

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

**FORM 10-K/A2  
(Amendment No. 2)**

(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, 2016

**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**

Common Stock, par value \$0.01 per share

**Name of each exchange on which registered**

The Nasdaq Capital Market

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

**Title of each class**

None

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, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer", "non-accelerated filer", "smaller reporting company" and an emerging growth 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)

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by checkmark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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 Nasdaq Capital Market on June 30, 2016 of \$1.84 per share, was \$14,445,507.

Indicate the number of shares outstanding of the registrant's common stock as of the latest practicable date: 22,412,403 shares of common stock are issued and outstanding as of April 27, 2017.

**DOCUMENTS INCORPORATED BY REFERENCE**

None

---

---

## Table of Contents

<b>PART III</b>	
Item 10. Directors, Executive Officers and Corporate Governance	1
Item 11. Executive Compensation.	8
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	12
Item 13. Certain Relationships and Related Transactions, and Director Independence	14
Item 14. Principal Accounting Fees and Services	14
<b>PART IV</b>	
Item 15. Exhibits and Financial Statements Schedules.	15
<b>SIGNATURES</b>	19

## 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, 2016, originally filed with the Securities and Exchange Commission (the “SEC”) on March 20, 2017 and amended on April 11, 2017 (collectively, 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.

As required pursuant to the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), this Amendment also includes updated certifications from the Company’s Chief Executive Officer and Chief Financial Officer as [Exhibits 31.1](#) and [32.1](#) and [Exhibits 31.2](#) and [32.2](#), respectively.

### 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:

Name	Age	Position
Marvin S. Rosen	76	Chairman of the Board
Philip D. Turits	84	Secretary, Treasurer and Director
Matthew D. Rosen	45	Chief Executive Officer and Director
Jack Rosen	70	Director
William Rubin	64	Director
Paul C. O'Brien	77	Director
Michael J. Del Giudice	74	Director
Larry Blum	74	Director
Gordon Hutchins, Jr.	68	President and Chief Operating Officer
Michael R. Bauer	44	Chief Financial Officer
Jonathan Kaufman	57	Chief Strategy Officer
Jan Sarro	62	Executive Vice President – Marketing and Business Development
Russell P. Markman	66	President, Business Services
Lisa Taranto	50	Vice President, Finance and Principal Accounting Officer

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

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

Marvin Rosen co-founded the Company in 1997. He has served as the Chairman of the Board since November 2004, Vice Chairman of the Board from December 1998 to November 2004 and has been a member of the Board since March 1998. He served as our Chief Executive Officer from April 2000 to March 2006. In January 2014, he rejoined the international law firm of Greenberg Traurig as a shareholder specializing in corporate securities matters. He previously was a shareholder of that firm and also acted as Of Counsel for a number of years. Mr. Rosen was Finance Chairman for the Democratic National Committee from September 1995 to 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. Mr. Rosen served on the Board of Directors of Terremark Worldwide, Inc. from 2000 until its sale to Verizon in 2011. The Board believes that Mr. Rosen’s background as the co-founder and former CEO of the Company, 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 strategic and tactical matters. Mr. Rosen’s son, Matthew Rosen, is our 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, our Secretary since October 1997, our Treasurer since March 1998 and Vice Chairman of the Board 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 experience necessary to provide valuable guidance to management, particularly in the financial aspects of our 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 2006. He served as our President from March 2006 until March 2008, as our Chief Operating Officer from August 2003 to March 2006, as our Executive Vice President and Chief Operating Officer from February 2002 to August 2003, as our Executive Vice President and President of Global Operations from November 2000 to January 2002 and as our President of US Operations from March 2000 to November 2000. The Board believes that Mr. Rosen's background as our current Chief Executive Officer and as our former Chief Operating Officer, a senior executive in the telecommunications industry, an experienced operations executive and a former investment banker provides him with the industry, operational, financial and leadership experience to advise the Board on all aspects of the Company's business. Mr. Rosen is the son of our Chairman of the Board, Marvin Rosen.

**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. 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, an investment company in Russia, Turkey and the Commonwealth of Independent States operating in the field of mobile and fixed-line communications. 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 necessary 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 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, he has served as the President of the O'Brien Group, Inc., a consulting and investment firm. From February 1988 to December 1994, he was the President and Chairman of New England Telephone (a subsidiary of NYNEX), now Verizon, a telecommunications company. Mr. O'Brien also serves on the Board of Directors of Astrobotics and The Computer Merchant and is the Chairman of the Board of Jumpstart Micro Inc. The Board believes that Mr. O'Brien's background as President of a consulting and investment firm, Chairman of a major telecommunications company and a corporate director provides him with the industry, operational, financial, and leadership experience necessary 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 Capital Markets LLC and Senior Managing Director of MCM Securities LLC, both of which he founded in 1996. Mr. Del Giudice also serves as Chairman of Carnegie Hudson Resources, LLC, founded in 2012. 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 served as a director of Reis, Inc. from 2007 to 2013 and was a director of Barnes and Noble, Inc. from 1999 to September 2010. He is also Vice Chairman of the New York Racing Association. 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 then Speaker of the New York 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 a Governor and an active corporate director provides him 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 and Chief Operating Officer**

Mr. Hutchins has served as our President and Chief Operating Officer since March 2008. Mr. Hutchins served as our Executive Vice President from December 2005 to March 2008 and as Acting Chief Financial Officer from January 2010 to April 2016. Prior to joining us, Mr. Hutchins served as President and Chief Executive Officer of SwissFone, Inc., a telecommunications carrier. Prior to joining SwissFone, Mr. Hutchins served as President and Chief Executive Officer of STAR Telecommunications, Inc., an international telecommunications carrier. Mr. Hutchins has also served as President and Chief Executive Officer of GH Associates, Inc., a management consulting firm that he founded. During his early career, Mr. Hutchins served as President and Chief Executive Officer of LDX NET, Inc., a fiber optic network company, and held positions with MCI, McDonnell Douglas Corporation and AT&T.

**Michael R. Bauer, Chief Financial Officer**

Mr. Bauer has served as our Chief Financial Officer since April 13, 2016. Prior to joining the Company, Mr. Bauer served as Chief Financial Officer at GTT Communications Inc. from June 2012 to June 2015. Prior to serving as GTT's Chief Financial Officer, Mr. Bauer served as its acting Chief Financial Officer, Principal Accounting Officer and Treasurer from December 2011 to June 2012 and as its Vice President, Finance and Controller from June 2009 to December 2011. Mr. Bauer has over 20 years of broad finance and accounting experience. Prior to joining GTT, Mr. Bauer led the financial planning and analysis and investor relations efforts at MeriStar Hospitality Corporation. Mr. Bauer began his career with Arthur Andersen in audit and business advisory services.

