	OPTION AWARDS					STOCK AWARDS			
	Number of securities underlying unexercised options, (#) exercisable	Number of securities underlying unexercised options, (#) unexercisable	Equity incentive plan awards; Number of securities underlying unexercised unearned options (#)	Option exercise prices (\$)	Option expiration dates	Number of shares or units of stock that have not vested (#)	Market value of shares or units of stock that have not vested (\$)	Equity incentive plan awards; Number of unearned shares, units or other rights that have not vested (#)	Equity incentive plan awards; Number of unearned shares, units or other rights that have not vested (#)
<b>Matthew D. Rosen</b>									
	62,143	0	0	\$ 3.15	7/13/2014	0	0	0	0
	62,143	0	0	\$ 4.38	7/13/2014	0	0	0	0
	218,572	0	0	\$ 4.38	7/13/2014	0	0	0	0
	107,142	0	0	\$ 2.80	3/6/2016	0	0	0	0
	132,858	0	0	\$ 2.46	3/6/2016	0	0	0	0
	160,000	0	0	\$ 2.28	6/15/2016	0	0	0	0
	350,000	0	0	\$ 0.69	3/28/2017	0	0	0	0
	350,000	0	0	\$ 0.31	3/25/2018	0	0	0	0
	350,000	0	0	\$ 0.11	3/25/2019	0	0	0	0
	437,500	0	0	\$ 0.12	4/13/2020	0	0	0	0
	291,667	145,833	0	\$ 0.09	10/18/2021	0	0	0	0
	170,000	330,000	0	\$ 0.11	10/16/2022	0	0	0	0
	0	3,561,770	0	\$ 0.085	7/28/2023	0	0	0	0
<b>Total</b>	2,692,025	4,037,603							
<b>Gordon Hutchins, Jr.</b>									
	107,142	0	0	\$ 2.80	3/6/2016	0	0	0	0
	17,858	0	0	\$ 2.65	3/6/2016	0	0	0	0
	175,000	0	0	\$ 0.69	3/28/2017	0	0	0	0
	200,000	0	0	\$ 0.31	3/25/2018	0	0	0	0
	200,000	0	0	\$ 0.11	3/25/2019	0	0	0	0
	250,000	0	0	\$ 0.12	4/13/2020	0	0	0	0
	216,667	108,333	0	\$ 0.09	10/19/2021	0	0	0	0
	110,500	214,500	0	\$ 0.11	10/16/2022	0	0	0	0
	0	1,017,078	0	\$ 0.085	7/28/2023	0	0	0	0
<b>Total</b>	1,277,167	1,339,911							
<b>Jonathan Kaufman</b>									
	85,000	165,000	0	\$ 0.12	11/29/2022	0	0	0	0
	0	684,671	0	\$ 0.085	7/28/2023	0	0	0	0
<b>Total</b>	85,000	849,671							

## ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table presents information regarding the beneficial ownership of each class of our voting securities as of March 31, 2014 by:

- Each person who beneficially owns more than 5% of our voting securities;
- Each of our Directors and Named Executive Officers (within the meaning of Item 402(a)(3) of Regulation S-K) individually; and
- All Executive Officers and Directors as a group.

We have one class of voting securities consisting of our common stock and our Series B-2 Preferred Stock. Each share of common stock is entitled to one vote per share. Each share of Series B-2 Preferred Stock is entitled to 10,000 votes. As of March 31, 2014, the total number of voting securities issued and outstanding (“Voting Shares”) was 532,426,486 consisting of (a) 304,046,486 Voting Shares evidenced by 304,046,486 shares of common stock and (b) 228,380,000 Voting Shares evidenced by 22,838 shares of Series B-2 Preferred Stock.

Unless otherwise indicated, the address of each beneficial owner in the table set forth below is c/o Fusion Telecommunications International, Inc. 420 Lexington Avenue, Suite 1718, New York, NY 10170. We believe that all persons, unless otherwise noted, named in the table have sole voting and investment power with respect to all Voting Shares shown as being owned by them. Under securities laws, a person is considered to be the beneficial owner of securities owned by him (or certain persons whose ownership is attributed to him) and that can be acquired by him within 60 days from the that date, including upon the exercise of options, warrants or convertible securities.

We determine a beneficial owner’s percentage ownership by assuming that options, warrants or convertible securities that are held by such owner, but not those held by any other person, and which are exercisable within 60 days of March 31, 2014, have been exercised or converted.

Name and Address of Beneficial Owner		Number of Voting Shares Beneficially Owned	Percentage of Voting Shares
Larry Blum	(1)	1,864,335	*%
E. Alan Brumberger	(2)	4,332,234	*%
Michael J. Del Giudice	(3)	2,881,198	*%
Jack Rosen	(4)	6,222,174	1.2%
Gordon Hutchins, Jr.	(5)	3,023,372	*%
Paul C. O’Brien	(6)	963,537	*%
Marvin S. Rosen	(7)	75,750,479	13.7%
Matthew D. Rosen	(8)	12,875,783	2.4%
William Rubin	(9)	8,718,693	1.6%
Jan Sarro	(10)	1,887,415	*%
Philip D. Turits	(11)	9,731,757	1.8%
Jonathan Kaufman	(12)	11,389,217	2.1%
All Directors and Executive Officers as a Group (13 persons)		139,640,194	24.2%

\* Less than 1% of outstanding shares.

