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

FORM 10-K

[X] **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2010

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

Commission File No. 001-33935

WIZZARD SOFTWARE CORPORATION
(Exact name of registrant as specified in its charter)

COLORADO	87-0609860
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

5001 Baum Blvd. Suite 770
Pittsburgh, Pennsylvania 15213
(Address of Principal Executive Offices)

Registrant's Telephone Number: (412) 621-0902

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

Title of each class	Name of each exchange on which registered
Common Stock, $0.001 par value	NYSE AMEX

Securities Registered pursuant to Section 12(g) of the Act:
Common Stock, $0.001 par value

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

Indicate by checkmark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. [ ]

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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 [X] No[ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, 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 [X] No [ ]

Indicate by 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 definitions of ‘‘large accelerated filer” and “accelerated filer’’ and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one): INCLUDEPICTURE "http://www.sec.gov/Archives/edgar/data/1133260/000095013607001687/spacer.gif" * MERGEFORMATINET

Large accelerated filer [ ] Accelerated filed [ ] Non-accelerated filer [ ] Smaller reporting company [X]

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

The aggregate market value of the registrant’s voting and nonvoting common equity held by non-affiliates of the registrant as of the last business day of June 30, 2011, the registrant’s most recently completed second fiscal quarter, was $17,047,315 based on the last sales price of the registrant’s common stock reported on the NYSE Amex on that date. The determination of affiliate status for the purposes of this calculation is not necessarily a conclusive determination for other purposes. The calculation excludes shares held by directors, officers, and stockholders whose ownership exceeded 10% of the Registrant’s outstanding Common Stock. Exclusion of these shares should not be construed to indicate that any such person controls, is controlled by or is under common control with the Registrant.

As of March 2, 2012, there were 8,163,790 shares of common stock, par value $0.001, of the registrant issued and outstanding.*

* Unless otherwise indicated herein, all share figures in this Annual Report retroactively reflect the reverse split of the registrant's outstanding shares of common stock in the ratio of one for twelve, which was effectuated on February 23, 2012.

DOCUMENTS INCORPORATED BY REFERENCE

A description of "Documents Incorporated by Reference" is contained in Part IV, Item 15.

PART I

Item 1. Business.

OVERVIEW

Founded in 1995, the business of Wizzard Software Corporation, a Colorado corporation ("Wizzard," "we," "our" or "us" or words of similar import), includes Media, Software and Healthcare. Wizzard's core focus is on our Media business, which consists of providing podcasting hosting, distribution, audience analysis, advertising, content subscriptions and App sales for podcast producers worldwide. Our legacy Software business focuses on selling and supporting speech recognition and text-to-speech technology from IBM and AT&T. Our legacy Healthcare business focuses on providing home health services and nurse staffing in the Western part of the United States.

Our products and services include:

Podcasting Hosting and Media Services - Wizzard Media provides a web based podcast distribution platform for podcast producers wanting to broadcast their audio or video show to people worldwide, in most cases through RSS distribution. Wizzard Media hosts over 1.5 million podcast episodes for over 10,883 podcast shows and distributes them to over 20 million unique monthly audience members. Wizzard's service accumulates and provides audience statistics as well as provides advertising sales, ad insertion and App creation and sales to help podcasters generate revenue. Wizzard receives all publishing revenues generated and at least 50% of advertising and App sales revenues.

Speech Tools & Engine - Wizzard markets IBM and AT&T developer tools through agreements with those companies and receives a portion of the licensing fees collected. Wizzard offers Text-To-Speech Engines from IBM and AT&T to software developers and businesses around the world, as well as speech recognition engines from IBM. Wizzard receives payments for each copy/license distributed by its customers and in turn, pays a percentage of that payment to IBM or AT&T.

Home Healthcare Services - Interim HealthCare of Wyoming is a state licensed and Medicare certified home health agency. In addition, Interim HealthCare of Wyoming provides temporary staffing of healthcare professionals to facilities across the states of Wyoming and Montana.

Our principal executive offices consist of approximately 3,100 square feet of office space located at 5001 Baum Boulevard, Suite 770, Pittsburgh, Pennsylvania 15213. Our telephone number is (412) 621-0902. We also maintain offices in Casper, Wyoming and Billings, Montana.

BUSINESS

Our core business is broken into three departments including Media, Software and Healthcare.

MEDIA – Podcasting & Apps

Podcasts are audio and video "shows" created by all types of people on standard personal computers. Currently, 80% of podcasts are audio and 20% video and are similar in format to a radio or TV show. These shows average twenty minutes in length and range in topics from comedy to sports to fashion. Due to the thousands of different niche topics, podcasting's ability to reach highly targeted audiences is a very appealing proposition for advertisers. They can be subscribed to for free and accessed through new media aggregators such as Apple's popular iTunes. Podcasts are listened to or watched on Apple's iPods, iPads and iPhones along with almost any MP3 player, Sony's PlayStation Portable, Blackberry, Android, Tivo units, and can also be played online using a computer. Every time a new episode is released from the podcast creator (approximately three times per month), it can be automatically downloaded to a subscriber's computer and can be transferred over to an iPod or MP3 player with ease. Now, using iPods, iPhones and Android Phones with Apps, audiences can download or stream a podcast and watch it directly on their device. Podcasts provide a new and exciting medium for information and entertainment distribution. Podcasts are enjoyed by consumers around the world while at their computer, exercising, on flights, at the beach, in their cars, or on the subway and with the Apple TV, sitting at home in their living room. One of the biggest reasons for the success of podcasting is due to the fact that, unlike traditional radio and television, consumers can enjoy podcast shows where they want, when they want, putting the control of media consumption into the consumer's hands.

When one creates a podcast, they upload it on the internet to a host, who creates an individual RSS feed and then continuously broadcasts the show out to anyone who subscribes. Podcast hosts also maintain viewer statistics, blogs, web pages and a host of other tools and services for podcasters to broadcast; manage and promote their shows.

Wizzard Media is the media division for our business. As the world's largest podcasting network, Wizzard Media currently broadcasts over one hundred million (100M) podcast shows each month. The Wizzard Media Network received over 1.2 billion download requests in 2011. With the continued success of the iPod Touch, iPhones, Android phones and an improved Apple TV along with other phone and media players supporting podcasts, we expect podcasting to continue to grow in the near term.

Wizzard Media received an average of 4.8 million podcast requests for episodes per day for 10,883 unique podcast shows for a total of 1.8 million hours of daily programming. These podcasts are consumed by millions of people around the world creating what management believes to be a strong media asset and a very compelling marketing platform for brand advertisers. We strongly believe that Wizzard Media is uniquely positioned to capture a significant portion of total advertising spending on podcasts in the future as we offer a rich inventory of popular content, strong consumption statistics and geographically and keyword targeted advertising capabilities. While there can be no future pricing guarantees, the podcasting industry is currently charging, and plans to continue to charge, between $.005 and $.01 per downloaded ad. The ads tend to be no longer than 15 seconds and several ads can be inserted in one twenty minute episode.

Wizzard Media is the catalyst for attracting sponsors and advertising opportunities for the podcasts we currently broadcast. Applying our geographical targeting capabilities we can find strong, relevant advertising opportunities for national brands, which is a significant revenue generating opportunity for Wizzard and for our content producers. Advertisers and consumers alike want relevant, focused advertisements, something clearly lacking in today's digital media offerings, yet can be accomplished using our combined technologies and skills. Using our dynamic advertisement insertion technology we can insert the ad in the front, the back or even at a very specific point inside the podcast where it is most relevant to the listener. Management believes this fundamental feature gives Wizzard Media a strong competitive advantage making it easier to attract advertisers and sponsors who want to successfully align their brand of products and services with high-value content and a targeted audience on our network.

Sale of Custom Podcast Apps

Wizzard creates Apps for sale in the App Stores that can be customized quickly for podcast producers. Podcasters then market their very own customized App to their show’s audience. Management believes podcasters can be very successful marketing their own customized App to their audience, as they know their audience better than anyone else and are great influencers of their audience. The reasons Management believes an audience member would want to purchase an App for a specific podcast are: 1) Easier, faster access to the content. 2) Bonus content exclusively for App users. 3) Inexpensive and easy way to support their favorite podcasts. 4) Social communication features.

Wizzard provides Apps as a free tool to podcasters on the Wizzard Network to every podcaster on the network. Currently, there are approximately 10,883 podcast shows on the

Wizzard Network and over 20 million audience members, of which approximately 70% use iTunes to discover and download podcasts. Audience members watch and /or listen to podcasts on their iphone, ipad, ipod or android device. Wizzard submits custom Apps to various App Stores for approval, which is not guaranteed and is based on the terms of service and an approval process, and will manage the collecting of the revenue from Apple, Google, Amazon and other App Store operators and distribution of the podcaster's share of the revenues. Wizzard expects to retain approximately 35% of the sale price that will range from $.99 to $4.99 in most cases.

Sale of Podcast Subscriptions and Episodes Via Custom Podcast Apps

Once a podcaster has successfully marketed its own custom App to its audience and has created a significant install base, Management believes that from time to time the podcaster can offer new content on a subscription basis or release a special episode, in addition to its normal podcast episodes, and charge a nominal fee ($.99) for that episode to its audience.

SOFTWARE – Speech recognition and Text-To-Speech

Wizzard Software's legacy Speech Technology & Services Group sells and licenses speech programming tools, related speech products and services, and distributable speech engines in over 13 languages worldwide. Wizzard receives the majority of its sales leads through arrangements with AT&T, as well as through our own Internet marketing efforts with Google, Yahoo and other major Internet search engines.

HEALTHCARE – Home Healthcare Services and Nurse Staffing

Based in Casper, Wyoming and Billings, Montana, Interim Health Care of Wyoming has been serving its community for 17 years and is part of the fast growing home health segment of the healthcare industry, providing a wide range of visiting nurse services to the elderly, wounded and sick. It is one of the 300 home health agencies that comprise Interim Health Care, the largest home healthcare franchise in the United States. Wizzard currently derives the bulk of its revenues, 52% for 2011, from its home healthcare and staffing operations.

Research and Development

During the calendar years ended December 31, 2011 and 2010, the Company spent $286,410 and $320,600, respectively, on research and development.

Necessary Material

We depend upon a speech recognition company to license us their speech recognition engines. It is these engines upon which we create our applications. We do not foresee any difficulty in continuing to license these engines, due to the competitive market between their manufacturers.

Licenses

We have the following license, which is integral to our business operations:

AT&T Natural Voices text-to-speech engine.

Patents Pending

None.