**Jonathan Kaufman, Chief Strategy Officer**

Mr. Kaufman has served as our Chief Strategy Officer since January 2015. Prior to assuming that position, Mr. Kaufman served as President, Business Services, from October 2012 (the date we acquired his company, Network Billing Systems, LLC, a company he founded in 1998) until January 2015. From its founding until its sale in 2012, Mr. Kaufman served as Chief Executive Officer of Network Billing Systems. Prior to founding Network Billing Systems, Mr. Kaufman served as Chief Executive Officer of Target Telecom Inc., a telecommunications service company that he founded in 1984 and sold to WorldCom in 1996.

**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. Prior to assuming that role, Ms. Sarro served as our Executive Vice President – Corporate Services from March 2008 to October 2012, as our Executive Vice President, Carrier Services from April 2005 to March 2008, and as our Vice President of Sales and Marketing from March 2002 to April 2005. Prior to joining the Company, Ms. Sarro served as President of the Americas for Viatel, Inc., a global, facilities-based communications carrier. Ms. Sarro has over 20 years of experience in the telecommunications industry. Ms. Sarro has also held senior executive marketing and sales management positions at Argo Communications, FTC Communications, TRT Communications and WorldCom.

**Russell P. Markman, President Business Services**

Mr. Markman has served as our President Business Services since January 2015. Prior to assuming that role, Mr. Markman served as Executive Vice President, Business Services from October 2012 to January 2015. Prior to our acquisition of Network Billing Systems, LLC in October 2012, Mr. Markman served as President of that company from January 2009 to October 2012. Prior to becoming President of Network Billing Systems, Mr. Markman served as Vice President, Operations from October 2003 to October 2012. Prior to joining Network Billing Systems, Mr. Markman established the alternate channel distribution program for commercial sales at RCN Corporation, where he served as Director of Commercial Sales.

## **Lisa Taranto, Vice President, Finance and Principal Accounting Officer**

Ms. Taranto has served as our Principal Accounting Officer since August 2015 and as our Vice President, Finance since January 2014. From January 2014 until August 2015, she also held the position of Vice President, Accounting. Prior to joining us, Ms. Taranto served as Vice President, Finance and Accounting for Broadvox, LLC and from January 2006 to January 2011 served as Vice President, Accounting and Financial Operations for Cypress Communications. From May 2003 to April 2005, Ms. Taranto held senior financial management roles at AirGate PCS (a Sprint Company), where she built the company's settlements operations organization and held a position on that company's external controls and disclosures committee. Ms. Taranto has over 25 years of financial management experience in the communications industry. Earlier in her career, Ms. Taranto held executive management roles at MCI/Verizon Business, where she led the Global Financial Operations and IT Revenue Systems organizations.

## **Board of Directors**

The Board oversees our business affairs and monitors the performance of management. In accordance with our corporate governance principles, the Board does not involve itself in our day-to-day operations. The Directors keep themselves informed through discussions with the Chief Executive Officer and our other executive officers, by reading the reports and other materials that we send them and by participating in Board 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. Except as otherwise provided by Delaware law, any director or the entire board may be removed, with or without cause, by a majority of the shares then entitled to vote at an election of directors.

Our By-laws provide that the Board shall consist of not less than one Director and that a Director's term extends from the date of his or her election until our next annual meeting of stockholders. Through Board action, the number of directors of the Company has been set at no less than seven and no more than seventeen. The Board; currently consists of eight members.

During 2016, seven meetings of the Board were held all of which were telephonic. All incumbent directors, other than Marvin Rosen and Paul O'Brien attended at least 75% of the total meetings of the Board; and all directors, other than Mr. O'Brien attended at least 75% of the total meetings of the Committees on which they served.

## **Committees of the Board**

The Board has established a Compensation and Nominating Committee (the "Compensation Committee"), a Strategic and Investment Banking Committee (the "Strategic Committee") and an Audit Committee (the "Audit Committee") and together with the Compensation Committee and the Strategic Committee, hereinafter referred to as 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 Committee are to;

- evaluate and assess, on an annual basis, the performance of the Chief Executive Officer;
- make recommendations to the Board regarding base salaries, annual incentive awards (equity and/or cash) and long-term incentive awards for the Chief Executive Officer and, in consultation with the Chief Executive Officer, for other executive officers;
- establish performance objectives for executive officers under our incentive compensation plans with particular consideration to appropriate levels of risk-taking incentives;
- make recommendations to the Board regarding employment agreements, severance agreements, change in control agreements and similar arrangements;
- retain compensation consultants to be used to assist in the evaluation of the compensation of the Chief Executive Officer and other executive officers and obtain advice and assistance from internal and outside legal, accounting or other advisors;
- review and recommend to the Board the nominees for election as Directors and assist the Board in identifying and attracting qualified candidates;

- periodically review and assess the adequacy and levels of Director compensation; and
- periodically review succession plans for key executive officer positions.

During 2016, 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. The Board has determined that each of these Directors is independent within the meaning of Rule 5605(a)(2) of The Nasdaq Stock Market. The charter of our Compensation Committee is posted on our website ([www.fusionconnect.com](http://www.fusionconnect.com)), and a copy of that 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 herein nor otherwise made a part of this report. The Compensation Committee held three meetings during 2016.

#### **Strategic and Investment Banking Committee**

The members of our Strategic Committee are Marvin S. Rosen – Chairman, 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. The Strategic Committee did not meet in 2016.

#### **Audit Committee**

Our Audit Committee's primary function is to assist the Board in fulfilling its oversight responsibilities by reviewing the integrity of our financial statements, our internal control systems, our auditing, accounting and financial reporting processes (including those associated with the Sarbanes-Oxley Act of 2002) and the qualification and independence of our independent accountants. The Audit Committee's primary duties are to:

- serve as an independent and objective party to monitor our quarterly and annual financial reporting process and the adequacy of our internal control systems;
- review and appraise the audit efforts of our independent accountants; and
- provide an open avenue of communication among the independent accountants, financial and senior management and the Board.