(1) Includes (i) 1,043,723 shares of Common Stock held by trusts for which his wife serves as trustee, and (ii) 438,112 shares of Common Stock issuable upon the exercise of Common Stock Purchase Warrants held by trusts for which his wife serves as trustee, (iii) 57,500 shares of Common Stock issuable upon the exercise of options; and (iv) 32.5 shares of Series B-2 Preferred Stock convertible into 325,000 shares of Common Stock and representing 325,000 Voting Shares held by trusts for which his wife serves as trustee.

(2) Includes (i) 10,715 shares of Common Stock held by trusts for which his wife serves as trustee, (ii) 18,037 shares of Common Stock issuable upon the conversion of preferred stock, (iii) 140,000 shares of Common Stock issuable upon the exercise of options, (iv) 653,382 shares of Common Stock issuable upon the exercise of Common Stock Purchase Warrants; and (v) 100 shares of Series B-2 Preferred Stock convertible into 1,000,000 shares of Common Stock and representing 1,000,000 Voting Shares.

(3) Includes (i) 140,000 shares of Common Stock issuable upon the exercise of options, (ii) 691,953 shares of Common Stock issuable upon the exercise of Common Stock Purchase Warrants, of which 243,032 are held in the name of Catskill Investor Group, LLC, (iii) 119,760 shares of Common Stock issuable upon the conversion of preferred stock held in the name of Catskill Investor Group, LLC, (iv) 457,876 shares of common stock held in the name of Catskill Investor Group, LLC; and (v) 5 shares of Series B-2 Preferred Stock convertible into 50,000 shares of Common Stock and representing 50,000 Voting Shares.

(4) Includes (i) 1,652,421 shares of Common Stock issuable upon the exercise of Common Stock Purchase Warrants, 1,116,865 of which are held by Rosen Partners, LLC and 480,000 of which are held by Rosen-Kalyuan, LLC, of which Jack Rosen is the managing member, (ii) 57,500 shares of Common Stock issuable upon the exercise of options, (iii) 180,001 shares of Common Stock issuable upon the conversion of preferred stock held by Rosen Partners, LLC, (iv) 2,289,378 shares of common stock held in the name of Rosen Partners, LLC, and; (v) 150 shares of Series B-2 Preferred Stock convertible into 1,500,000 shares of Common Stock and representing 1,500,000 Voting Shares held in the name of Rosen-Kalyuan, LLC.

(5) Includes (i) 2,617,078 shares of Common Stock issuable upon the exercise of options, (ii) 30,121 shares of Common Stock issuable upon the conversion of preferred stock and (iii) 98,395 shares of Common Stock issuable upon the exercise of Common Stock Purchase Warrants.

(6) Includes (i) 140,000 shares of Common Stock issuable upon the exercise of options, (ii) 59,880 shares of Common Stock issuable upon the conversion of preferred stock, (iii) 191,275 shares of Common Stock issuable upon the exercise of Common Stock Purchase Warrants; and (iv) 50 shares of Series B-2 Preferred Stock convertible into 500,000 shares of Common Stock and representing 500,000 Voting Shares.

(7) Includes (i) 20,667,672 shares of Common Stock issuable upon the exercise of Common Stock Purchase Warrants, (ii) 140,000 shares of Common Stock issuable upon the exercise of options, (iii) 60,061 shares of Common Stock issuable upon the conversion of preferred stock, (iv) 1,922 shares of Series B-2 Preferred Stock convertible into 19,220,000 shares of Common Stock and representing 19,220,000 Voting Shares; and (v) 80,500 shares of Common Stock held by a Delaware Trust Custodian IRA of Mr. Rosen.

(8) Includes (i) 6,729,628 shares of Common Stock issuable upon the exercise of options, (ii) 35,965 shares of Common Stock issuable upon the conversion of preferred stock, (iii) 1,297,424 shares of Common Stock issuable upon the exercise of Common Stock Purchase Warrants; and (iv) 76 shares of Series B-2 Preferred Stock convertible into 760,000 shares of Common Stock and representing 760,000 Voting Shares.

(9) Includes (i) 57,500 shares of Common Stock issuable upon the exercise of options, (ii) 200 shares of Series B-2 Preferred Stock convertible into 2,000,000 shares of Common Stock and representing 2,000,000 Voting Shares; and (iii) 2,206,313 shares of Common Stock issuable upon the exercise of Common Stock Purchase Warrants.

(10) Includes (i) 1,869,341 shares of Common Stock issuable upon the exercise of options, (ii) 12,049 shares of Common Stock issuable upon conversion of preferred stock held by her husband and (iii) 6,025 shares of Common Stock issuable upon the exercise of Common Stock Purchase Warrants held by her Husband.

(11) Includes (i) 4,286 shares of Common Stock held by his wife, (ii) 2,068,035 shares of Common Stock issuable upon the exercise of Common Stock Purchase Warrants, (iii) 140,000 shares of Common Stock issuable upon the exercise of options, (iv) 5 shares of Series B-2 Preferred Stock convertible into 50,000 shares of Common Stock and representing 50,000 Voting Shares; and (v) 51,117 shares of Common Stock issuable upon the conversion of preferred stock.