Environmental Compliance

We do not believe that there are any material laws, rules or regulations regarding environmental concerns that are applicable to our present or intended business operations.

Governmental Regulations

We do not believe that there are any material laws, rules or regulations regarding governmental concerns that are applicable to our present or intended business operations.

Employees

Currently, we have 50 full time employees and 100 part time employees who spend a significant amount of their time working for Wizzard in our Media, Healthcare and Software divisions.

Item 1A. Risk Factors.

Risks Relating to Our Business

Our present and intended business operations are highly speculative and involve substantial risks. Only investors who can bear the risk of losing their entire investment should consider buying our shares. Among the risk factors that you should consider are the following:

We face a higher risk of failure because we cannot accurately forecast our future revenues and operating results.

The rapidly changing nature of the markets in which we compete makes it difficult to accurately forecast our revenues and operating results. Furthermore, we expect our revenues and operating results to fluctuate in the future due to a number of factors, including the following:

- the timing of sales of our products and services;
- the timing of product implementation, particularly large design projects;
- unexpected delays in introducing new products and services;
- increased expenses, whether related to sales and marketing, product development, or administration;
- the mix of product license and services revenue; and
- costs related to possible acquisitions of technology or businesses.

We face a higher risk of failure because the podcasting media service businesses are in their infancy.

We face the difficulties frequently encountered by companies in the early stage of development in new and evolving markets. These potential difficulties include the following:

substantial delays and expenses related to testing and developing of our new products;
successfully establishing podcasting as a large-scale advertising medium;
marketing and distribution problems with new and existing products and technologies;
we are at the mercy of App Store providers approval process who control if we can sell our App through their stores;
competition from larger and more established companies;
delays in reaching our marketing goals;
difficulty in recruiting qualified employees for management and other positions;
our lack of sufficient customers, revenues and cash flow; and
our limited financial resources.

We may continue to face these and other difficulties in the future. Some of these problems may be beyond our control. If we are unable to successfully address them, our business will suffer.

If we do not achieve the brand recognition necessary to succeed in the podcasting and media services markets, we may not be able to compete.

We must build our Wizzard brand to gain market acceptance for our podcasting services, and media services and tools. We believe that our long-term success will require that we obtain significant market share for our products and services before other competitors enter the market. We must spend large amounts on product development, strategic relationships and marketing initiatives in order to establish brand awareness. We cannot be certain that we will have enough resources to build our brand and to obtain commercial acceptance of our products and services. If we do not gain market acceptance for our podcasting services, as a large-scale advertising medium, and related media services, we may not be able to compete effectively.

We are exposed to the business risks inherent in the podcasting industry.

With our recent entry into the podcasting industry, we have exposed our company to the risks of entities operating within that industry. The podcasting industry is in its infancy and our operations in this area may prove to be unprofitable.

Our expansion plans may not be cost-effective.

We have pursued, and may continue to pursue, strategic alliances with new or complementary businesses in an effort to enter into new business areas, diversify our sources of revenue and expand our products and services. If we pursue strategic alliances with new or complementary businesses, we may not be able to expand our product or service offerings and related operations in a cost-effective or timely way. We may experience increased costs, delays and diversions of management's attention when beginning any new businesses or services. Also, any new business or service that users do not favorably receive could damage our reputation and brand name in the market place. We also cannot be certain that we will obtain enough revenues from any expanded products or services to offset related costs. Any expansion of our operations may require additional expenses. These efforts may strain our management, financial and operational resources.

Our limited resources may make it harder for us to manage growth.

We have a limited basis upon which to evaluate our systems' ability to handle controlled or full commercial availability of our products and services. We anticipate that we will expand our operations significantly in the near future, and we will have to expand further to address the anticipated growth in our user base and market opportunities. To manage the expected growth of operations and personnel, we will need to improve existing systems, and implement new systems, procedures and controls. In addition, we will need to expand, train and manage an increasing employee base. We will also need to expand our finance, administrative and operations staff. We may not be able to effectively manage this growth. Our planned expansion in the near future will place a significant strain on our managerial, operational and financial resources. Our planned personnel, systems, procedures and controls may be inadequate to support our future operations. If we cannot manage growth effectively or if we experience disruptions during our expansion, the expansion may not be cost-effective.

If we cannot compete successfully, we may have to go out of business.

The market for computer software, and specifically speech recognition technology products and services is highly competitive. Current competitors include Nuance, Loquendo and Fonix. In addition, competitors may be developing speech recognition products and services that we may not be aware of. Many of our current and potential competitors have much greater financial, technical, marketing, distribution and other resources. They also have greater name recognition and market presence, longer operating histories and lower cost structures than we have. As a result, they may be able to adapt more quickly to new or emerging technologies and changes in customer requirements. Our ability to compete successfully in the rapidly evolving speech recognition market will depend upon certain factors, many of which are beyond our control and that may affect our ability to compete successfully.

We may also face competition from a number of indirect competitors that specialize in electronic commerce and other companies with substantial customer bases in the computer field and other technical fields. Additionally, companies that control access to transactions through a network or Web browser could promote our competitors or charge us a substantial fee for similar access or promotion. Our competitors may also be acquired by, receive investments from or enter into other commercial relationships with larger, better-established and better-financed companies as use of speech recognition products and services increases.

We may be unable to compete successfully against current and potential competitors, and the competitive pressures we face could cause our business to fail.

Our business would be seriously impaired if our rights in our technology were compromised in any way.

Wizzard licenses the speech recognition engines upon which its products operate from AT&T. We rely on non-disclosure, confidentiality and non-competition agreements with our employees to protect many of our rights in our technology. If our employees breach these agreements, we may incur significant expenses to enforce our contractual restrictions and protect our rights. Management believes that Wizzard has proprietary rights to products, including copyright and trademark protection that will discourage others from replicating these products. However, we have no opinions from independent intellectual property counsel that the copyrights and trademarks are valid or, if valid, that their issuance, together with such other proprietary rights that we own will be sufficient to protect us from those who would try to capitalize on our success through imitation. Our business plan and strategy are to commercialize various speech recognition application technologies. Termination of our relationship by our licensor of speech recognition engines for any reason, or unauthorized disclosure of our application technologies to third parties, would cause serious harm to our business, financial position and results of operations.

We have a history of losses and we may never achieve profitability.

Wizzard's net loss available to common stockholders was $9,979,883, or $1.31 per share and $4,110,459, or $0.76 per share, for the years ended December 31, 2011 and 2010, respectively. Because we need to establish our brand and services, we expect to incur increasing sales and marketing, product development and administrative expenses, and as a result, we will need to generate significant revenues to achieve and maintain profitability. We cannot assure you that we will ever be able to operate profitably.

Any unintentional infringement on the proprietary rights of others could be expensive and could cut our revenues.

Many software companies bring lawsuits alleging violation of intellectual property rights. In addition, a large number of patents have been awarded in the voice-recognition area. Although we do not believe that we are infringing any patent rights, patent holders may claim that we are doing so. Any such claim would likely be time-consuming and expensive to defend, particularly if we are unsuccessful, and could prevent us from selling products or services. We may also be forced to enter into costly and burdensome royalty and licensing agreements.

If we do not respond effectively to technological change, our products and services could become obsolete.

The development of our products and services and other technology entails significant technical and business risks. To remain competitive, we must continue to improve our products' responsiveness, functionality and features.

High technology industries are characterized by:

rapid technological change;
changes in user and customer requirements and preferences;
frequent new product and services introductions embodying new technologies; and
the emergence of new industry standards and practices.

The evolving nature of the Internet could render our existing technology and systems obsolete. Our success will depend, in part, on our ability to:

- license or acquire leading technologies useful in our business;
- develop new services and technologies that address our users' increasingly sophisticated and varied needs; and
- respond to technological advances and emerging industry and regulatory standards and practices in a cost-effective and timely way.

Future advances in technology may not be beneficial to, or compatible with, our business. Furthermore, we may not use new technologies effectively or adapt our technology and systems to user requirements or emerging industry standards in a timely way. In order to stay technologically competitive, we may have to spend large amounts of money and time. If we do not adapt to changing market conditions or user requirements in a timely way, our business, financial condition and results of operations could be seriously harmed.

If we fail to develop new products, or if we incur unexpected expenses or delays in product development, we may lose our competitive position.

Although we currently have fully developed products available for sale, we are also developing various products and technologies that we will rely on to remain competitive. Due to the risks in developing new products and technologies, limited financing, competition, obsolescence, loss of key personnel and other factors, we may fail to develop these technologies and products, or we may experience lengthy and costly delays in doing so. Although we may be able to license some of our technologies in their current stage of development, we cannot assure you that we will be able to do so.

We could incur significant expenses if our technologies and products contain defects.

Voice-recognition products are not currently accurate in every instance, and may never be. We could inadvertently release products and technologies that contain defects. Third-party technology that we include in our products could contain defects. Even though our licensing agreement with users contains language that is intended to protect us from liability for defects, clients who are not satisfied with our products or services could bring claims against us for substantial damages. These claims could cause us to incur significant legal expenses and, if successful, could result in the claimants being awarded significant damages.

The software for hosting podcasts, inserting ads into the content we host and serving podcast with advertisement is in its infancy and therefore has to be developed. Any release of software with inadvertent defects could cause significant increases in the expense for delivery of the podcast or loss of revenue if we are unsuccessful in delivering the podcast with an advertisement inserted.

Changes in the app approval policies of an App Store could have an adverse effect on the business plans of Wizzard Media, including revenues.

Our Podcast Apps for sale in the most popular App Stores including Apple, Amazon and Google are subject to approval by each marketplace. Throughout the submission process, some Apps have not been approved for sale in the marketplaces and may not be approved in the future because they do not comply with App Store Review Guidelines.

The App stores with which Wizzard currently sells its Apps, (Apple App Store, Google Marketplace and Amazon Appstore), have complete control over the approval of each App submitted to their store. The policies for the App approval process are normally very broad, and subject to interpretation and frequent changes by each App store.
In the past, Wizzard has received approval for Apps with streaming video and then subsequently has had Apps rejected for including streaming video. On the other hand, some App Stores have approved Apps with streaming video without any hesitation.

Apple has rejected individual podcast Apps because they do not want thousands of individual podcast Apps in the App store under one developer account, and then subsequently approved podcast Apps when submitted under a podcast producer's own developer account. If Apple were to enforce their policy to disallow podcast Apps to be accepted under Wizzard's developer account or under a podcaster's individual developer account, it could have an adverse impact on future business plans of Wizzard Media, including revenues.