To fulfill its responsibilities and duties, the Audit Committee:

- reviews and discusses with management and the independent accountants our annual audited financial statements and any reports or other financial information submitted to any governmental body or to the public;
- reviews with management and the independent accountants the Company's quarterly financial statements prior to the filing of the Company's Quarterly Reports on Form 10-Q or prior to release of earnings for the quarter;
- reviews and approves any related-party transactions;
- appoints and replaces the independent accountants and approves the professional fees to be paid to the independent accountants, including the range of audit and non-audit fees;

- reviews with the independent auditors all critical accounting policies and practices being used by the Company;
- ensures the independence of the independent accountants by preapproving all auditing and non-audit services to be performed for the Company, ensures the rotation of audit partners as required by law, and discusses with the independent auditors the matters required to be discussed by applicable auditing standards;
- reviews any significant disagreements among management and the independent accountants in connection with the preparation of the Company's financial statements;
- establishes procedures relating to the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting and auditing matters; and
- establishes, reviews and updates periodically our Code of Ethics to ensure that management has established a system to monitor and enforce our Code of Ethics.

During 2016, the members of our Audit Committee were Paul C. O'Brien – Chairman, Michael Del Giudice and Larry Blum, each of whom was a non-employee member of our Board. Our Board has determined that 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 Rule 5605(a)(2) of The Nasdaq Capital Market. The Audit Committee charter is posted on our website ([www.fusionconnect.com](http://www.fusionconnect.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 otherwise made a part of this report. The Audit Committee held five meetings in 2016.

### **Audit Committee Report**

With respect to the year ended December 31, 2016, in addition to its other work, the Audit Committee:

- reviewed and discussed with management and EisnerAmper, LLP, our independent registered public accounting firm, our audited consolidated financial statements as of December 31, 2016 and the year then ended;
- discussed with EisnerAmper, LLP 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 EisnerAmper, LLP 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 EisnerAmper, LLP 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 include the audited consolidated financial statements in the 2016 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 and addressed as follows:

**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 Corporate Secretary to forward such correspondence only to the intended recipient; however, the Board has also instructed our Corporate 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

Since 2004, we have had a Corporate Code of Ethics, the current version of which applies to all members of our Board, the Chief Executive Officer, each other principal executive officer, the Chief Financial Officer and Corporate Controller. To receive a copy of our Code of Ethics, a stockholder may write to Fusion Telecommunications International, Inc., Attention: Corporate Secretary, 420 Lexington Avenue, Suite 1718, New York, New York 10170 or may contact our Corporate Secretary's office at (212) 201-2407. A copy of our Code of Ethics has been incorporated by reference as an exhibit to this report, and is also posted on our website ([www.fusionconnect.com](http://www.fusionconnect.com)). Disclosure of amendments to, or waivers of, provisions of the Code of Ethics will be publicly disclosed in accordance with applicable rules and regulations, and will be made available upon request in the manner indicated above.

## Section 16(a) Beneficial Ownership Reporting Compliance

Section 16 (a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") requires that 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 who is a director or an officer of the issuer of such security, file the ownership reports 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 the following Section 16 officers and directors failed to file one report each with respect to option grants: Gordon Hutchins, Jonathan Kaufman, Jan Sarro, Russell Markman and Lisa Taranto; and the following Section 16 officers and directors failed to file Form 4's with respect to common stock received as quarterly dividends on shares of the Company's Series B-2 preferred stock owned by them: Marvin Rosen, Matthew Rosen, Philip Turits, Paul C. O'Brien, William Rubin and Jack Rosen.

## 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 our Named Executive Officers.

Name and Principal Position	Year	Salary (1) (\$)	Bonus (1,2)(\$)	Stock Awards (3) (\$)	Option Awards (4) (\$)	All Other Compensation (5) (\$)	Total (\$)
Matthew D. Rosen Chief Executive Officer	2016	\$ 425,000	\$ 350,000	\$ -	\$ 259,230	\$ 2,102	\$ 1,036,332
	2015	\$ 425,000	\$ 350,000	\$ -	\$ 192,218	\$ 3,311	\$ 970,529
Gordon Hutchins, Jr., President & Chief Operating Officer	2016	\$ 275,000	\$ 60,000	\$ -	\$ 72,584	\$ 456	\$ 408,040
	2015	\$ 275,000	\$ 60,000	\$ -	\$ 67,237	\$ 448	\$ 402,685
Michael R. Bauer, Chief Financial Officer	2016	\$ 179,006	\$ 41,000	\$ 99,550	\$ 57,031	\$ 468	\$ 377,055

- (1) Included in these columns are amounts earned, though not necessarily paid to the Named Executive Officer, during the corresponding fiscal year. Named Executive Officers consists of: (i) our Principal Executive Officer regardless of compensation level, and (ii) our two most highly compensated Executive Officers (other than our Principal Executive Officer), who were serving as such on December 31, 2016 and whose total 2016 compensation exceeded \$100,000, and (iii) up to two additional individuals for whom disclosure would have been provided but for the fact that the individual was not serving as an Executive Officer on December 31, 2016. The value attributable to any option awards is computed in accordance with FASB ASC Topic 718.
- (2) The amounts reported in this column for Mr. Rosen for 2015 includes \$25,000 of compensation taken by Mr. Rosen in the form of 11,468 shares of our common stock. The price of \$2.18 per share of common stock, the closing bid price of our common stock on the date of issuance of these shares (December 4, 2015), was used to determine the number of shares issued.
- (3) Reflects 55,000 shares of the Company's common stock that vest ratably over a period of three years that Mr. Bauer received in connection with his appointment as Chief Financial Officer. The value attributable to these shares is computed in accordance with FASB ASC Topic 718.
- (4) Reflects the dollar amount recognized for financial statement reporting purposes for the fiscal years ended December 31, 2016 and 2015, for restricted stock and option awards. The value attributable to option awards is computed in accordance with FASB ASC Topic 718, and the assumptions made in the valuations of the restricted shares and 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, 2016 included elsewhere in this report. Pursuant to SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions.
- (5) Represents life insurance premiums paid by us.