(12) Includes (i) 8,500,000 shares of Common Stock held in a trust for which his wife is the beneficiary; and (ii) 934,671 shares of Common Stock issuable upon the exercise of options.

### **Equity Compensation Plans**

The following table sets forth securities authorized for issuance under our equity compensation plans as of December 31, 2013.

<b>Plan Category</b>	<b>Number Of Securities To Be Issued Upon Exercise of Outstanding Options, Warrants and Rights</b>	<b>Weighted Average Exercise Price Of Outstanding Options, Warrants and Rights</b>	<b>Number of Securities Remaining Available For Future Issuance</b>
1998 Stock Option Plan, equity compensation plans approved by security holders	2,617,400	\$ 1.65	-
2009 Stock Option Plan, equity compensation plans approved by security holders	14,953,360	\$ 0.09	1,546,640
Total	17,570,760	\$ 0.33	1,546,640

## **ITEM 13. CERTAIN RELATIONSHIPS, RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

### **Officer and Director Loans to Company**

Between January 1, 2013 and December 27, 2013, Marvin Rosen converted \$895,000 of indebtedness of the Company into 10,443,772 shares of the Company's common stock and five-year warrants to purchase 5,221,886 shares of common stock. The warrants are exercisable at approximately 125% of the volume-weighted average price of the Company's common stock for the 10 trading days prior to the applicable conversion date. Also during this period, the Company received a short-term unsecured advance of \$100,000 from Mr. Rosen, which was repaid in March of 2014.

On December 31, 2013, Marvin Rosen converted an additional \$2,000,000 of indebtedness of the Company into 2,000 shares of Series B-2 Preferred Stock and five-year warrants to purchase 6,400,000 shares of common stock with an exercise price of \$0.125 per share.

On October 22, 2012, Marvin Rosen converted \$724,000 of loans evidenced by promissory notes into 724 investment Units consisting of 724 shares of Series B-1 Preferred Stock and 5-year warrants to purchase 2,652,015 shares of our common stock on the same terms as those who participated in the Company's private placement offering which closed on October 24, 2012. In conjunction with the Company's issuance of senior notes to two third parties (the "Lenders") to finance the acquisition of NBS, Mr. Rosen entered into an Intercreditor and Subordination Agreement with the Company and the Lenders, whereby Mr. Rosen agreed, among other things, that the amounts owed to him by the Company would be subordinate to the senior notes and the Company's other obligations to the Lenders. In connection with this agreement, on October 25, 2012 the Company and Mr. Rosen consolidated the principal amount all of his outstanding promissory notes aggregating to \$3,922,364 into a new single note (the "New Rosen Note"). The New Rosen Note is not secured, pays interest monthly at a rate of 7% per annum, and matures 60 days after the senior notes are paid in full.

During the first nine months of 2012, Mr. Rosen converted \$125,000 of outstanding promissory notes into 925,927 shares of the Company's common stock and five-year warrants to purchase 277,779 shares of common stock. The warrants are exercisable at approximately 112% of the average closing price of the Company's common stock for the five trading days prior to the conversion. Also during the first nine months of 2012, the Company received \$236,000 of new loans from Mr. Rosen, all of which was repaid during 2012.

On June 22, 2012, the Company received a loan of \$300,000 from an unrelated party that was personally guaranteed by Marvin Rosen. The loan was repaid on October 22, 2012.

On September 17, 2012 the Company received a new loan from Marvin Rosen and Philip Turits, a Director and our Secretary and Treasurer, in the principal amount of \$250,000, which was repaid on October 22, 2012.

### **Engagement for Tax Services**

On March 6, 2014, the Company engaged Marcum LLP ("Marcum") to prepare the Company's tax returns for the year ended December 31, 2013. The cost of the services to be provided is approximately \$40,000. Larry Blum is a Senior Advisor and a former partner of Marcum.

### **Director Independence**

The Company applies the standards of The NASDAQ Stock Market, for determining the independence of the members of its Board of Directors and Board committees. Based upon its application of those standards, the Board of Directors has determined that the following members of the Company's Board of Directors (and committee members, as applicable) are independent:

Larry Blum  
E. Alan Brumberger  
Jack Rosen  
William Rubin  
Paul C. O'Brien  
Michael J. Del Giudice

## **ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The aggregate fees billed to the Company for the years ended December 31, 2013 and 2012 by the Company's principal accounting firm, Rothstein Kass ("RK"), are as follows:

### **Audit and Audit-Related Fees**

The fees billed for professional services rendered by RK for the years ended December 31, 2013 and 2012 were approximately \$233,000 and \$175,000. These professional services included fees associated with the audit of the Company's annual financial statements and reviews of the Company's quarterly financial statements.

### **Tax Related Fees**

The fees billed for tax-related services rendered by RK during the years ended December 31, 2013 and 2012 were approximately \$28,000 and \$19,000, respectively.

### **All Other Fees**

Fees for other services that were not included in the categories above during the years ended December 31, 2013 and 2012 were approximately \$22,000 and \$61,000, respectively. These fees were primarily for audit and due diligence services related to business acquisition transactions undertaken by the Company.