The approval of Apps, which cannot be guaranteed, is subject to the App Stores' review personnel, their Management and the overall store and company policy, which are subject to change at any time. The change in policy and rejection of Apps for approval by any one or all of the App Stores could have an adverse impact on future business plans of Wizzard Media, including revenues.

Any changes in reimbursement levels under Medicare, Medicaid or insurance reimbursement programs and any changes in applicable government regulations could have a material adverse effect on Wizzard's net revenues.

As managed care assumes an increasingly significant role in markets in which Wizzard operates, Wizzard's success will, in part, depend on retaining and obtaining managed care contracts. There can be no assurance that we will retain or continue to obtain such managed care contracts. In addition, reimbursement rates under managed care contracts are likely to continue experiencing downward pressure as a result of payers' efforts to contain or reduce the costs of health care by increasing case management review of services and negotiating reduced contract pricing. Therefore, even if we are successful in retaining and obtaining managed care contracts, unless we also decrease our cost for providing services and increases higher margin services, we will experience declining profit margins.

Wizzard is subject to extensive and frequently changing federal, state and local regulation. In addition, new laws and regulations are adopted periodically to regulate new and existing products and services in the health care industry. Changes in laws or regulations or new interpretations of existing laws or regulations can have a dramatic effect on operating methods, costs and reimbursement amounts provided by government and other third-party payers. Federal laws governing our activities include regulations related to

Medicare reimbursement and certification and certain financial relationships with physicians and other health care providers. Although Wizzard intends to comply with all applicable fraud and abuse laws, there can be no assurance that administrative or judicial interpretation of existing laws or regulations or enactments of new laws or regulations will not have a material adverse effect on its business. Wizzard is subject to state laws governing Medicaid, professional training, licensure, financial relationships with physicians and the dispensing and storage of pharmaceuticals. The facilities operated by Wizzard must comply with all applicable laws, regulations and licensing standards. In addition, many of our employees must maintain licenses to provide some of the services that we offer. There can be no assurance that federal, state or local governments will not change existing standards or impose additional standards. Any failure to comply with existing or future standards could have a material adverse effect on our results of operations, financial condition or prospects.

If we lose our key personnel or are unable to hire additional personnel, we will have trouble growing our business.

We depend to a large extent on the abilities of our key management and technical personnel, in particular Christopher J. Spencer, our Chief Executive Officer and President. The loss of any key employee or our inability to attract or retain other qualified employees could seriously impair our results of operations and financial condition.

Our future success depends on our ability to attract, retain and motivate highly skilled technical, marketing, management, accounting and administrative personnel. We plan to hire additional personnel in all areas of our business as we grow. Competition for qualified personnel is intense. As a result, we may be unable to attract and retain qualified personnel. We may also be unable to retain the employees that we currently employ or to attract additional technical personnel. The failure to retain and attract the necessary personnel could seriously harm our business, financial condition and results of operations.

System and online security failures could harm our business and operating results.

The operation of our business depends on the efficient and uninterrupted operation of our computer and communications hardware systems. Our systems and operations are vulnerable to damage or interruption from many sources, including fire, flood, power loss, telecommunications failure, break-ins, earthquakes and similar events. Our servers are also vulnerable to computer viruses, physical or electronic break-ins and similar disruptions. Any substantial interruptions in the future could result in the loss of data and could destroy our ability to generate revenues from operations.

The secure transmission of confidential information over public networks is a significant barrier to electronic commerce and communications. Anyone who can circumvent our security measures could misappropriate confidential information or cause interruptions in our operations. We may have to spend large amounts of money and other resources to protect against potential security breaches or to alleviate problems caused by any breach.

Our operating results could be impaired if we become subject to burdensome government regulation and legal uncertainties.

We are not currently subject to direct regulation by any domestic or foreign governmental agency, other than regulations applicable to businesses generally. However, due to the increasing popularity and use of the Internet, it is possible that a number of laws and regulations may be adopted with respect to the Internet, relating to:

- user privacy;
- pricing;
- content;
- copyrights;
- distribution; and
- characteristics and quality of products and services.

The adoption of any additional laws or regulations may decrease the expansion of the Internet. A decline in the growth of the Internet could decrease demand for our products and services and increase our cost of doing business. Moreover, the applicability of existing laws to the Internet is uncertain with regard to many issues, including property ownership, export of specialized technology, libel and personal privacy. Our business, financial condition and results of operations could be seriously harmed by any new legislation or regulation. The application of laws and regulations from jurisdictions whose laws do not currently apply to our business, or the application of existing laws and regulations to the Internet and other online services could also harm our business.

We plan to offer our speech recognition products over the Internet in multiple states and foreign countries. These jurisdictions may claim that we are required to qualify to do business as a foreign corporation in each state or foreign country. Our failure to qualify as a foreign corporation in a jurisdiction where we are required to do so could subject us to taxes and penalties. Other states and foreign countries may also attempt to regulate our business or prosecute us for violations of their laws. Further, we might unintentionally violate the laws of foreign jurisdictions and those laws may be modified and new laws may be enacted in the future.

There Are Substantial Risks Related to Our Common Stock and Management's Percentage of Ownership of Our Common Stock

Due to the instability in our common stock price, you may not be able to sell your shares at a profit.

The public market for our common stock is limited and volatile. As with the market for many other companies in new and emerging industries, any market price for our shares is likely to continue to be very volatile. In addition, the other risk factors disclosed in this Form 10-K may significantly affect our stock price. The historical volatility of our stock price may make it more difficult for you to resell shares when you want at prices you find attractive.

In addition, the stock market in general and the market for Internet and technology companies in particular, have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of these companies. These broad market and industry factors may reduce our stock price, regardless of our operating performance.

Because our common stock is "penny stock," you may have greater difficulty selling your shares.

Our common stock is “penny stock” as defined in Rule 3a51-1 of the Securities and Exchange Commission. Section 15(g) of the Exchange Act and Rule 15g-2 of the Securities and Exchange Commission require broker/dealers dealing in penny stocks to provide potential investors with a document disclosing the risks of penny stocks and to obtain a manually signed and dated written receipt of the document before making any transaction in a penny stock for the investor's account. In addition, Rule 15g-9 of the Securities and Exchange Commission requires broker/dealers in penny stocks to approve the account of any investor for transactions in these stocks before selling any penny stock to that investor. Compliance with these requirements may make it harder for our selling stockholders and other stockholders to resell their shares.

The sale of already outstanding shares of our common stock could hurt our common stock market price.

The number of our shares available for resale in the public market may exceed the number of shares that purchasers wish to buy. This imbalance may place downward pressure on our stock price.

Approximately 7,870,805 shares of our common stock are presently publicly traded. This number could be increased by the 497,738 shares underlying outstanding warrants. This potential increase in the number of shares that may be available for public trading from 7,870,805 shares to 8,368,543 shares may dramatically reduce the price of our common stock on the basis of supply and demand alone. In addition, a significant number of our other currently outstanding shares are eligible for public resale under Rule 144 of the Securities and Exchange Commission, and sales of these shares may also place downward pressure on our stock price.

Item 1B. Unresolved Staff Comments.

Not applicable to smaller reporting companies.

Item 2. Properties.

Wizzard's corporate offices are located at 5001 Baum Blvd., Suite 770, Pittsburgh, PA 15213. They consist of approximately 3,100 square feet of space, which is rented for $4,446 per month. The lease is currently on a month to month basis. Wizzard continues to maintain a sound business relationship with the landlord. Even though each party may exit the lease with a 30 day written notice, Management does not foresee a significant risk, especially with the current state of the economy. Wizzard also maintains offices in Casper, Wyoming and Billings, Montana for our Interim Healthcare operation, which are rented for $4,750 and $1,406 per month, respectively. The Casper lease ends June 2018, and the Billings location entered a 3 year lease agreement beginning March 1, 2011.

Item 3. Legal Proceedings.

Wizzard is involved in routine legal and administrative proceedings and claims of various types. We have no material pending legal or administrative proceedings, other than as discussed below or ordinary routine litigation incidental to our business, to which we or any of our subsidiaries are a party or of which any property is the subject. While any proceeding or claim contains an element of uncertainty, management does not expect that any such proceeding or claim will have a material adverse effect on our results of operations or financial position.

Item 4. Mine Safety Disclosures

None.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

As of March 6, 2012, 8,163,790 shares of our common stock were outstanding and the last reported sales price for our common stock on the NYSE Amex was $2.10 per share. We have approximately 7,000 stockholders. This figure includes an indeterminate number of stockholders who hold their shares in "street name".

Our common stock began trading on the NYSE Amex under the symbol "WZE" on February 7, 2008. Prior to that time our common stock traded on the OTC Bulletin Board of FINRA (formerly, the "NASD") under the symbol "WIZD." We cannot guarantee that the present market for our common stock will continue or be maintained.

The quarterly high and low closing sales prices for our shares of common stock since public trading of these shares for the last two years are as follows:

		Low *		High *
Fiscal Year 2011				
Fourth quarter	$	1.44	$	2.16
Third quarter	$	1.68	$	2.88
Second quarter	$	1.56	$	3.06
First quarter	$	2.76	$	5.28
Fiscal Year 2010				
Fourth quarter	$	2.64	$	3.60
Third quarter	$	2.16	$	2.88
Second quarter	$	2.28	$	3.24
First quarter	$	3.60	$	4.80

* These figures retroactively reflect the one-for-twelve reverse split of Wizzard's outstanding shares of common stock that was effectuated on February 23, 2012.

We have not declared any cash dividends on our common stock, and do not intend to declare dividends in the foreseeable future. Management intends to use all available funds for the development of our plan of operation. There are no material restrictions limiting, or that are likely to limit, our ability to pay dividends on our common stock.

Equity Compensation Plan Information					
The following information is provided as of December 31, 2011:					
Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights		Weighted average exercise price of outstanding options, warrants and rights		Number of securities remaining available for future issuance under equity compensation plans excluded securities reflected in column (a)
	(a)		(b)		(c)
Equity compensation plans approved by stockholders	87,583		$ 2.88		137,011

Equity compensation plans not approved by stockholders	32,000		$ 20.88		52
Total	119,583		$ 7.72		137,063

Recent Sales of Unregistered Securities; Use of Proceeds from Registered Securities.