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

On November 5, 2015, the Company executed a new employment agreement with Matthew D. Rosen, our Chief Executive Officer. This new agreement has a term of three years, but will automatically renew for an additional two year period unless and until one party provides the other party with written notice of its/his intent to terminate not less than 90 days prior to the end of the initial term. His agreement provides (a) for an annual base salary of not less than \$425,000 (subject to annual review for cost of living increases, performance and market conditions), (b) for an annual bonus equal to 50% of base salary, and (c) that in the event his employment is terminated without cause, including a termination within six months following a change in control of the Company (as defined in his agreement), he will receive unpaid base salary accrued through the effective date of the termination plus any pro-rata bonus and a lump sum payment equal to 200% of his base salary then in effect and 200% of his highest annual bonus for the three years preceding his termination. Had such an event occurred on December 31, 2016, the amount due to Mr. Rosen would have been \$1,550,000 million. His employment agreement also provides for a one year non-compete provision. In the event of a sale of the Company that results in proceeds to the shareholders of up to \$149,999,999, Mr. Rosen is entitled to receive a special bonus equal to 2.5% of the consideration (cash or stock) paid/distributed to the shareholders; 3.5% if such consideration is between \$150 million and \$249,999,999; 4.5% if such consideration is between \$250 million and \$349,999,999; and 5% if such consideration is over \$350 million. Mr. Rosen's employment agreement also provides that the Board will, within ninety (90) days following execution of the new agreement, develop a plan under which Mr. Rosen will obtain a five percent (5%) stake in the Company within three years. To date, such a plan has not been developed. In 2016, the Company declared a special bonus to Mr. Rosen in the amount of \$535,500 for bonus amounts due but not paid by the Company for periods prior to 2014.

Gordon Hutchins Jr. serves as our President and Chief Operating Officer. Mr. Hutchins does not have a written employment agreement with the Company. Effective January 1, 2015, Mr. Hutchins' annual salary was increased to \$275,000. Mr. Hutchins is entitled to receive a bonus of up to 25% of his annual salary if we achieve designated corporate performance metrics.

Michael R. Bauer serves as our Chief Financial Officer. Mr. Bauer does not currently have a written employment agreement with the Company. Mr. Bauer's annual salary is \$250,000 and he is entitled to receive a bonus of up to 25% of his annual salary if we achieve designated corporate performance metrics. In connection with his appointment as Chief Financial Officer in 2016, Mr. Bauer received a grant of 55,000 shares of the Company's common stock, which shares vest ratably over a three year period and which shares will vest in the event of a change in control of the Company. In the event that the Company terminates Mr. Bauer's employment (i) within six months following a change in control, except for "Cause", or (ii) his employment is terminated, "Without Cause" or, (iii) he resigns for "Good Reason" then the Company is obligated to pay severance to him in the form of salary and health benefit continuation for six months.

### **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, general economic conditions, and typical levels and forms of compensation at similarly-sized companies with business models similar to ours.

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 companies with business models similar to ours, for specific executive positions and for industry in general.

Our goal is to provide each of our executive officers with a total compensation package (base salary, the potential for a performance-based annual cash bonus, and time-based equity incentives) that is competitive. We endeavor to appropriately balance the levels of fixed compensation and "at risk" compensation, as well as the levels of cash compensation and equity incentives.

In addition to cash-based and equity-based compensation, our executive officers are eligible to participate in the benefit programs that are offered to all of our employees, including medical insurance, dental insurance, life insurance, a 401(k) plan, and a variety of other elective benefit plans. We do not offer perquisites or other significant benefits to our executive officers that are not otherwise available to all of our employees.

### **2016 Director Compensation**

Our Directors do not receive cash compensation for their services on the Board or Committees. However, they are reimbursed for out-of-pocket expenses incurred in attending Board and Committee meetings. In addition, we annually grant Directors stock options for their services, the amount of which is determined by the Compensation Committee.

The following table provides information relating to compensation paid to the Directors for the 2016 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 (1) (\$)	Total (\$) (2)
Marvin S. Rosen	\$ -	\$ -	\$ 9,991	\$ -	\$ -	\$ -	\$ 9,991
Michael J. Del Giudice	\$ -	\$ -	\$ 9,991	\$ -	\$ -	\$ -	\$ 9,991
Jack Rosen	\$ -	\$ -	\$ 9,991	\$ -	\$ -	\$ -	\$ 9,991
Paul C. O'Brien	\$ -	\$ -	\$ 9,991	\$ -	\$ -	\$ -	\$ 9,991
Philip D. Turits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
William Rubin	\$ -	\$ -	\$ 9,991	\$ -	\$ -	\$ -	\$ 9,991
Larry Blum	\$ -	\$ -	\$ 9,991	\$ -	\$ -	\$ -	\$ 9,991

(1) This column reflects the dollar amount recognized for financial statement reporting purposes for the fiscal year ended December 31, 2016, for option awards pursuant to the 2009 Stock Option Plan. 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, 2016, appearing elsewhere in this report.

(2) The table does not include amounts reimbursed for expenses incurred in attending Board and Committee meetings.

### **2016 Stock Option Plan**

On October 28, 2016, our stockholders approved the 2016 Fusion Equity Incentive Plan (the “2016 Plan”), which was previously adopted by the Board on August 22, 2016. The 2016 Plan provides for the grant of incentive stock options, non-qualified stock options, stock appreciation rights (“SARs”), restricted stock, restricted stock units, stock grants, stock units, performance shares, performance share units and performance cash (collectively “Awards”). The 2016 Plan also permits the grant of Awards that are intended to qualify for the “performance-based compensation” exception to the \$1.0 million limitation on the deduction of compensation imposed by Section 162(m) of the Internal Revenue Code of 1986, as amended. The 2016 Plan supersedes and replaces the 2009 Plan (as defined below), which plan remains in effect solely with respect to outstanding awards that have not been exercised, forfeited, canceled, expired or otherwise terminated. The 2016 Plan provides a long-term, equity-based incentive designed to assist our retention of key personnel, align the interests of our Directors, executive officers and employees with those of our stockholders and focus participants on the achievement of long-term business objectives that will increase share value.

The total number of shares of common stock reserved under the 2016 Plan is an amount equal to ten percent (10%) of our shares outstanding from time-to-time on a fully-diluted basis, plus shares from any award granted under the 2009 Plan that terminates, expires or lapses in any way in the future. In addition, the 101,749 shares not granted under the 2009 Plan are also available for grant under the 2016 Plan. Subject to the express provisions of the 2016 Plan, if any award granted under the 2016 Plan terminates, expires, or lapses for any reason, or is paid in cash, any stock subject to or surrendered will again be stock available for the grant of an award under the 2016 Plan. The exercise of a stock-settled SAR, or broker-assisted “cashless” exercise of an option (or a portion thereof) reduces the number of shares of stock available for issuance pursuant to the 2016 Plan by the entire number of shares of stock subject to that SAR or option (or applicable portion thereof), even though a smaller number of shares of stock will be issued upon such an exercise. Also, shares of stock tendered to pay the exercise price of an option or tendered or withheld to satisfy a tax withholding obligation arising in connection with an award will not become available for use under the 2016 Plan.