### **Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services Of Independent Accountants**

Consistent with SEC policies regarding auditor independence, the Audit Committee has the responsibility for appointing, setting compensation, and overseeing the work of the independent accountants. In recognition of this responsibility, the Audit Committee has established a policy to pre-approve all audit and permissible non-audit services provided by the independent accountant.

Prior to engagement of the independent accounting firm for the audit of the Company's 2014 consolidated financial statements, management will submit to the Audit Committee for approval an aggregate of services expected to be rendered during that year for each of the three categories of services.

Audit and audit-related services include audit work performed in the preparation of annual financial statements, reviews of the Company's interim financial statements and work that generally only the independent accountants can reasonably be expected to provide, including comfort letters, statutory audits, employee benefit plan audits and attest services and consultation regarding financial accounting and/or reporting standards.

Other Fees are those fees associated with services not captured in the other categories, including due diligence and other audit services related to mergers and acquisitions.

Prior to engagement, the Audit Committee pre-approves these services by category of service. During the year, circumstances may arise when it may become necessary to engage the independent accounting firm for additional services not contemplated in the original pre-approval. In those instances, the Audit Committee requires specific pre-approval before engaging the independent accountant.

The Audit Committee may delegate pre-approval authority to one or more of its members. The member to whom such authority is delegated must report, for informational purposes only, any pre-approval decisions to the Audit Committee at its next scheduled meeting.

## PART IV

### ITEM 15. EXHIBITS, FINANCIAL STATEMENTS.

#### (a) (1) Financial Statements.

The consolidated financial statements filed as part of this Annual Report on Form 10-K, are identified in the Index to Consolidated Financial Statements.

#### (a) (2) Exhibits.

The following exhibits are filed herewith or are incorporated by reference to exhibits previously filed with the SEC.

<b>Exhibit</b>	
<b>No.</b>	<b>Description</b>
3.1	Certificate of Incorporation, as amended (*)
3.1(b)	Certificate of Designation of the Rights and Preferences of the Series A-2 Preferred Stock (6)
3.1(c)	Certificate of Designation of the Rights and Preferences of the Series A-4 Preferred Stock (9)
3.1(d)	Form of Subscription Agreement (7)
3.1(e)	Certificate of Designation of the Rights and Preferences of the Series A-1 Preferred Stock (5)
3.1(f)	Certificate of Designations of Preferences, Rights and Limitations of Series B-1 Cumulative Convertible Preferred Stock, filed as an exhibit to the Company's Quarterly Report on Form 10-Q filed on November 14, 2012
3.1(g)	Certificate of Designations of Preferences, Rights and Limitations of Series B-2 Senior Convertible Preferred Stock (18)
3.2	Bylaws (*)
10.1	1998 Stock Option Plan (*)
10.2	Employment Agreement between registrant and Matthew Rosen (*)
10.2.1	Amended and Restated Employment Agreement between registrant and Matthew Rosen (3)
10.3	Master Service Agreement between registrant and Terremark Worldwide, Inc., dated May 29, 2003 (*)
10.5	Joint Venture Agreement between registrant and Karamco, Inc., dated December 12, 2002 (*)
10.7	Form of Warrant to Purchase Common Stock (*)
10.8	Lease Agreement between registrant and SLG Graybar Sublease, LLC for the 420 Lexington Avenue, New York, NY office (*)
10.8.1	Lease Modification Agreement dated November 1, 2005, between registrant and SLG Graybar Sublease, LLC for the 420 Lexington Avenue, New York, NY office (8)
10.8.2	Lease Modification Agreement dated November 1, 2005, between registrant and SLG Graybar Sublease, LLC for the 420 Lexington Avenue, New York, NY office (8)
10.8.3	Lease Agreement dated November 1, 2005, between registrant and SLG Graybar Sublease, LLC for the 420 Lexington Avenue, New York, NY office (8)
10.9	Lease Agreement between registrant and 67 Broad Street LLC for the 75 Broad Street, New York, NY office (*)
10.10	Lease Agreement between registrant and Fort Lauderdale Crown Center, Inc. for the Fort Lauderdale, Florida office, as amended (*)
10.10.1	Amendment dated February 10, 2006, to Lease Agreement between registrant and Fort Lauderdale Crown Center, Inc., for the Fort Lauderdale, Florida office, as amended (8)
10.11	Lease Agreement between Efonica FZ- LLC and Dubai Internet City for Dubai offices (8)
10.13	Shareholders Joint Venture Agreement between registrant and Communications Ventures Index Pvt. Ltd., dated March 11, 2000 (*)
10.19	Warrant to Purchase Common Stock issued by registrant to Marvin Rosen, dated July 31, 2002 (*)
10.20	Form of Promissory Note and Security Agreement (2)
10.21	Agreement with MCI Communications Services, Inc., dated September 20, 2006 (2)
10.22	Agreement with VCG dated June 10, 2004 (2)
10.23	Agreement with Qwest Communications Corporation dated April 22, 2002 (2)
10.24	Agreement with AT&T dated April 13, 2006 (2)
10.25	Agreement with T-Systems, Inc., dated October 24, 2002 (2)
10.28	Non-Competition Agreement between registrant and Marvin Rosen (*)
10.29	Stock Purchase Agreement between registrant, Convergent Technologies, Ltd. and the stockholders listed on Schedule 1 Attached thereto, dated December 16, 2004, as amended and restated, dated January 11, 2005 (*)
10.31.1	Stock Purchase Agreement between registrant, Efonica FZ-LLC and Karamco, Inc., dated January 11, 2005 and the amendment thereto (*)
10.31.2	Amendment to Stock Purchase Agreement between registrant, Efonica FZ-LLC and Karamco, Inc., dated March 24, 2006 (8)
10.32	Carrier Service Agreement for International Terminating Traffic between the registrant and Qwest Communications Corporation, dated May 17, 2000 (*)