We have issued the following restricted shares of common stock during the calendar years ended December 31, 2011, 2010 and 2009, respectively:

Name		Date		Shares		Description
One LLP		1/19/11		20,834		GHS Settlement
Mill City		11/16/10		16,928		Extension of Note Payable
Isle Capital		11/16/10		10,157		Extension of Note Payable
Whalehaven		11/16/10		1,667		Extension of Note Payable
Steve Parker		5/13/10		4,167		Purchase of Distribution Rights
Tak Fung		5/13/10		5,000		Purchase of Distribution Rights
Alpha Capital		1/6/10		8,334		Extension of Note Payable
Mill City		1/6/10		26,042		Extension of Note Payable
Isle Capital		1/6/10		15,625		Extension of Note Payable
CM Productions LLC		11/25/09		1,667		Purchase of Developer App
100 Proof Software		11/25/09		1,667		Purchase of Developer App
Tyler Street		11/25/09		6,250		Purchase of Developer App

Sylvain Nowé		11/25/09		4,167		Purchase of Developer App
John Koistra		9/17/09		1,709		Purchase of Developer App
Victor Nguyen-Thinh Bui		9/17/09		1,709		Purchase of Developer App
Phase 2 Media		9/17/09		8,334		Purchase of Developer App
Julien Dufrenne		9/17/09		1,250		Purchase of Developer App
Gary Fung		9/17/09		25,000		Purchase of Developer App
Arthur Douglas		9/17/09		16,667		Services Rendered
Alpha Capital		9/17/09		17,531		Warrant Conversion
John Acunto		2/17/09		4,167		Services Rendered

Management believes that the offer and sale of these securities was exempt from registration under the Securities Act of 1933, as amended (the "Act"), pursuant to Section 4 (2) of the Act and Rule 506 of Regulation D promulgated thereunder, due to the limited number of recipients and the Company's reasonable belief of their status as accredited or sophisticated investors.

During the quarterly period ended December 31, 2011, we did not receive any proceeds from the exercise of warrants for which the underlying shares were registered with the Securities and Exchange Commission.

During the quarterly period ended December 31, 2011, we did not receive any proceeds from the sale of common stock.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

None; not applicable.

Item 6. Selected Financial Data

The following selected financial data are derived from our consolidated financial statements. You should review this information in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 7 of this report and the historical financial statements and related notes this report contains.

(in thousands, except per share data)	**Year ended December 31, 2011**	**2010**	**2009**	**2008**	**2007**
OPERATING DATA:					
Total revenue	$ 6,540	$5,540	$5,194	$6,108	$5,164
Net loss	(9,980)	(4,110)	(6,509)	(7,692)	(10,196)
Net loss available to common stockholders	(9,980)	(4,110)	(6,509)	(10,065)	(17,931)
Basic and diluted net loss per common stockholder	(1.31)	(0.76)	(1.56)	(2.76)	(5.28)

(in thousands)	**As of December 31, 2011**	**2010**	**2009**	**2008**	**2007**
BALANCE SHEET DATA:					
Working capital	$1,063	$(1,335)	$(1,255)	$670	$3,570
Net property, plant and equipment	36	79	129	211	185
Intangible assets & goodwill	12,674	20,460	20,538	20,497	20,725
Total assets	14,783	21,355	22,005	23,246	27,850
Long-term liabilities:					
Long-term debt	0	0	0	1,000	1,739
Other	0	0	0	0	0
Total long-term liabilities	0	0	0	1,000	1,739
Total stockholders' equity	13,776	19,208	19,416	20,383	22,746

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis should be read in conjunction with the information set forth under the caption entitled “Item 6. Selected Financial Data” and the consolidated financial statements and related notes included in this Form 10-K.

Safe Harbor Statement.

Statements made in this Form 10-K which are not purely historical are forward-looking statements with respect to the goals, plan objectives, intentions, expectations, financial condition, results of operations, future performance and business of Wizzard, including, without limitation, (i) our ability to gain a larger share of the podcasting, home healthcare and speech recognition software industries, our ability to continue to develop products acceptable to that industry, our ability to retain our business relationships, and our ability to raise capital and the growth of the speech recognition software industry, and (ii) statements preceded by, followed by or that include the words "may", "would", "could", "should", "expects", "projects", "anticipates", "believes", "estimates", "plans", "intends", "targets" or similar expressions.

Forward-looking statements involve inherent risks and uncertainties, and important factors (many of which are beyond Wizzard's control) that could cause actual results to differ materially from those set forth in the forward-looking statements, including the following, in addition to those contained in our reports on file with the SEC: general economic or industry conditions, nationally and/or in the communities in which Wizzard conducts business, changes in the interest rate environment, legislation or regulatory requirements, conditions of the securities markets, changes in the industries in which we operate, the development of products that may be superior to the products offered by Wizzard, demand for financial services, competition, changes in the quality or composition of Wizzard's products, our ability to develop new products, our ability to raise capital, changes in accounting principles, policies or guidelines, financial or political instability, acts of war or terrorism, other economic, competitive, governmental, regulatory and technical factors affecting Wizzard's operations, products, services and prices.

Accordingly, results actually achieved may differ materially from expected results in these statements. Forward-looking statements speak only as of the date they are made. Wizzard does not undertake, and specifically disclaims, any obligation to update any forward-looking statements to reflect events or circumstances occurring after the date of such statements.

Company Overview

Below is an update of our entire business, from our most recent entry into podcasting and apps, where we expect most of our future growth to occur, to our legacy businesses of offering core speech engine tools for software developers and technology solutions for the healthcare industry. Currently, our healthcare operations make up 52% of our revenue, but we expect our Media business to become our largest revenue generator at some point in the near future, and provide the largest revenue growth and profits. We believe this due to the size of our podcast operations, our market leadership position, our substantial presence in iTunes and the potential monetization of the content we distribute through our publishing platform, sale of Apps and paid subscriptions for content. The network growth of our media operation has occurred faster than initially expected and it is Management's opinion that we are still in the early stages of growth for this industry as we are seeing the flow of quality content coming to the Internet increase at a rapid pace and advertisers and audiences showing increased interest in the medium. Wizzard believes that our network and relevance in our industry will continue to grow and that Wizzard is positioned to be one of the leading companies in the podcast monetization business.

1. WIZZARD MEDIA

Wizzard Media is the four-year old division for our digital media and entertainment business. Wizzard Media is currently the industry's largest network of independent and professional digital media publishers utilizing RSS (podcasting) as a distribution method for episodic, audio and video shows. The Wizzard Media Network received over 450 million download requests for shows in 2006, 1 billion download requests in 2007, 1.2

billion download requests in 2008, 1.4 billion download requests in 2009, 1.6 billion in 2010 and 1.3 billion in 2011 to approximately 50 million total audience members throughout the year. Wizzard's publishing platform hosts 12,400 shows in 2011. Management believes that Wizzard Media offers the best podcast publishing platform in the industry and is one of only a few podcast publishing platforms that are able to charge publishers for use of the service. The majority of podcast publishing platforms offer their service for free, in hopes of making money exclusively from advertising sales. Management believes that our ability to charge for the services we provide is a testament to the quality of service. The total number of episodes on the Wizzard Network totaled 979,755 in 2011, all of which are available for immediate distribution. With the continuing success of iPods, iPhones, iPads, Android's mobile phones, Blackberry's smartphones, we expect the number of content publishers using our service and the number of consumers watching the shows to continue to grow rapidly on an annual basis. Wizzard's LibsynPRO Enterprise service had 78 network publishers in 2011. As Wizzard Media derives a portion of its revenues through data transfer from PRO customers, launching a new, feature rich version of the PRO publishing platform provides Management with the tools to grow the number of PRO publishers and thereby revenues associated with our data transfer business. Throughout 2011, revenue from data transfer totaled $291,333.

WIZZARD MEDIA – PUBLISHING SERVICES

Hosting, Distribution Network, Content, Platform Development

In 2011 the Wizzard Media Network received approximately 1.3 billion download requests for podcast episodes vs. 1.6 billion download requests in 2010, from a wide variety of distribution outlets to which Wizzard syndicates content. The Wizzard Media network received over 3.44 million requests for shows per day throughout 2011. Our network reaches over 20 million people around the world, creating what Management believes is a strong media asset and a very compelling platform for advertisers as well as smartphone App sales. Download requests are calculated by counting the number of shows requested for download by audience members. Wizzard works to generate profits by inserting advertisements in the shows in partnership with the show's publishers, charging for the use of our publishing platform and through the sale of Apps. As the online digital media industry is in the emerging stages, the majority of these shows are distributed without advertising and the total download requests listed above are provided to give an understanding of the potential size of advertising inventory available for Wizzard's third party advertising partners and its in-house advertising sales team to fill.

Currently, Wizzard Media distributes digital shows for our producers to a variety of web portals and content aggregators (approximately 27 in all), for both download and video streaming. Approximately 70% of the shows Wizzard distribute reach audiences using Apple's iTunes platform which includes iTunes on the computer, iPods, iPads, iPhones and Apple TV. It is Management's opinion that the Wizzard Media Network's substantial

presence in the iTunes Podcast Store is one of the Company's most valuable assets as consumers using iTunes are early adopters and spend money regularly on digital media. We believe this provides Wizzard with a unique offering for advertisers seeking that type of consumer and provides Wizzard with monetization opportunities for its podcast publishers through the sale of individual and network wide Apps.
Wizzard Media's technical development team continues to make significant accomplishments in terms of maintaining and expanding our publishing platform. This has maintained strong availability for producers and consumers as our user base continues to build and grow.

During the fourth quarter the team focused on developing a new internally branded paywall system with the ability to lock-down media serving. This system will allow top tier producers to sell and serve premium content. The team also rolled out a new billing system and customer sign up system for its indie network, bringing higher reliability, better tracking and a simpler user experience for producers. On the iOS front, the team dramatically ramped up the Podcast Box and also introduced the Podcast.com apps to the App Store. In the first stage of its social media integration the team added On-Publish support for Facebook and Twitter, first as a beta and then into general availability. This resulted in 3,000 combined posts to Facebook and Twitter from Libsyn during the fourth quarter. Lastly the team worked on prototypes of an HTML5 player to replace the flash based Wizzard Player and a new Directory web app which will serve as the basis for Wizzard's Facebook integration in quarter 1 of 2012.

We migrated Libsyn Indie users to the Libsyn3 platform throughout 2010. The migration was completed in early 2011 and represents a significant milestone in the upgrade of the features offered to our Producers. In migrating the 5 year old Libsyn Indie customers to the new Libsyn3 platform we were able to 'clean up' many non paying, in-active accounts during 2011. As a result, we now have 10,883 active podcast accounts. While this number is down, the number does not represent a drop in paying customers or revenue; it is solely a more accurate count of our active accounts.