The 2016 Plan contains the following provisions, which the Company believes reflect best practices for equity-compensation plans: (i) prohibits the grant of stock options and SARs with discounted exercise prices, (ii) prohibits the repricing of stock options and SARs without stockholder approval, (iii) prohibits the recycling of awards tendered in payment of an option or withheld to satisfy tax obligations; (iv) contains a definition of change in control whereby potential acceleration of awards will only occur in the event of an actual change in control transaction; (v) includes, as a general rule, double-trigger vesting following a change in control; and (vi) imposes a \$500,000 limit on the value of awards that may be granted to any one participant who is a non-employee director during any 12-month period.

The 2016 Plan is administered by the Compensation Committee. The Compensation Committee determines, from time to-time, those of our executive officers, Directors and employees to whom Awards will be granted, the amount of the Awards granted to each individual, the vesting schedule of the Awards and all other terms and conditions of the Award.

As of April 1, 2017, the Company has granted options to purchase 1,021,750 shares of the Company’s common stock under the 2016 Plan. No other forms of Awards have been granted.

### **2009 and 1998 Stock Option Plans**

On December 17, 2009, the stockholders approved and ratified our 2009 Stock Option Plan (the “2009 Plan”), which was previously adopted by the Board in March 2009. This plan replaced our 1998 Stock Option Plan, the term of which expired as to new option grants.

The number of shares reserved for issuance under the 2009 Plan was 1,260,000. The 2009 Plan is administered by the Compensation Committee. As of April 1, 2017, there were outstanding options to purchase 1,113,563 shares of common stock under the 2009 Plan. Options to purchase 15,760 shares of common stock also remain outstanding under the now expired 1998 Stock Option Plan, with such options expiring at various dates through 2020.

### 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, 2016. The table gives effect to the 1:50 reverse split completed by us in May 2014.

Name	OPTION AWARDS					STOCK AWARDS			
	Number of securities underlying unexercised options, (#) exercisable	Number of securities underlying unexercised option (#) unexercisable	Equity incentive plan awards; Number of securities underlying unexercised 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>									
	7,000	-	-	\$ 34.50	3/28/2017	-	-	-	-
	7,000	-	-	\$ 15.50	3/25/2018	-	-	-	-
	7,000	-	-	\$ 5.50	3/25/2019	-	-	-	-
	8,750	-	-	\$ 6.00	4/13/2020	-	-	-	-
	8,750	-	-	\$ 4.50	10/18/2021	-	-	-	-
	10,000	-	-	\$ 5.50	10/16/2022	-	-	-	-
	71,236	-	-	\$ 4.25	7/28/2023	-	-	-	-
	53,333	26,667	-	\$ 3.52	10/16/2024	-	-	-	-
	33,333	66,667	-	\$ 2.13	10/6/2025	-	-	-	-
	-	250,000	-	\$ 1.26	11/4/2026	-	-	-	-
<b>Total</b>	<b>206,402</b>	<b>343,334</b>	<b>-</b>			<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Gordon Hutchins, Jr.</b>									
	3,500	-	-	\$ 34.50	3/28/2017	-	-	-	-
	4,000	-	-	\$ 15.50	3/25/2018	-	-	-	-
	4,000	-	-	\$ 5.50	3/25/2019	-	-	-	-
	5,000	-	-	\$ 6.00	4/13/2020	-	-	-	-
	6,500	-	-	\$ 4.50	10/19/2021	-	-	-	-
	6,500	-	-	\$ 5.50	10/16/2022	-	-	-	-
	20,342	-	-	\$ 4.25	7/28/2023	-	-	-	-
	16,750	8,250	-	\$ 3.52	10/16/2024	-	-	-	-
	11,900	23,100	-	\$ 2.13	10/6/2025	-	-	-	-
	-	70,000	-	\$ 1.26	11/4/2026	-	-	-	-
<b>Total</b>	<b>78,492</b>	<b>101,350</b>	<b>-</b>			<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Michael R. Bauer</b>									
	-	55,000	-	\$ 1.26	11/4/2026	55,000	\$ 99,550(1)	-	-
<b>Total</b>	<b>0</b>	<b>55,000</b>	<b>-</b>			<b>55,000</b>	<b>\$ 99,550(1)</b>	<b>-</b>	<b>-</b>

(1) The value attributed to the restricted shares is computed in accordance with FASB ASC Topic 718. Pursuant to SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions.

## 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, 2017 by:

- each person who beneficially owns more than 5% of our voting securities;
- each of our Directors and named executive officers (as defined in 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 200 votes. As of April 1, 2017, the total number of voting securities issued and outstanding (“Voting Shares”) was 24,271,603 consisting of (a) 22,412,403 Voting Shares evidenced by 22,412,403 shares of common stock and (b) 1,859,200 Voting Shares evidenced by 9,296 shares of Series B-2 Preferred Stock.

Unless otherwise indicated, the address of each beneficial owner in the following table 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 following table have sole voting and investment power with respect to all Voting Shares shown as being owned by them. Under U.S. securities laws, a person is considered to be the beneficial owner of securities owned by him/her (or certain persons whose ownership is attributed to him/her) and that can be acquired by him/her within 60 days from 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, 2017, have been exercised or converted.

		Number of Voting Shares Beneficially Owned	Percentage of Voting Shares
William Rubin	(1)	207,087	*
Jonathan Kaufman	(2)	247,985	1.1%
Matthew D. Rosen	(3)	378,185	1.7%
Marvin S. Rosen	(4)	2,053,364	9.0%
Larry Blum	(5)	59,354	*
Michael J. Del Giudice	(6)	48,292	*
Jack Rosen	(7)	122,249	*
Gordon Hutchins, Jr.	(8)	88,496	*
Paul C. O’Brien	(9)	110,065	*
Russell Markman	(10)	44,594	*
Philip D. Turits	(11)	100,152	*
Michael R. Bauer	(12)	18,334	*
All Directors and Executive Officers as a Group (14 persons)		3,580,442	15.2%
Unterberg Capital, LLC 445 Park Avenue, Room 901 New York, NY 10022	(13)	4,029,499	17.7%
Apptix ASA** Nesoyveien 4 1 396 Billingstad, Norway		2,997,926	13.4%

\*Less than 1% of outstanding shares.

(1) Includes (i) 4,650 shares of common stock issuable upon the exercise of options, (ii) 200 shares of Series B-2 preferred stock convertible into 40,000 shares of common stock; and (iii) 31,513 shares of common stock issuable upon the exercise of common stock purchase warrants.