10.33	Carrier Service Agreement between registrant and Telco Group, Inc. dated April 3, 2001, as amended (*)
10.34	Colocation License Agreement between the registrant and Telco Group, dated January 28, 2002 (*)
10.35	International VoIP Agreement, dated April 25, 2002, as amended (*)
10.37	Lease Agreement dated April 28, 2005, between Convergent Technologies Limited and Oceanic Digital Jamaica Limited (**)
10.38	Promissory Note issued by iFreedom Communications International Holdings, Limited; iFreedom Communications Corporation; iFreedom Communications (Malaysia) Sdn. Bhd.; iFreedom Communications, Inc.; iFreedom Communications Hong Kong Limited and iFreedom UK, Ltd., jointly and severally, to Registrant. (8)
10.39	Form of Subscription Agreement (5)
10.40	Form of Warrant (5)
10.41	Purchase and Sale Agreement dated September 12, 2011 between registrant and Prestige Capital Corporation (10)
10.42	Membership Interest Purchase and Sale Agreement dated January 30th, 2012 between the registrant, Network Billing Systems, LLC, Jonathan Kaufman, and Christiana Trust as trustee of the LK Trust (11)
10.43	Asset Purchase and Sale Agreement dated January 30th, 2012 between the registrant, Interconnect Systems Group II LLC, Jonathan Kaufman, Lisa Kaufman as trustee of the JK Trust and Jonathan Kaufman as trustee of the LKII Trust (11)
10.44	Forbearance and Settlement Agreement between the registrant and TD Bank, N.A., as successor by merger to Commerce Bank, N.A., filed as an exhibit to the Company's Quarterly Report on Form 10-Q filed May 14, 2013 and incorporated herein by reference.
10.45	Amendment No. 1 dated June 6, 2013 to the Asset Purchase and Sale Agreement dated January 30th, 2012 between the registrant, Interconnect Systems Group II LLC, Jonathan Kaufman, Lisa Kaufman as trustee of the JK Trust and Jonathan Kaufman as trustee of the LKII Trust, filed as an exhibit to the Company's Quarterly Report on Form 10-Q filed August 14, 2013 and incorporated herein by reference.
10.46	Amendment No. 1 dated June 6, 2013 to the Membership Interest Purchase and Sale Agreement dated January 30th, 2012 between the registrant, Network Billing Systems, LLC, Jonathan Kaufman, and Christiana Trust as trustee of the LK Trust, filed as an exhibit to the Company's Quarterly Report on Form 10-Q filed August 14, 2013 and incorporated herein by reference.
10.47	Amendment No. 2 dated August 20, 2012 to the Asset Purchase and Sale Agreement dated January 30, 2012 between the registrant, Fusion NBS Acquisition Corp., Interconnect Services Group II LLC, Jonathan Kaufman, Lisa Kaufman as trustee of the JK Trust and Jonathan Kaufman as trustee of the LKII Trust (12)
10.48	Amendment No. 2 dated August 20, 2012 to the Membership Interest Purchase and Sale Agreement dated January 30, 2012 between the registrant, Fusion NBS Acquisition Corp., Network Billing Systems, LLC, Jonathan Kaufman and Christiana Trust as trustee of the LK Trust (12)
10.49	Amendment No. 3 dated September 21, 2012 to the Asset Purchase and Sale Agreement dated January 30, 2012 between the registrant, Fusion NBS Acquisition Corp., Interconnect Services Group II LLC, Jonathan Kaufman, Lisa Kaufman as trustee of the JK Trust and Jonathan Kaufman as trustee of the LKII Trust (12)
10.50	Amendment No. 3 dated September 21, 2012 to the Membership Interest Purchase and Sale Agreement dated January 30, 2012 between the registrant, Fusion NBS Acquisition Corp., Network Billing Systems, LLC, Jonathan Kaufman and Christiana Trust as trustee of the LK Trust (12)
10.51	Amendment No. 4 dated October 24, 2012 to the Asset Purchase and Sale Agreement dated January 30, 2012 between the registrant, Fusion NBS Acquisition Corp., Interconnect Services Group II LLC, Jonathan Kaufman, Lisa Kaufman as trustee of the JK Trust and Jonathan Kaufman as trustee of the LKII Trust (12)
10.52	Amendment No. 4 dated October 24, 2012 to the Membership Interest Purchase and Sale Agreement dated January 30, 2012 between the registrant, Fusion NBS Acquisition Corp., Network Billing Systems, LLC, Jonathan Kaufman and Christiana Trust as trustee of the LK Trust (12)
10.53	Promissory Note dated October 29, 2012 payable to the LK Trust (12)
10.54	Promissory Note dated October 29, 2012 payable to Jonathan Kaufman (12)
10.55	Employment and Restrictive Covenant Agreement dated October 29, 2012 between the Registrant and Jonathan Kaufman (12)
10.56	Lease Agreement dated October 1, 2012 by and between Manchester Realty, LLC and Fusion NBS Acquisition Corp (12)