WIZZARD MEDIA - APPS

Apps are small software applications that users can purchase and download to their iPhone and iPod Touch mobile devices with relative ease. During 2011, there were over 500,000 Apps in the App Store that have been downloaded by consumers over 25 billion times. App categories include video games, sports, productivity, entertainment, education and health & fitness. Some of these Apps are free, while others have to be purchased. These Apps range in price from $.99 to $100.00, with the average price under $4.99. During 2011, Wizzard continue its push on the Apps market using its podcast network and active podcasters to promote the Apps to consumers. Apple, Amazon and Google retain 30% of all App sales to cover the cost of running the App Store and App owners/ developers receive 70% of the sales proceeds. Wizzard believes it can continue to generate revenue through the iTunes Store, Google Market Place and Amazon App Store are briefly outlined below.

Sale of Podcast Apps

Wizzard created Apps that work on the iPhone and Android platforms and are currently for sale in the iTunes App Store, and the Amazon App Store. Wizzard currently has approximately 2,111 Apps for sale. Podcasters then market their very own App to their show's audience, many of whom use iPhones, iPods and Android phones. Management believes podcasters can be very successful marketing Apps to their audience, as they know their audience better than anyone else and are great influencers of their audience. The reasons Management believes an audience member would want to purchase Apps are: 1) Easier, faster access to the content. 2) Bonus content exclusively for App users. 3) Inexpensive and easy way to support their favorite podcasts. 4) Social communication features.

Wizzard now offers this App as a free monetizational tool to podcasters on the Wizzard Network as long as they have a qualifying monthly account. Currently, there are approximately 10,883 shows on the Wizzard Network and approximately 20 million audience members who consume podcasts. Wizzard submits each App for approval, which is not guaranteed and is based on the respective terms of service and approval process of the App Store, and manages the collecting of the revenue and distribution of the podcaster's share of the revenues. Wizzard expects to retain approximately 35% of the sale price that ranges from $.99 to $4.99 in most cases. Wizzard has submitted over 2,800 podcast Apps and has received approval for 2,111 Apps. These Apps are currently being sold around the world via Apple's App Store and the Amazon App Store. Throughout 2011, revenue from App sales totaled $353,971.

Wizzard developed a "Network App" which allows for hundreds of podcast Apps, inside one fully functional App. This is very similar to Amazon's Kindle App that includes tens of thousands of books inside one App. This Network App, if accepted into the various App stores, allows us to: 1) continue our business plan to offer App monetization tools to all producers in a streamlined, efficient process; 2) comply with the continually evolving and sometimes inconsistent App approval standards and their desire not to have 'cookie-cutter' Apps for all 250,000 podcasts in iTunes in the App Store causing approval delays and rejections; 3) have more control over the actual marketing of the podcast Apps through expanded distribution of the Network App and cross promotional opportunities; 4) focus more time and attention on podcast shows with larger audiences that sell more apps than the smaller podcast shows. As a result of this change in 'go to market' strategy for iPhone Apps, Wizzard believes it could enhance revenues going forward due to the fact that we will have more control over the marketing of, wider distribution and more opportunities to generate revenues with a Network App. For example, we could include widespread targeted promotions for Groupon or provide offers allowing people to earn Facebook credits. For our Amazon App products, we plan to continue to create individual Apps for podcasts on our network and off network, focusing on podcasts with the largest audiences. As the Android Market continues to evolve, we may consider an option to create a Network App as the business model dictates.

<u>Sale of Podcast Subscriptions and Episodes Via Custom Podcast Apps</u>

Once a podcaster has successfully marketed an App to its audience and has created a significant install base, Management believes that from time to time the podcaster can offer new content on a subscription basis or release a special episode, in addition to its normal podcast episodes, and charge a nominal fee ($1 - $3) for that episode to its audience. By having a successful, extremely easy to use micropayment platform in iTunes/iPhone/iPod Touch, Android and Amazon, Management believes that podcast audiences will be willing to pay a nominal fee ($1.99), from time to time, for special episodes of their favorite podcast and even sign up for inexpensive subscriptions ($.99 a month; $8.99 for 12 months) of new content. Wizzard earns a portion of the subscription and episode revenue for administering the App account and delivering the content to the consumer.

WIZZARD MEDIA - ADVERTISING

In 2011, Wizzard executed multiple national brand advertising campaigns for companies including Audible and Lego. These campaigns run across multiple shows, with different advertisers, resulting in $264,355 in 2011 advertising revenue.

Wizzard's Alchemy system is able to handle the insertion of advertisements into audio and video shows with geographical targeting capabilities, which was used for multiple advertising campaigns throughout 2011. Using the system, the Wizzard Media Network had the capability to deliver 4,006,081,205 advertisements in 2011 if 2.5 advertisements were placed in every podcast request downloaded from the network. In order to increase the percentage of filled advertising inventory we must continue to execute on our advertising sales strategy, integrate third party ad networks and portals and create relationships with more advertising agencies and their clients. The advertising capabilities number mentioned above and the tables for download inventory (below) demonstrates to advertisers the reach of the Wizzard Media Advertising Network as most advertisers want to see the opportunity for large advertising campaigns when considering a new medium for their marketing plans. Management believes that most advertisers prefer to deal with a few companies with large reach rather than many companies with smaller reach as it makes their advertising 'buys' and tracking easier to monitor.

Client results of our largest advertising execution to date were excellent in Management's opinion and we expect more buys from the client in the future. We have now had multiple advertisers renew campaigns with Wizzard including one advertiser that is on its 48th campaign, demonstrating what Management believes is excellent back-end ad operational customer service on Wizzard's part and a satisfactory ROI for our clients.

Wizzard Media currently has 22 distinct ad categories we take to market. As the number of publishers joining Wizzard's Advertising Network grows, so does the available advertising inventory for Wizzard's advertising sales team to sell.

Month		Potential Ad Impressions
October 2010		229,233,365
November 2010		229,114,522
December 2010	*	223,289,675
January 2011	*	247,194,412
February 2011	*	214,224,217
March 2011		243,623,205
April 2011		235,829,927
May 2011		262,660,535
June 2011	*	261,060,697
July 2011	*	268,023,215
August 2011	*	279,321,000
September 2011		272,019,545
October 2011		299,068,565
November 2011		350,041,795
December 2011	*	391,376,530

* December and January are historically strong months for downloads. June, July and August are historically slower months for downloads. Management believes that the above numbers demonstrate to advertisers the reach of the Wizzard Media network as most advertisers want to see the opportunity for large advertising campaigns. Management believes that most advertisers prefer to deal with a few companies with large reach rather than many companies with smaller reach as it makes their advertising 'buys' and tracking easier to monitor. Formula: Nielsen certified downloads x 2.5 (to take into account pre-roll and post-roll position, and 50% of all downloads capable of handling 1 mid-roll ad). While there can be no future pricing guarantees, the industry is currently charging, and plans to continue to charge, between $.01 and $.005 per downloaded ad. The advertisements tend to be no longer than 15 to 30 seconds and several ads can be inserted in one twenty-minute episode.

Nielsen Certified Downloads for Ad Network		
Month		Downloads
October 2010		91,693,346
November 2010		91,645,809
December 2010		89,315,870
January 2011	**	98,877,765
February 2011		85,689,687
March 2011		97,449,282
April 2011		94,331,971
May 2011		105,064,214
June 2011	**	104,424,279
July 2011		107,209,286
August 2011		111,728,400
September 2011		108,807,818
October 2011		119,627,426
November 2011		140,016,718

December 2011		156,550,612

** December and January are historically strong months for downloads. June, July and August are historically slower months for downloads. While there can be no future pricing guarantees, the industry average is $.01 and $.005 per downloaded ad. In order to win new business, at times, our ad sales force will give first time discounts in the per download price. The advertisements tend to be no longer than 15 to 30 seconds and several ads can be inserted in one twenty-minute episode.

2. WIZZARD TECHNOLOGY & SERVICES GROUP

Wizzard Software's legacy Technology & Services Group sells and licenses speech programming tools, related speech products and services, and distributable speech engines in over 13 languages worldwide. Wizzard receives the majority of its sales leads through arrangements with IBM and AT&T, as well as through our own Internet marketing efforts through Google, Yahoo and other major Internet search engines.

In 2011, our T&S Group saw the same level of revenue as 2010. The T&S Group continues to focus its efforts on core assistive application, website audio and alert systems. The website audio file distribution category currently shows the most promise for expanded business going forward.

The Speech Technology and Services Group's immediate focus is to increase revenue and be a preferred supplier for speech technologies to large businesses worldwide, emphasize great technologies, competitive prices, and high quality support to the speech development community and offer non-technical hosted speech conversion services to companies that have subscriber base in fast growing market segments. There can be no guarantee that customers will be willing to pay Wizzard for these services.

3. WIZZARD HEALTHCARE

Based in Casper, Wyoming and Billings, Montana, Interim Health Care of Wyoming has been serving its community for 17 years and is part of the fast growing home health segment of the healthcare industry, providing a wide range of visiting nurse services to the elderly, wounded and sick. It is one of the 300 home health agencies that comprise Interim Health Care, the largest home healthcare franchise in the United States. Wizzard currently derives the bulk of its revenues, 52%, from its home healthcare and staffing operations.

As the census (number of patients utilizing facilities) continues to be low in the hospital, we are taking the necessary steps to position ourselves in preparation of an upturn in the census for these facilities so when the economy recovers the result is an increase in the use of our services. At the same time our home healthcare service continued to be strong and provided a consistent stream of revenue through 2011. While we have not yet returned to the levels achieved prior to the down turn in the economy, we have seen an increase in revenue for staffing services in Billings, Montana, and an increase in revenue over the prior year within our Home Healthcare segment. Our home healthcare services continued to be strong and provided a consistent stream of revenue during 2011.

In 2012, as with most businesses in today's economy, we are approaching our healthcare business with conservative optimism. As for our operations in Billings, Montana and its focus on the medical staffing industry, we anticipate a possible modest increase in the demand for our medical staffing services during the upcoming year. As such, we will continue to evaluate opportunities to expand the realm of services we offer. Promotional activities are being managed as the offices experience fluctuations in the day-to-day operations and as we embark on new business opportunities.

Our home healthcare business continues to be a substantial revenue generator for our Company as our country's population ages and new methods of patient data capture become critical components for delivering high quality, affordable healthcare services in a patient's home. Although this has been a gradual process, we believe that we continue to build a solid business that will offer a complimentary package of new technology and traditional services.