- (2) Includes (i) 170,000 shares of common stock held in a trust for which his wife is the beneficiary; and (ii) 38,894 shares of common stock issuable upon the exercise of options.
- (3) Includes (i) 216,334 shares of common stock issuable upon the exercise of options, (ii) 25,592 shares of common stock issuable upon the exercise of common stock purchase warrants; (iii) 76 shares of Series B-2 preferred stock convertible into 15,200 shares of common stock; and (iv) 50 shares of Series A-1 and 5 shares of Series A-2 preferred stock convertible into a total of 814 shares of common stock.
- (4) Includes (i) 286,533 shares of common stock issuable upon the exercise of common stock purchase warrants, (ii) 5,500 shares of common stock issuable upon the exercise of options, (iii) 722 shares of Series B-2 preferred stock convertible into 144,400 shares of common stock; (iv) 1,610 shares of common stock held by a Delaware Trust Custodian IRA of Mr. Rosen; and (v) 50 shares of Series A-1 and 25 shares of Series A-2 preferred stock convertible into a total of 1,359 shares of common stock.
- (5) Includes (i) 42,185 shares of common stock held by trusts for which his wife serves as trustee, (ii) 6,399 shares of Common Stock issuable upon the exercise of common stock purchase warrants held by trusts for which his wife serves as trustee, (iii) 4,170 shares of common stock issuable upon the exercise of options; and (iv) 33 shares of Series B-2 preferred stock convertible into 6,600 shares of common stock held by trusts for which his wife serves as trustee.
- (6) Includes (i) 5,020 shares of common stock issuable upon the exercise of options, (ii) 320 shares of common stock issuable upon the exercise of common stock purchase warrants, of which 3,664 shares are held in the name of Catskill Investor Group, LLC, (iii) 11,381 shares of common stock held in the name of Catskill Investor Group, LLC, (iv) 5 shares of Series B-2 preferred stock convertible into 1,000 shares of common stock, and (v) 200 shares of Series A-1 and 75 shares of Series-2 preferred stock owned by Catskill Investor Group, LLC, that are convertible into a total of 4,753 shares of common stock.
- (7) Includes (i) 20,539 shares of common stock issuable upon the exercise of common stock purchase warrants held in the name of Rosen Partners, LLC, and 9,600 held in the name Rosen-Kaiyuan, LLC, of which Jack Rosen is the managing member, (ii) 53,868 shares of common stock held by Rosen Partners, LLC and 12,095 shares of common stock held by Rosen-Kaiyuan, LLC, (iii) 4,170 shares of common stock issuable upon the exercise of options, (iv) 150 shares of Series B-2 preferred stock convertible into 30,000 shares of common stock held in the name of Rosen-Kaiyuan, LLC, and (v) 200 shares of Series A-1 and 50 shares of Series A-2 preferred stock convertible into a total of 4,072 shares of common stock.
- (8) Includes (i) 80,592 shares of common stock issuable upon the exercise of options, and (ii) 25 shares of Series A-2 preferred stock convertible into a total of 681 shares of common stock.
- (9) Includes (i) 5,020 shares of common stock issuable upon the exercise of options, (ii) 3,200 shares of common stock issuable upon the exercise of common stock purchase warrants, (iii) 50 shares of Series B-2 preferred stock convertible into 10,000 shares of common stock, and (iv) 100 shares of Series A-1 preferred stock convertible into 1,355 shares of common stock.
- (10) Represents shares of common stock issuable upon exercise of options.
- (11) Includes (i) 29 shares of common stock held by his wife, (ii) 1,450 shares of common stock issuable upon the exercise of common stock purchase warrants, (iii) 24,550 shares of common stock issuable upon the exercise of options, (iv) 5 shares of Series B-2 preferred stock convertible into 1,000 shares of common stock, (v) 25 shares of Series A-1 and 30 shares of Series A-2 preferred stock convertible into a total of 1,156 shares of common stock.
- (12) Reflects the vested portion of restricted stock.
- (13) Includes 320,000 shares of common stock issuable upon the exercise of common stock purchase warrants and aggregates interests held by various affiliates.

## Equity Compensation Plans

The following table sets forth securities authorized for issuance under our equity compensation plans as of December 31, 2016.

<u>Plan Category</u>	<u>Number of Securities To Be Issued Upon Exercise of Outstanding Options, Warrants and Rights</u>	<u>Weighted Average Exercise Price of Outstanding Options, Warrants and Rights</u>	<u>Number of Securities Remaining Available For Future Issuance</u>
1998 Stock Option Plan*	15,760	\$ 11.70	-
2009 Stock Option Plan*	1,113,563	\$ 3.19	-
2016 Equity Incentive Plan*	1,021,750	\$ 1.27	1,350,764
Total	<u>2,151,073</u>	<u>\$</u>	<u>\$ 1,350,764</u>

\* Equity compensation plan approved by security holders.

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

### Officer and Director Loans to Company

In November 2016, Marvin Rosen, Chairman of the Company, converted \$250,000 of his outstanding promissory note to the Company into 217,391 shares of our common stock at a price of \$1.15 per share. Of these shares, 21,739 shares were issued at Mr. Rosen's direction in the name of his son, Matthew Rosen, the Company's Chief Executive Officer.

In December 2015, Matthew D. Rosen, converted \$25,000 owed to him by the Company (for a partial bonus payable to him under the terms of his employment contract) into 11,468 shares of our common stock at a price of \$2.18 per share. See "Executive Compensation," included elsewhere in this report.

In December 2015, Marvin Rosen converted \$300,000 of his outstanding promissory note to the Company into 137,615 shares of our common stock at a price of \$2.18 per share.

### Engagement for Tax Services

Since March 6, 2014, the Company has engaged Marcum LLP ("Marcum") to prepare the Company's tax returns and to provide related tax advisory services. The Company paid this firm approximately \$135,000 and \$155,000 for the years ended December 31, 2016 and 2015, respectively. Larry Blum is a Senior Advisor and a former partner of Marcum.

### Director Independence

We apply the standards of Rule 5605(a)(2) of The Nasdaq Capital Market for determining the independence of the members of our Board and Committees. Based upon our application of those standards, the Board has determined that the following members of the Board are independent:

Larry Blum  
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 by the Company's independent registered public accounting firm, EisnerAmper LLP ("EA"), for each of the years ended December 31, 2016 and 2015 are as follows:

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

The fees billed for professional services rendered by EA for the years ended December 31, 2016 and 2015 were approximately \$150,000 and \$147,000, respectively. The fees billed for professional services included fees associated with the audit of the Company's annual financial statements, reviews of the Company's quarterly financial statements and consent for the Company's registration statement.