- 10.57 Securities Purchase Agreement and Security agreement, dated as of October 29, 2012, by and among Fusion NBS Acquisition Corp., Fusion Telecommunications International, Inc., Network Billing Systems, LLC, Praesidian Capital Opportunity Fund III, LP, Praesidian Capital Opportunity Fund III-A, LP, and Plexus Fund II, LP, and Praesidian Capital Opportunity Fund III, LP as agent for the Lenders (12)
- 10.58 Series A Promissory Note dated October 29, 2012 payable to Plexus Fund II (12)
- 10.59 Series B Promissory Note dated October 29, 2012 payable to Plexus Fund II Series (12)
- 10.60 Series A Promissory Note dated October 29, 2012 payable to Praesidian Fund III (12)
- 10.61 Series B Promissory Note dated October 29, 2012 payable to Praesidian Fund III Praesidian Fund III Series B Note (12)
- 10.62 Series A Promissory Note dated October 29, 2012 payable to Praesidian Fund III-A (12)
- 10.63 Series B Promissory Note dated October 29, 2012 payable to Praesidian Fund III-A (12)
- 10.64 Praesidian Fund III Common Stock Purchase Warrant dated October 29, 2012 (12)
- 10.65 Praesidian Fund III-A Common Stock Purchase Warrant dated October 29, 2012 (12)
- 10.66 Plexus Fund II Common Stock Purchase Warrant dated October 29, 2012 (12)
- 10.67 Intellectual Property Security Agreement dated as of October 29, 2012 by Fusion Telecommunications International, Inc. and Network Billing systems, LLC, in favor of Praesidian Capital Opportunity Fund III, LP, Praesidian Capital Opportunity Fund III-A, LP, and Plexus Fund II, LP (12)
- 10.68 Intercreditor and Subordination Agreement dated as of October 29, 2012 by and among Marvin Rosen, Fusion Telecommunications International, Inc., Praesidian Capital Opportunity Fund III, LP, Praesidian Capital Opportunity Fund III-A, LP, Plexus Fund II, LP and Praesidian Capital Opportunity Fund III as agent (12)
- 10.69 Intercreditor and Subordination Agreement dated as of October 29, 2012 by and among John Kaufman, Christiana Trust, a division of WSFS Bank, as trustee of the LK Trust, Fusion NBS Acquisition Corp., Praesidian Capital Opportunity Fund III, LP, Praesidian Capital Opportunity Fund III-A, LP, Plexus Fund II, LP and Praesidian Capital Opportunity Fund III as agent (12)
- 10.70 Intercreditor Agreement dated as of October 29, 2012, by and among Prestige Capital Corporation, Praesidian Capital Opportunity Fund III, LP, Praesidian Capital Opportunity Fund III-A, LP, and Plexus Fund II, LP (12)
- 10.71 Pledge Agreement dated as of October 29, 2012 by and among Fusion Telecommunications International, Inc., Fusion NBS Acquisition Corp., Praesidian Capital Opportunity Fund III, LP, Praesidian Capital Opportunity Fund III-A, LP, Plexus Fund II, LP and Praesidian Capital Opportunity Fund III as agent (12)
- 10.72 Right of First Refusal Agreement dated as of October 29, 2012 by and among Fusion Telecommunications International, Inc., Praesidian Capital Opportunity Fund III, LP, Praesidian Capital Opportunity Fund III-A, LP, Plexus Fund II, LP and Praesidian Capital Opportunity Fund III as agent (12)
- 10.731 Management Rights Agreement dated as of October 29, 2012 by and among Fusion Telecommunications International, Inc., Fusion NBS Acquisition Corp. and Praesidian Capital Opportunity Fund III (12)
- 10.732 Management Rights Agreement dated as of October 29, 2012 by and among Fusion Telecommunications International, Inc., Fusion NBS Acquisition Corp. and Praesidian Capital Opportunity Fund III-A (12)
- 10.733 Management Rights Agreement dated as of October 29, 2012 by and among Fusion Telecommunications International, Inc., Fusion NBS Acquisition Corp., and Plexus Fund II, LP (12)
- 10.74 Small Business Side Letter dated October 29, 2012 – Plexus Fund II, LP (12)
- 10.75 Small Business Side Letter dated October 29, 2012– Praesidian Capital Opportunity Fund III-A, LP (12)
- 10.76 Waiver And Amendment to Securities Purchase Agreement is entered into as of August 14, 2013, by and among Fusion NBS Acquisition Corp, Fusion Telecommunications International, Inc., Network Billing Systems, LLC, Praesidian Capital Opportunity Fund III, LP, Praesidian Capital Opportunity Fund III-A, LP, and Plexus Fund II, LP, and Praesidian Capital Opportunity Fund III, LP as agent (13)
- 10.77 Asset Purchase and Sale Agreement effective as of August 30, 2013 by and among Fusion Telecommunications International, Inc., Fusion Broadvox Acquisition Corp.; BroadvoxGo!, LLC.; and Cypress Communications, LLC (14)
- 10.78 Waiver And Second Amendment to Securities Purchase Agreement is entered into as of November 8, 2013, by and among Fusion NBS Acquisition Corp, Fusion Telecommunications International, Inc., Network Billing Systems, LLC, Praesidian Capital Opportunity Fund III, LP, Praesidian Capital Opportunity Fund III-A, LP, and Plexus Fund II, LP, and Praesidian Capital Opportunity Fund III, LP as agent (15)
- 10.79 First Amendment to the Asset Purchase and Sale Agreement effective as of November 15, 2013 by and among Fusion Telecommunications International, Inc., Fusion Broadvox Acquisition Corp.; BroadvoxGo!, LLC.; and Cypress Communications, LLC (16)