Critical Accounting Policies and Estimates

Revenue Recognition - Revenue is recognized when earned. The Company's revenue recognition policies are in compliance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 605, 985 Software — Revenue Recognition and the Securities and Exchange Commission Staff Accounting Bulletin No. 101 and 104.

The Company recognizes revenue from providing podcast hosting services when the services are provided and the sale of apps when collection is received. The Company recognizes revenue from the providing of healthcare services when the services are provided and collection is probable. The Company sells packaged and custom software products and related speech recognition product development consulting. Software product revenues are recognized upon shipment of the software product only if no significant Company obligations remain, the fee is fixed or determinable, and collection is received or the resulting receivable is deemed probable. Revenue from package software products are recorded when the payment has been received and the software has been shipped. Revenue is recognized, net of discount and allowances, at the time of product shipment. Revenue from non-recurring programming, engineering fees, consulting service, support arrangements and training programs are recognized when the services are provided.

Accounts Receivable – We evaluate the creditworthiness of our customers based on their financial information, if available, as well as information obtained from suppliers and past experiences with customers. In some instances, we require new customers to make prepayments. Accounts receivable consist of trade receivables arising in the normal course of business. Any allowance established is subject to judgment and estimates made by management. The Company determines the allowance based on known troubled accounts, historical experience, and other currently available evidence. We established an allowance for doubtful accounts of $34,200 and $34,200 at December 31, 2011 and 2010, respectively.

Goodwill and Definite-life intangible assets - The Company accounts for Goodwill and definite-life intangible assets in accordance with provisions of the Statement of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 350, Intangibles, Goodwill and Other. Goodwill and intangible assets acquired in a purchase business combination and determined to have an indefinite useful life are not amortized, but instead are tested for impairment at least annually in accordance with the provisions of Topic 350. Impairment losses arising from this impairment test, if any, are included in operating expenses in the period of impairment. Topic 350 requires that definite intangible assets with estimable useful lives be amortized over their respective estimated useful lives, and reviewed for impairment in accordance with Topic 360, criteria for recognition of an impairment of Long-Lived Assets.

Stock-based compensation - The Company accounts for options in accordance with the provisions of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") ASC Topic 718, *Compensation – Stock Compensation*. For the years ended December 31, 2011 and 2010, the Company recorded stock-based employee compensation expense of $92,888 and $52,164, respectively, and stock –based compensation expense to employees and consultants of $61,869 and $103,555, respectively, for options that were issued and immediately exercised. The remaining estimated pretax amortization on unvested options will be recognized during 2012. The plans are more fully described in Note 8 of our consolidated financial statements.

Estimating the fair value of options granted requires us to utilize valuation models and to establish several underlying assumptions. The fair value of option grants was estimated using the Black-Scholes option valuation model based on the following weighted average assumptions:

	2011		2010
Dividend yield	0 %		0 %
Expected life	3 yrs		3 yrs
Expected volatility	100.7%		87.8%
Risk-free interest rate	1.09%		1.4%

The risk-free interest rate is the implied yield available for zero-coupon U.S.

government issues with a remaining term equal to the expected life of the options.

The expected lives of the options are determined based on the Company's expectations of individual option holders anticipated behavior and the term of the option.

Volatility is based upon price performance of the Company over an equivalent term of the issued options to determine potential volatility of the issued options.

Restatement - On February 23, 2012, the Company affected a 1 for 12 reverse stock-split. All references to stock issuances and per share data have been reflected in these financial statements.

Results of Operations.

Year Ended December 31, 2011 Compared to Year Ended December 31, 2010

Wizzard derives its revenue from podcast publishing platform fees, podcast advertising sales, App sales as well as through speech recognition and text-to-speech programming tools, distributable engines and speech related consulting services and support. Additionally, Wizzard derives revenues through the offering of home healthcare services through its wholly-owned subsidiary, Interim Healthcare of Wyoming, Inc.

During 2011, Wizzard recorded revenues of $6,540,217, an increase of $1,000,095, or approximately 18%, from our revenues of $5,540,122 in 2010. This increase was driven by our Media business and Home Healthcare segments. The increase in home healthcare revenue was the result of the increased use of our services, especially a return to using temporary staffing during 2011. The Media business saw significant increases in Hosting fees and App sales. The increase in hosting fees was due to the increase in the number of producers using our services. Our Software segment experienced a slight revenue increase of 3% from the previous year.

During 2011, cost of goods sold was $3,475,386, a decrease of $55,717, or approximately 2%, over the 2010 figure of $3,531,103. This decrease was driven by reduced bandwidth cost throughout 2011 in our media business, however this was offset by an increase within our home healthcare segment, which was driven by the increase in sales of our services during 2011. Wizzard generated a gross profit of $3,064,831 in 2011, versus a gross profit of $2,009,019 in 2010, an increase of 53%.

In 2011, Wizzard had operating expenses of $12,658,822, as compared to $4,814,877 in 2010, an increase of 163%.

Selling expenses decreased to $258,294 in 2011, from $478,801 in the prior year. This decrease of 46% is due primarily to our decreased spending on marketing efforts throughout 2011.

General and administrative expenses decreased to $1,273,661 in 2011, from $1,299,982 in the prior year, a decrease of 2%, due to our continued effort to control overhead costs within our Media business segment during 2011. Salaries, wages and related expenses increased to $2,147,831 in 2011 from $1,987,649 in 2010, an increase of 8%, which is a result of salary increases for employees across all segments. Consulting fees increased to $906,869 in 2011 from $727,845, an increase of 25%. This increase was due to the use of consultants for the due diligence work on the proposed FAB acquisition. This expense incurred during 2011 totaled approximately $376,000.

Wizzard incurred non-cash legal, public relations and consulting fees of $61,869 in fiscal 2011, as compared to $103,555 in 2010. Wizzard has been able to pay for valuable and sometimes critical services with our common stock. This has helped us to use our cash for operations. For all such stock issuances, we valued the stock at the market price at the close of the day of issuance. All related expense was recorded the same day. During the fourth quarter 2011, the Company recorded a $7,785,757 non-cash charge for impairment of goodwill due to a decrease in the estimated fair value of the Company's reporting units.

Interest expense decreased to $256,580 in 2011, from $1,142,642 in 2010, due to amortization of $5,329 in 2011 versus $344,294 in 2010 of the discount on our 5% convertible note payable related the beneficial conversion feature and warrants issued in connection with the convertible notes payable. During 2011, the remaining convertible notes payable and Series A Preferred Stock were converted to common stock, thus the reduction in interest expense.

Net loss available to common stockholders increased 143% to $9,979,883 in 2011, as compared to a net loss available to common stockholders of $4,110,459 in 2010. This increase in net loss available to common stockholders for 2011 was primarily due to the recording of $7,785,757 non-cash expense for impairment of goodwill for 2011versus the amortization of 5% notes payable of $344,294 for 2010, and $262,284 in 2010 for issuance, re-pricing and extension of warrants. Basic and diluted loss per common share was $1.31 in 2011, compared to $0.76 in 2010.

Year Ended December 31, 2010 Compared to Year Ended December 31, 2009

Wizzard derives its revenue from podcast publishing platform fees, podcast advertising sales, App sales as well as through speech recognition and text-to-speech programming tools, distributable engines and speech related consulting services and support. Additionally, Wizzard derives revenues through the offering of home healthcare services through its wholly-owned subsidiary Interim Healthcare of Wyoming, Inc.

During 2010, Wizzard recorded revenues of $5,540,122, an increase of $346,432, or approximately 7%, from our revenues of $5,193,690 in 2009. This increase was driven by our Healthcare segment with the recovery of the economy and expansion of the services we provide combined with expanding our geographic reach. The increase in home healthcare revenue was the result of the increased use of our services. Additionally, our Media segment experienced an increase due to an increase in our hosting fees and a full year of App sales. The increase in hosting fees was due to the increase in the number of producers using our services. Our Software segment experienced a slight decline of 1% from the previous year.

During 2010, cost of goods sold was $3,531,103, an increase of $177,672, or approximately 5%, over the 2009 figure of $3,353,431. This increase is a direct result of the increase in sales of our products and services during 2010. Wizzard generated a gross profit of $2,009,019 in 2010, versus a gross profit of $1,840,259 in 2009, an increase of 9%.

In 2010, Wizzard had operating expenses of $4,814,877, as compared to $5,640,032 in 2009, a decrease of 15%.

Selling expenses decreased to $478,801 in 2010, from $592,064 in the prior year. This decrease of 19% is due primarily to the decreased number of employees during 2009 that were focused on our media services operation and obtaining additional content with the full year impact realized in 2010.

General and administrative expenses decreased to $1,299,982 in 2010, from $1,413,825 in the prior year, a decrease of 8%, due primarily our effort to reduce overhead costs within our Media business segment during 2010. Salaries, wages and related expenses decreased to $1,987,649 in 2010 from $2,092,880 in 2009, a decrease of 5%, driven by an effort to reduce overhead costs within our Media business segment. Consulting fees decreased to $727,845 in 2010 from $1,230,922, a decrease of 41% due to a decrease in the use of outside consultants in the areas of public relations, investor relations, market research, combine with the fair market value decrease of the stock for consultants that were paid in stock.

Wizzard incurred non-cash legal, public relations and consulting fees of $103,555 in fiscal 2010, as compared to $619,092 in 2009. For fiscal 2010, $33,765 was for consulting fees, and $69,790 for selling expense. Of this non-cash amount in fiscal 2009, the non-cash amount includes $127,500 was for investor relation services, $388,472 was for consulting fees, and $103,120 for selling expense. Due to the increased liquidity of our common stock traded on the NYSE Amex, Wizzard has been able to pay for valuable and sometimes critical services with common stock. This has helped us to use our cash for operations. For all such stock issuances, we valued the stock at the market price at the close of the day of issuance. All related expense was recorded the same day.

Interest expense decreased to $1,142,642 in 2010, from $2,630,082 in 2009, due to amortization of $344,294 in 2010 versus $1,146,383 in 2009 of the discount on our 5% convertible note payable related the beneficial conversion feature and warrants issued in connection with the convertible notes payable, and the expense for re-pricing and conversion of warrants totaling $1,306,168 in 2009 versus $385,636 in 2010 for extension of maturity date on notes payable.

Net loss available to common stockholders decreased 37% to $4,110,459 in 2010, as compared to a net loss available to common stockholders of $6,509,017 in 2009. The decrease in net loss available to common stockholders for 2010 was primarily due to the recording of a non-cash expense on the amortization of 5% notes payable of $1,146,383 for 2009 versus $344,294 for $2010, and interest expense of $1,306,168 in 2009 versus $262,284 in 2010 for issuance, re-pricing and extension of warrants. Basic and diluted loss per common share was $0.76 in 2010, compared to $1.56 in 2009.