### **Tax Related Fees**

There were no fees billed for tax-related services by EA during the year ended December 31, 2016 and 2015.

### **All Other Fees**

Fees for other services that were not included in the categories above billed by EA during the years ended December 31, 2016 and 2015 were approximately \$90,000 and \$120,000, 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 2017 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 AND FINANCIAL STATEMENT SCHEDULES.**

#### **(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 No.</b>	<b>Description</b>
3.1	Amended and Restated Certificate of Incorporation (*)
3.1.1	Certificate of Amendment to Certificate of Incorporation(14)
3.2	Bylaws (*)
10.1	1998 Stock Option Plan (*)
10.1.1	2009 Stock Option Plan(15)
10.1.2	2016 Equity Incentive Plan (14)
10.2	Employment Agreement, dated as of November 5, 2015, between registrant and Matthew D. Rosen (12)
10.3	Form of Warrant to Purchase Common Stock (*)
10.4	Lease Agreement between registrant and SLG Graybar Sublease, LLC for Suite 1718 at 420 Lexington Avenue, New York, NY office (*)
10.4.1	Lease Modification Agreement dated November 19, 2014, between registrant and SLG Graybar Sublease, LLC for the 420 Lexington Avenue, New York, NY office (13)
10.5	Lease Agreement between registrant and Fort Lauderdale Crown Center, Inc. for the Fort Lauderdale, Florida office, as amended (*)
10.5.1	Sixth Amendment dated July 23, 2014, to Lease Agreement between registrant and Fort Lauderdale Crown Center, Inc., for the Fort Lauderdale, Florida office (13)
10.5.2	Seventh Amendment, dated August 2015, to Lease Agreement between registrant and Fort Lauderdale Crown Center, Inc., for the Fort Lauderdale, Florida office(16)
10.5.3	Eight Amendment, dated July 8, 2016, to Lease Agreement between registrant and Fort Lauderdale Crown Center, Inc., for the Fort Lauderdale, Florida office(16)
10.6	Form of Promissory Note and Security Agreement (2)
10.7	Non-Competition Agreement between registrant and Marvin Rosen (*)
10.8	Form of Warrant (3)
10.9	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 (4)
10.10	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 (4)
10.11	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 (10)
10.12	Warrant to Purchase Common Stock issued by registrant to Marvin Rosen, dated July 31, 2002 (*)
10.13	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 (10)
10.14	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 (5)
10.15	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 (5)
10.16	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 (5)
10.17	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 (5)
10.18	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 (5)
10.19	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 (5)
10.20	Lease Agreement dated October 1, 2012 by and between Manchester Realty, LLC and Fusion NBS Acquisition Corp (7)
10.20.1	Lease Modification Agreement, dated October 1, 2014 by and between 280 Holdings, LLC (successor in interest to Manchester Realty, LLC) and Fusion NBS Acquisition Corp (11)

10.21	Series A Promissory Note dated October 29, 2012 payable to Praesidian Fund III (5)
10.22	Series B Promissory Note dated October 29, 2012 payable to Praesidian Fund III (5)
10.23	Series A Promissory Note dated October 29, 2012 payable to Praesidian Fund III-A (5)
10.24	Series B Promissory Note dated October 29, 2012 payable to Praesidian Fund III-A (5)
10.25	Praesidian Fund III Common Stock Purchase Warrant dated October 29, 2012 (5)
10.26	Praesidian Fund III-A Common Stock Purchase Warrant dated October 29, 2012 (5)
10.27	Intellectual Property Security Agreement dated as of October 29, 2012 by the registrant 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 (5)
10.28	Right of First Refusal Agreement dated as of October 29, 2012 by and among the registrant, 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 (5)
10.29	Management Rights Agreement dated as of October 29, 2012 by and among the registrant, Fusion NBS Acquisition Corp. and Praesidian Capital Opportunity Fund III (5)
10.30	Management Rights Agreement dated as of October 29, 2012 by and among the registrant, Fusion NBS Acquisition Corp. and Praesidian Capital Opportunity Fund III-A (5)
10.31	Management Rights Agreement dated as of October 29, 2012 by and among the registrant, Fusion NBS Acquisition Corp., and Plexus Fund II, LP (5)
10.32	Asset Purchase and Sale Agreement effective as of August 30, 2013 by and among the registrant, Fusion Broadvox Acquisition Corp.; BroadvoxGo!, LLC; and Cypress Communications, LLC (6)
10.33	First Amendment to the Asset Purchase and Sale Agreement effective as of November 15, 2013 by and among the registrant, Fusion Broadvox Acquisition Corp.; BroadvoxGo!, LLC; and Cypress Communications, LLC (7)
10.34	Second Amendment to the Asset Purchase and Sale Agreement effective as of December 16, 2013 by and among the registrant, Fusion Broadvox Acquisition Corp.; BroadvoxGo!, LLC; and Cypress Communications, LLC (8)
10.35	Third Amendment to Securities Purchase Agreement is entered into as of December 16, 2013, by and among Fusion NBS Acquisition Corp, the registrant, 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 (9)
10.36	Form of Common Stock Purchase Warrant (9)
10.37	Form of Registration Rights Agreement (9)
10.38	Form of Series C Note (9)
10.39	Form of Series D Note dated December 31, 2013 (9)
10.40	Form of Management Rights Letter dated December 31, 2013 (9)
10.41	Form of Lenders' Warrant dated December 31, 2013 (9)
10.42	Joinder Agreement dated as of December 31, 2013 by and among the registrant, 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 (9)
10.43	Assignment and Assumption Agreement dated as of December 31, 2013 by and among BroadvoxGo!, LLC, Cypress Communications, LLC, the registrant, and Fusion BVX, LLC (9)
10.44	Bill of Sale dated as of December 31, 2013 delivered by BroadvoxGo!, LLC and Cypress Communications, LLC (9)
10.45	Limited Trademark License Agreement dated as of December 31, 2013 by and among Broadvox, LLC; the registrant and Fusion BVX LLC (9)
10.46	Form of Series E Note, dated as of October 31, 2014 (11)
10.47	Agreement and Plan of Merger, dated as of October 15, 2014, by and among the registrant, Fusion PTC Acquisition Inc., PingTone Communications, Inc., the Majority Stockholders of PingTone Communications, Inc. and J Shelby Bryan, as Stockholders Representative (11)
10.48	Stock Purchase and Sale Agreement, dated as of December 8, 2015, by and among Fusion NBS Acquisition Corp., Mitch Marks, Ron Kohn and Robert Marks (13)
10.49	Credit Agreement dated as of November 14, 2016 by and among Fusion NBS Acquisition Corp., and East West Bank and the Other Lenders from time to time party hereto (14)
10.50	Subordination Agreement dated as of November 14, 2016 by and among Fusion NBS Acquisition Corp., the registrant, Network Billing Systems, LLC, PingTone Communications, Inc., Fusion BVX LLC, Fidelity Telecom, LLC, Fidelity Access Networks, Inc., Fidelity Connect, LLC, Fidelity Voice Services, LLC, Aptix, Inc., Praesidian Capital Opportunity Fund III, LP, and East West Bank (14)