10.80	Second Amendment to the Asset Purchase and Sale Agreement effective as of December 16, 2013 by and among Fusion Telecommunications International, Inc., Fusion Broadvox Acquisition Corp.; BroadvoxGo!, LLC.; and Cypress Communications, LLC (17)
10.81	Third Amendment to Securities Purchase Agreement is entered into as of December 16, 2013, by and among Fusion NBS Acquisition Corp, Fusion Telecommunications International, Inc., Network Billing Systems, LLC, Praesidian Capital Opportunity Fund III, LP, Praesidian Capital Opportunity Fund III-A, LP, and Plexus Fund II, LP, and Praesidian Capital Opportunity Fund III, LP as agent (17)
10.82	Form of Subscription Agreement (18)
10.83	Form of Common Stock Purchase Warrant (18)
10.84	Form of Registration Rights Agreement (18)
10.85	Form of Series C Note (18)
10.86	Amended and Restated Securities Purchase Agreement and Security Agreement dated December 31, 2013 by and among Fusion NBS Acquisition Corp., Fusion Telecommunications International, Inc., Network Billing Systems, LLC, Fusion BVX LLC, Praesidian Capital Opportunity Fund III, LP, Praesidian Capital Opportunity Fund III-A, LP, Plexus Fund II, L.P., Plexus Fund III, L.P., Plexus Fund QP III, L.P. and United Insurance Company Of America (18)
10.87	First Amendment To Intercreditor Agreement dated as of December 31, 2013 by and among Prestige Capital Corporation, Praesidian Capital Opportunity Fund III, LP, Praesidian Capital Opportunity Fund III-A, LP, Plexus Fund II, L.P., Plexus Fund III QP, L.P., United Insurance Company of America, Fusion NBS Acquisition Corp., Fusion Telecommunications International, Inc., Network Billing Systems, LLC and Fusion BVX LLC (18)
10.88	Form of Series D Note dated December 31, 2013 (18)
10.89	Form of Management Rights Letter dated December 31, 2013 (18)
10.90	Form of SBA Side Letter Dated December 31, 2013 (18)
10.91	Form of Lenders' Warrant dated December 31, 2013 (18)
10.92	Joinder Agreement dated as of December 31, 2013 by and among Fusion Telecommunications International, Inc., Fusion NBS Acquisition Corp., Fusion BVX LLC in favor of Praesidian Capital Opportunity Fund III, LP, Praesidian Capital Opportunity Fund III-A, LP, Plexus Fund II, L.P., Plexus Fund III, L.P., Plexus Fund QP III, L.P., and United Insurance Company Of America (18)
10.93	Assignment and Assumption Agreement dated as of December 31, 2013 by and among BroadvoxGo!, LLC, Cypress Communications, LLC, Fusion Telecommunications International, Inc., and Fusion BVX, LLC (18)
10.94	Bill of Sale dated as of December 31, 2013 delivered by BroadvoxGo!, LLC and Cypress Communications, LLC (18)
10.95	Limited Trademark License Agreement dated as of December 31, 2013 by and among Broadvox, LLC; Fusion Telecommunications International, Inc. and Fusion BVX LLC (18)
10.96	Transition Services Agreement by and among BroadvoxGO!, LLC, Cypress Communications, LLC, Fusion BVX LLC and Fusion Telecommunications International, Inc. (18)
14	Code of Ethics of Registrant (8)
21.1	List of Subsidiaries (19)
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (1)
31.2	Certification of President Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (1)
32.1	Section 1350 Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (1)
32.2	Section 1350 Certification of President Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (1)
101.INS***	XBRL Instance Document (19)
101.SCH***	XBRL Taxonomy Extension Schema Document (19)
101.CAL***	XBRL Taxonomy Extension Calculation Linkbase Document (19)
101.DEF***	XBRL Taxonomy Extension Definition Linkbase Document (19)
101.LAB***	XBRL Taxonomy Extension Label Linkbase Document (19)
101.PRE***	XBRL Taxonomy Extension Presentation Linkbase Document (19)

\* Originally filed with the Company's Registration Statement no. 33-120412 and incorporated herein by reference.

\*\* Originally filed with the Company's Registration Statement no. 33-120206 and incorporated herein by reference.