Liquidity and Capital Resources.

2011 compared to 2010

Current assets at December 31, 2011 included $2,029,147 in cash and accounts receivable, an increase of $1,260,048, or 164%, from our cash and accounts receivable of $769,099 at December 31, 2010. The increase is due to the issuance of common stock for cash in January 2011.

During fiscal 2011, our operating activities used net cash of $1,587,156, as compared to $2,423,158 in net cash used by operating activities during 2010.

In 2011, depreciation and amortization expense was $53,790, which was down from $209,233in 2010. This decrease was attributed to purchase of Developer Apps during 2009 and the related amortization of these intangibles through 2010. No such purchases were made during 2011.

Net cash used in investing activities increased to $161,160 in 2011, versus $42,530 in 2010. During 2011, the Company purchase $11,160 of equipment, versus 2010, where the Company paid $42,530 for equipment. The company also invested $150,000 in marketable securities in 2011. No such investments were made in 2010.

In 2011, net cash provided by financing activities increased to $2,923,575, from $1,975,000 in 2010. Cash of $1,975,000 was provided by the issuance of common stock in 2010, less the payment of offering costs of $25,000; in 2011, cash of $3,923,575 was provided by the issuance of common stock, less the payment of offer costs of $256,425. Also during 2011, the Company paid off its $1,000,000 of notes payable.

At December 31, 2011, the Company had working capital of $1,062,662, as compared to negative working capital of $1,334,708 at December 31, 2010. This increase in working capital is due to cash received for the issuance of common stock during 2011.

2010 compared to 2009

Current assets at December 31, 2010 included $769,099 in cash and accounts receivable, a decrease of $532,633, or 41%, from our cash and accounts receivable of $1,301,732 at December 31, 2009. The decrease is due to the use of working capital in operations during 2010.

During fiscal 2010, our operating activities used net cash of $2,423,158, as compared to $2,712,981 in net cash used by operating activities during 2009.

In 2010, depreciation and amortization expense was $209,233, which was down from $342,733 in 2009. This decrease was attributed to purchase of Developer Apps during 2009 and the related amortization of these intangibles through 2010.

Net cash used in investing activities increased to $42,530 in 2010, versus $13,886 in 2009. During 2010, the Company purchased $42,530 of equipment, versus 2009, where the Company paid $13,886 for equipment.

In 2010, net cash provided by financing activities increased to $1,975,000, from $1,754,400 in 2009. Cash of $1,975,000 was provided by the issuance of common stock in 2010, less the payment of offering costs of $25,000; in 2009, there was cash provided by the issuance of common stock of $1,754,400, less the payment of offering costs of $45,600.

At December 31, 2010, the Company had negative working capital of $1,334,708, as compared to negative working capital of $1,254,633 at December 31, 2009. This decrease in working capital is due to use of cash for operating activities.

Contractual Obligations

Not applicable to smaller reporting companies.

Off-Balance Sheet Arrangements

We have operating leases for certain facilities, but otherwise do not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on our financial condition, results of operations, liquidity, or capital resources.

Item 7A. Quantitative and Qualitative Disclosure about Market Risk

Not applicable to smaller reporting companies.

Item 8. Financial Statements and Supplementary Data.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Board of Directors
WIZZARD SOFTWARE CORPORATION AND SUBSIDIARIES

Management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934). Our internal control over financial reporting is designed to provide reasonable assurance to management and the Board of Directors regarding the preparation and fair presentation of published financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Management assessed the effectiveness of our internal control over financial reporting as of December 31, 2011. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control — Integrated Framework. Based on our assessment, management believes that we maintained effective internal control over financial reporting as of December 31, 2011.

Date:	*3/16/12*		*By:*	*/s/ Christopher J. Spencer*
				Christopher J. Spencer
				Chief Executive Officer and President

Date:	*3/16/12*		*By:*	*/s/ John Busshaus*
				John Busshaus
				Chief Financial Officer

Pittsburgh, Pennsylvania
March 16, 2012

Gregory & Associates, LLC [Letterhead]
REPORT OF INDEPENDENT
REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors
WIZZARD SOFTWARE CORPORATION AND SUBSIDIARIES
Pittsburgh, Pennsylvania 15213

We have audited the accompanying consolidated balance sheets of Wizzard Software Corporation and subsidiaries as of December 31, 2011 and 2010, and the related consolidated statements of operations, stockholders' equity and cash flows for the years ended December 31, 2011, 2010 and 2009. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, and audit of its internal controls over financial reporting for the years ended December 31, 2011 and 2010. Our audit included consideration of internal controls over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company’s internal controls over financial reporting for the years ended December 31, 2011 and 2010. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, based on our audit, the consolidated financial statements audited by us present fairly, in all material respects, the financial position of Wizzard Software Corporation and subsidiaries as of December 31, 2011 and 2010 and the results of their operations and their cash flows for the years ended December 31, 2011, 2010 and 2009, in conformity with generally accepted accounting principles in the United States of America.

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has not yet established profitable operations and has incurred significant losses since its inception. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regards to these matters are also described in Note 2. The consolidated financial statements do not include any adjustments that might result from the outcome of these uncertainties.

/s/ Gregory & Associates, LLC

March 30, 2012
Salt Lake City, Utah

104000 - Statement - WIZZARD SOFTWARE CORPORATION AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS

Statement of Financial Position	December 31, 2011		December 31, 2010	
CURRENT ASSETS:				
Cash	1,442,465		267,206	
Accounts receivable, net of $34,200 and $34,200 allowance	586,682		501,893	
Prepaid expenses	40,054		43,713	
Total current assets	2,069,201		812,812	
PROPERTY AND EQUIPMENT, net	36,303		78,933	
GOODWILL	12,673,912		20,459,669	
OTHER ASSETS	3,582		3,582	
Total assets	14,782,998		21,354,996	
CURRENT LIABILITIES:				
Accounts payable	658,541		681,698	

Accrued expenses	337,454		298,268	
Notes payable - current portion	0		1,000,000	
Convertible Debt, net of discount of $0 and $5,329	0		159,671	
Deferred revenue	10,544		7,883	
Total current liabilities	1,006,539		2,147,520	
Total liabilities	1,006,539		2,147,520	
STOCKHOLDERS' EQUITY				
Preferred stock, $.001 par value, 10,000,000 shares authorized, 0 and 4,000 Series A cumulative, convertible issued and outstanding, respectively	0		4	

Common stock, $.001 par value, 200,000,000 and 100,000,000 shares authorized, respectively, 8,125,530 and 5,822,763 shares issued and outstanding, respectively	8,126		5,823	
Additional paid-in capital	84,024,736		79,478,169	
Accumulated deficit	(70,256,403)		(60,276,520)	
Total stockholders' equity	13,776,459		19,207,476	
Total liabilities and stockholders' equity	14,782,998		21,354,996	

Wizzard Software Corporation and Subsidiaries Balance Sheet (Parenthetical)					
Statement of Financial Position		December 31, 2011			December 31, 2010

Allowance for doubtful accounts		34,200			34,200
Convertible debt discount		0			5,329
Preferred stock authorized		10,000,000			10,000,000
Preferred stock par value		0.001			0.001
Preferred stock outstanding		0			4,000
Common stock authorized		200,000,000			100,000,000
Common stock par value		0.001			0.001
Common stock outstanding		8,125,530			5,822,760

See accompanying notes to these unaudited consolidated financial statements.

124000 - Statement - WIZZARD SOFTWARE CORPORATION AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF OPERATIONS

	December 31, 2011		December 31, 2010		December 31, 2009
Wizzard Statement of Operations					
REVENUE					
Software	818,082		800,088		806,163

Healthcare	3,425,721		3,099,092		2,904,782
Media Services	2,296,414		1,640,942		1,482,745
Total Revenue	6,540,217		5,540,122		5,193,690
COST OF GOODS SOLD					
Software cost of goods sold	304,825		328,943		315,027
Healthcare cost of goods sold	2,305,789		2,089,811		1,979,983
Media Services cost of goods sold	864,772		1,112,349		1,058,421
Total Cost of Goods Sold	3,475,386		3,531,103		3,353,431
Gross Profit	3,064,831		2,009,019		1,840,259
OPERATING EXPENSES					
Selling expenses	258,294		478,801		592,064
General and administrative	1,273,661		1,299,982		1,413,825
Salaries, wages and related expenses	2,147,831		1,987,649		2,092,880
Consulting fees	906,869		727,845		1,230,922

Research and development	286,410		320,600		310,341
Impairment of goodwill	(7,785,757)		0		(84,512)
Total Operating Expenses	12,658,822		4,814,877		5,724,544
LOSS FROM OPERATIONS	(9,593,991)		(2,805,858)		(3,884,285)
OTHER INCOME (EXPENSE):					
Loss on marketable securities	(150,000)		0		0
Extension of notes payable	0		(385,636)		0
Extension and re-pricing of warrants	(243,876)		0		(1,306,254)
Interest income	3,621		1,727		2,242
Interest expense	(12,704)		(757,006)		(1,323,828)
Other income (expense)	17,067		(163,686)		3,108
Total Other Income (Expense)	(385,892)		(1,304,601)		(2,624,732)

LOSS BEFORE INCOME TAXES	(9,979,883)		(4,110,459)		(6,509,017)
CURRENT INCOME TAX EXPENSE	0		0		0
DEFERRED INCOME TAX EXPENSE	0		0		0
NET LOSS	(9,979,883)		(4,110,459)		(6,509,017)
DIVIDEND					
Preferred dividend	0		0		0
NET LOSS AVAILABLE TO COMMON SHAREHOLDERS	(9,979,883)		(4,110,459)		(6,509,017)
BASIC LOSS PER COMMON SHARE AVAILABLE TO COMMON SHAREHOLDERS	(1.31)		(0.76)		(1.56)

BASIC WEIGHTED AVERAGE COMMON SHARES OUTSTANDING	7,615,663		5,387,033		4,168,716
DILUTED LOSS PER COMMON SHARE AVAILABLE TO COMMON SHAREHOLDERS	(1.31)		(0.76)		(1.56)
DILUTED WEIGHTED AVERAGE COMMON SHARES OUTSTANDING	7,615,663		5,387,033		4,168,716

See accompanying notes to these unaudited consolidated financial statements.