10.51	Intercreditor and Subordination Agreement dated as of November 14, 2016 by and among Marvin Rosen, the registrant and East West Bank (14)
10.52	Pledge and Security Agreement dated as of November 14, 2016 by and among each of the Grantors Party thereto and East West Bank (14)
10.53	Guaranty dated as of November 14, 2016 from the registrant, Network Billing Systems, LLC, PingTone Communications, Inc., Fusion BVX LLC, Fidelity Telecom, LLC, Fidelity Access Networks, Inc., Fidelity Connect, LLC, Fidelity Voice Services, LLC and Aptix, Inc. to East West Bank (14)
10.54	Intellectual Property Security Agreement dated as of November 14, 2016 by and among Fusion NBS Acquisition Corp., Fusion Telecommunications International, Inc., Network Billing Systems, LLC, PingTone Communications, Inc., Fusion BVX LLC, Fidelity Telecom, LLC, Fidelity Access Networks, Inc., Fidelity Connect, LLC, Fidelity Voice Services, LLC, Aptix, Inc., and East West Bank (14)
10.55	Fifth Amended and Restated Securities Purchase Agreement and Security Agreement, dated as of November 14, 2016, by and among Fusion NBS Acquisition Corp., as borrower, the registrant, Network Billing Systems, L.L.C., Fusion BVX, LLC, PingTone Communications, Inc., Fidelity Access Networks, LLC, Fidelity Connect LLC, Fidelity Voice Services, LLC, Fidelity Access Networks, Inc., Aptix, Inc., Praesidian Capital Opportunity Fund III, L.P., Praesidian Capital Opportunity Fund III-A, LP and United Insurance Company of America (14)
10.56	Stock Purchase and Sale Agreement dated November 14, 2016 by and among Fusion NBS Acquisition Corp., the registrant and Aptix ASA (14)
10.57	Registration Rights Agreement dated as of November 14, 2016 by and between the registrant and Aptix ASA (14)
10.58	Common Stock Purchase Agreement dated November 14, 2016 by and among the registrant and the Purchasers (14)
10.59	Office Lease, as amended between Chagrin-Green, LLC and Fidelity Access Networks, LLC (16)
10.60	First Amendment to Lease Agreement dated as of August 2015 by and between Piedmont Center, 1-4 LLC and the registrant (16)
14	Code of Ethics of registrant (11)
21.1	List of Subsidiaries (16)
23.1	Consent of EisnerAmper LLP(16)
<a href="#">31.1</a>	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (1)
<a href="#">31.2</a>	Certification of President Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (1)
<a href="#">32.1</a>	Section 1350 Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (1)
<a href="#">32.2</a>	Section 1350 Certification of President Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (1)
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document (15)
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document (15)
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document (15)
101.LAB	XBRL Taxonomy Extension Label Linkbase Document (15)
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document (15)

\* 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.

- (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 December 15, 2006 and incorporated herein by reference.
- (4) Filed as an Exhibit to the Company's Annual Report on Form 10-K filed March 30, 2012 and incorporated herein by reference.
- (5) Filed as an Exhibit to the Company's Current Report on Form 8-K filed on November 2, 2012 and incorporated herein by reference.
- (6) Filed as an Exhibit to the Company's Current Report on Form 8-K filed on September 4, 2013 and incorporated herein by reference.
- (7) Filed as an Exhibit to the Company's Current Report on Form 8-K filed on November 21, 2013 and incorporated herein by reference.
- (8) Filed as an Exhibit to the Company's Current Report on Form 8-K filed on December 19, 2013 and incorporated herein by reference.
- (9) 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.
- (10) Filed as an Exhibit to the Company's Quarterly Report on Form 10-Q filed on August 14, 2013 and incorporated herein by reference.
- (11) Filed as an Exhibit to the Company's Current Report on Form 8-K dated November 3, 2014 and incorporated herein by reference.
- (12) Filed as an Exhibit to the Company's Current Report on Form 8-K filed on November 10, 2015 and incorporated herein by reference.
- (13) Filed as an Exhibit to the Company's Current Report on Form 8-K filed on December 14, 2015, and incorporated herein by reference.
- (14) Filed as an Exhibit to the Company's Current Report on Form 8-K filed on November 18, 2016, and incorporated herein by reference.
- (15) Filed as an Exhibit to the Company's Form 10-K filed on March 28, 2016 and incorporated herein by reference.
- (16) Filed as an Exhibit to the Company's Form 10-K filed on March 20, 2017 and incorporated herein by reference.



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this amended Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized, on the date indicated.

**FUSION TELECOMMUNICATIONS  
INTERNATIONAL, INC.**

Date: April 28, 2017

By: /s/ MATTHEW D. ROSEN  
Matthew D. Rosen  
Chief Executive Officer and Principal  
Executive 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/2 for the year ended December 31, 2016 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 28, 2017

By: /s/ MATTHEW D. ROSEN

Matthew D. Rosen  
Chief Executive Officer

---

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

I, Michael R. Bauer, certify that:

1. I have reviewed this annual report on Form 10-K/A/2 for the year ended December 31, 2016 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 28, 2017

By: /s/ MICHAEL R. BAUER

Michael R. Bauer.  
Chief Financial Officer

---

**Section 1350 Certification**

In connection with the annual report of Fusion Telecommunications International, Inc. (the "Company") on Form 10-K/A/2 for the year ended December 31, 2016 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 28, 2017

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.

---

**Section 1350 Certification**

In connection with the annual report of Fusion Telecommunications International, Inc. (the "Company") on Form 10-K/A/2 for the year ended December 31, 2016 as filed with the Securities and Exchange Commission (the "Report"), I, Michael R. Bauer, 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 28, 2017

By: /s/ MICHAEL R. BAUER

Michael R. Bauer  
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.

---