\*\*\* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

- (1) Filed herewith.
- (2) Filed as an Exhibit to the Company's Annual Report on Form 10-K filed April 13, 2011, and incorporated herein by reference.
- (3) Filed as an Exhibit to the Company's Current Report on Form 8-K filed on March 17, 2006, and incorporated herein by reference.
- (4) Filed as an Exhibit to the Company's Annual Report on Form 10-K filed March 25, 2010, and incorporated herein by reference.
- (5) Filed as an Exhibit to the Company's Current Report on Form 8-K filed on December 15, 2006, and incorporated herein by reference.
- (6) Filed as an Exhibit to the Company's Current Report on Form 8-K filed on May 9, 2007, and incorporated herein by reference.
- (7) Filed as an Exhibit to the Company's Current Report on Form 8-K filed on November 23, 2007 and 8K/A on November 27, 2007, and incorporated herein by reference.
- (8) Filed as an Exhibit to the Company's Annual Report on Form 10-K filed on March 31, 2006, and incorporated herein by reference.
- (9) Identical to Certificate of Rights and Preferences of Series A-2 Preferred Stock filed as an exhibit to Form 8-K on May 9, 2007.
- (10) Filed as an Exhibit to the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2011 filed on November 15, 2011 and incorporated herein by reference.
- (11) Filed as an Exhibit to the Company's Annual Report on Form 10-K filed March 30, 2012 and incorporated herein by reference.

- (12) Filed as an Exhibit to the Company's Current Report on Form 8-K filed on November 2, 2012 and incorporated herein by reference.
- (13) Filed as an Exhibit to the Company's Quarterly Report on Form 10-Q filed on August 19, 2013 and incorporated herein by reference.
- (14) Filed as an Exhibit to the Company's Current Report on Form 8-K filed on September 4, 2013 and incorporated herein by reference.
- (15) Filed as an Exhibit to the Company's Quarterly Report on Form 10-Q filed on November 14, 2013 and incorporated herein by reference.
- (16) Filed as an Exhibit to the Company's Current Report on Form 8-K filed on November 21, 2013 and incorporated herein by reference.
- (17) Filed as an Exhibit to the Company's Current Report on Form 8-K filed on December 19, 2013 and incorporated herein by reference.
- (18) Filed as an Exhibit to the Company's Current Report on Form 8-K/A filed on January 7, 2014 and incorporated herein by reference.
- (19) Filed as an Exhibit to the Company's Annual Report on Form 10-K filed on March 31, 2014 and incorporated herein by reference.
  
- \* Originally filed with the Company's Registration Statement no. 33-120412 and incorporated herein by reference.
- \*\* Originally filed with the Company's Registration Statement no. 33-120206 and incorporated herein by reference.
- \*\*\* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amended report to be signed on its behalf by the undersigned, thereunto duly authorized.

### **FUSION TELECOMMUNICATIONS INTERNATIONAL, INC.**

Date: April 18, 2014

By: /s/ MATTHEW D. ROSEN  
Matthew D. Rosen  
Chief Executive Officer and Principal Executive  
Officer

Date: April 18, 2014

By: /s/ GORDON HUTCHINS, JR.  
Gordon Hutchins, Jr.  
President, Chief Operating Officer, Principal  
Accounting Officer and Acting Chief Financial  
Officer



## Rule 13a-14(a)/15d-14(a) Certification

I, Matthew D. Rosen, certify that:

1. I have reviewed this annual report on Form 10-K/A for the year ended December 31, 2013 of Fusion Telecommunications International, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the consolidated financial statements and other financial information included in this report fairly present, in all material respects, the financial condition, results of operations and cash flows of the registrant as of and for the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures [as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)] and internal control over financial reporting [as defined in Exchange Act Rules 13a-15(f) and 15-d-15(f)] for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under the Company's supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under the Company's supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report the Company's conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on the Company's most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

April 18, 2014

By: /s/ MATTHEW D. ROSEN

Matthew D. Rosen  
Chief Executive Officer

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**Rule 13a-14(a)/15d-14(a) Certification**

I, Gordon Hutchins, Jr., certify that:

1. I have reviewed this annual report on Form 10-K/A for the year ended December 31, 2013 of Fusion Telecommunications International, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the consolidated financial statements and other financial information included in this report fairly present, in all material respects, the financial condition, results of operations and cash flows of the registrant as of and for the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures [as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)] and internal control over financial reporting [as defined in Exchange Act Rules 13a-15(f) and 15-d-15(f)] for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under the Company's supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under the Company's supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report the Company's conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on the Company's most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

April 18, 2014

By: /s/ GORDON HUTCHINS, JR.  
Gordon Hutchins, Jr.  
President, Chief Operating Officer, and Acting  
Chief Financial Officer

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**Section 1350 Certification**

In connection with the annual report of Fusion Telecommunications International, Inc. (the "Company") on Form 10-K/A for the year ended December 31, 2013 as filed with the Securities and Exchange Commission (the "Report"), I, Matthew D. Rosen, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. SS. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

April 18, 2014

By: /s/ MATTHEW D. ROSEN

Matthew D. Rosen  
Chief Executive Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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**Section 1350 Certification**

In connection with the annual report of Fusion Telecommunications International, Inc. (the "Company") on Form 10-K/A for the year ended December 31, 2013 as filed with the Securities and Exchange Commission (the "Report"), I, Gordon Hutchins, Jr., President, Chief Operating Officer, and Acting Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. SS. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

April 18, 2014

By: /s/ GORDON HUTCHINS, JR.  
Gordon Hutchins, Jr.  
President, Chief Operating Officer, and Acting  
Chief Financial Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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