WIZZARD SOFTWARE CORPORATION STATEMENT OF STOCKHOLDERS' EQUITY [Restated]

FOR THE YEARS ENDED DECEMBER 31 2011, 2010 AND 2009

Additional

Common Stock		Preferred Stock		Paid In		Accumulated

SharesAmountSharesAmountCapitalDeficitBalance at December 31, 20083,809,498$3,8106,032$6$70,036,687$(49,657,044) Stock issued for consulting services14,58415--127,485-Stock issued upon exercise of options for services86,51486--491,506-Stock issued upon conversion of notes payable and accrued interest96,85897--506,137-Stock issued upon conversion of Series A Preferred Stock154,167154(1,850)(2)(152)-Stock Issued upon conversion of warrants142,074142--1,013,325-Issuance of Common Stock350,0003501,754,050-Acquisition of Developer Apps51,75052--366,968-Compensation for notes payable which were re-priced and terms extended----950,527-Compensation for warrants which were re-priced and terms extended----292,702-Compensation for vested stock options ----38,371-Net Loss for the year ended December 31, 2009-----(6,509,017)Balance at December 31, 20094,705,445$4,7064,182$4$75,577,606$(56,166,061)Stock issued for consulting services35,09235--103,521-Stock issued upon conversion of notes payable and accrued interest285,558285--889,553-Stock issued upon conversion of Series A Preferred Stock37,91738(182)-(38)-Stock Issued upon conversion of warrants4,1674--17,996-Issuance of Common Stock for cash666,667667--1,974,333-Acquisition of Developer Apps9,1679--37,991-Compensation for re-pricing and terms extended78,75079--825,043-Compensation for vested stock options ----52,164-Net Loss for the year ended December 31, 2010-----(4,110,459)Balance at December 31, 20105,822,763$5,8234,000$4$79,478,169$(60,276,520)Stock issued for consulting services29,16729--81,470-Stock issued upon exercise of options for services21,81022--47,847-Stock issued upon conversion of notes payable and accrued interest58,31458--174,885-
The accompanying notes are an integral part of these financial statements.
Stock issued upon conversion of Series A Preferred Stock625,000625(4,000)(4)(621)-Stock Issued upon conversion of warrants416,671417--1,099,583-Issuance of Common Stock for cash1,166,6721,167--2,822,408-Forfeiture of Stock for Developer Apps(15,417)(15)--15-Change in FMV of Derivative Liability----(15,784)-Compensation for re-pricing and terms extended----243,876-Compensation for vested stock options ----92,888-Fractional share adjustment with 1 for 12 reverse stock split550-----Net Loss for the year ended December 31, 2011-----(9,979,883)Balance at December 31, 20118,125,530$8,1260$0$84,024,736$(70,256,403)
The accompanying notes are an integral part of these financial statements.

152200 – Statement - WIZZARD SOFTWARE CORPORATION AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CASH FLOWS

	December 31, 2011		December 31, 2010		December 31, 2009
Wizzard Statement of Cash Flows					
Cash Flows from Operating Activities					
Net loss	(9,979,883)		(4,110,459)		(6,509,017)
Adjustments to reconcile net loss to net cash used in operating activities:					
Amortization of discount on notes payable	5,329		344,294		1,146,383
Cashless exercise of warrants	243,876		262,284		1,306,168
Compensation for extension of notes payable	0		385,636		0
Stock for non cash expenses	61,869		103,555		619,092

Non-cash compensation - options issued	92,888		52,164		38,371
Impairment of goodwill	7,785,757		0		84,512
Change in value of derivative liability	(15,784)		0		0
Non-cash interest expense on notes payable	9,942		68,739		72,325
Depreciation and amortization expense	53,790		209,233		342,733
Loss realized on marketable securities	150,000				
Change in assets and liabilities:					
Increase (Decrease) Accounts receivable	(84,790)		41,945		221,081
Increase (Decrease) Prepaid expenses	3,659		(11,610)		6,538

(Increase) Decrease Accounts payable	(23,156)		102,956		148,572
(Increase) Decrease Accrued expense	106,686		121,739		(144,313)
(Increase) Decrease Deferred revenue	2,661		6,366		(45,426)
Net Cash Used in Operating Activities	(1,587,156)		(2,423,158)		(2,712,981)
Cash Flows from Investing Activities:					
Purchase of property & equipment	(11,160)		(42,530)		(13,886)
Investment in marketable securities	(150,000)		0		0
Net Cash Used in Investing Activities	(161,160)		(42,530)		(13,886)

Cash Flows from Financing Activities:					
Issuance of common stock	3,923,575		1,975,000		1,754,400
Payments on notes payable	(1,000,000)		0		0
Net Cash Provided by (Used in) Financing Activities	2,923,575		1,975,000		1,754,400
Net Increase (Decrease) in Cash	1,175,259		(490,688)		(972,467)
Cash at Beginning of Period	267,206		757,894		1,730,361
Cash at End of Period	1,442,465		267,206		757,894
Supplemental Disclosures of Cash Flow Information					
Cash paid during the periods for:					
Interest	52,799		112,023		110,656

Income taxes	0		0		0

(Continued)

The accompanying notes are an integral part of these financial statements.

WIZZARD SOFTWARE CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Continued)

Supplemental Disclosure of Non-Cash Investing and Financing Activities:	For the Years Ended December 31,		
	2011	2010	2009
Compensation for re-pricing and extension of warrants	243,876	262,284	1,306,168
Value of stock issued upon exercise of options for services	61,869	103,555	491,592
Value of stock issued to consultants	-	-	127,500
Amortization of discount on notes payable	5,329	344,294	1,146,383
Compensation upon vesting of stock options granted	92,888	52,164	38,371

Value of stock issued upon conversion of notes payable and related accrued interest		9,942		889,839		506,235
Change in fair market value of derivative liability		(15,784)		0		0
Loss realized on marketable securities		150,000		-		-
Value of stock issued for acquisition Developer Apps		0		38,000		367,020
Value of warrants issued for extension of notes payable		0		385,636		-

During 2011, the company issued 625,000 common shares upon conversion of 4,000 shares of Series A Preferred Stock.

On January 19, 2011, the Company recorded $114,349 of expense for the re-pricing of the conversion price of the Series A Preferred Stock from $9.60 to $6.399996 per share.

On January 21, 2011, the Company closed a Subscription Agreement by which six institutional investors purchased 1,166,672 shares of Common Stock, par value $.001 and 440,268 warrants, for a total amount of $2,823,575, net of fees of $256,400.

During 2010, the company issued 37,917 common shares upon conversion of 182 shares of Series A Preferred Stock.

On April 8, 2010, the Company changed the conversion price of the 5% Convertible Notes Payable from $4.80 per share to $3.00 per share. This resulted in the recording of a beneficial conversion feature valued at $195,202

On April 8, 2010, the Company closed a Subscription Agreement by which five institutional investors purchased 666,667 shares of Common Stock, par value $.001 and 416,667 warrants, for a total amount of $1,975,000, net of fees of $25,000.

During 2009, the company issued 154,167 common shares upon conversion of 1,850 shares of Series A Preferred Stock.

On September 19, 2009, the Company changed the conversion price of the 5% Convertible Notes Payable from $6.00 per share to $4.80 per share. This resulted in the recording of a beneficial conversion feature valued at $94,289

On June 19, 2009, the Company changed the conversion price of the 5% Convertible Notes Payable from $12.00 per share to $6.00 per share. This resulted in the recording of a beneficial conversion feature valued at $451,990.

During 2008, the company issued 6,852 common shares upon conversion of 115 shares of Series A Preferred Stock and payment of $1,466 in dividend payable.

On December 2, 2008, the Company changed the conversion price of the 5% Convertible Notes Payable from $24.00 per share to $12.00 per share. This resulted in the recording of a beneficial conversion feature valued at $420,885

On December 2, 2008, the Company amended the Series A Preferred Stock reducing the conversion price to common stock from $24.60 per share to $12.00 per share, and eliminating future cumulative dividends. Also, the company issued 21,062 common shares in payment of $177,421 in dividend payable.

The accompanying notes are an integral part of these financial statements.

WIZZARD SOFTWARE CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization - Wizzard Software Corporation ["Parent"], a Colorado corporation, was organized on July 1, 1998. The Company operates in three segments, Software, Healthcare and Media Services. The Software segment engages primarily in the development, sale, and service of custom and packaged computer software products. The Media Services provides podcast hosting, content management tools and advertising services. The Healthcare segment operates primarily in the home healthcare and healthcare staffing services in Wyoming and Montana. On September 8, 2005, Parent purchased all of the issued and outstanding shares of Interim Healthcare of Wyoming, Inc. ["Interim"], a Wyoming corporation, in a transaction accounted for as a purchase. On February 27, 2007, Parent organized Wizzard Acquisition Corp., a Pennsylvania corporation, to acquire and dissolve into the operations of Webmayhem, Inc. [Libsyn], a Pennsylvania corporation, in a transaction accounted for as a purchase. On April 3, 2007, Interim purchased the operations of Professional Personnel, Inc., d.b.a., Professional Nursing Personnel Pool ["PNPP"].

Consolidation - The financial statements presented reflect the accounts of Parent, Libsyn and Interim. All significant inter-company transactions have been eliminated in consolidation.

Accounting Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Management made assumptions and estimates for determining reserve for accounts receivable, obsolete inventory and in determining the impairment of definite life intangible assets and goodwill. Actual results could differ from those estimated by management.

Reclassification – The financial statements for the period ended prior to December 31, 2011 have been reclassified to conform to the headings and classifications used in the December 31, 2011 financial statements.

Cash and Cash Equivalents – The Company considers all highly liquid investments with an original maturity date of three months or less when purchased to be cash equivalents.

Accounts Receivable - Accounts receivable consist of trade receivables arising in the normal course of business. At December 31, 2011 and 2010, the Company has an allowance for doubtful accounts of $34,200 which reflects the Company's best estimate of probable losses inherent in the accounts receivable balance. The Company determines the allowance based on known troubled accounts, historical experience, and other currently available evidence. During the years ended December 31, 2011, 2010 and 2009, the Company adjusted the allowance for bad debt by $0, $0 and $0, respectively.

Marketable Securities - The Company classifies its marketable securities as available-for-sale. These marketable securities consist of corporate equity securities that are stated at market value. Unrealized gains and losses on available-for-sale securities are reflected as other comprehensive income (losses), net of tax, in stockholders' equity. Realized gains and losses on all marketable securities are included in operations and are derived using the specific identification method for determining the cost of securities sold. It is the Company's intent to maintain a liquid portfolio to take advantage of investment opportunities; therefore, all marketable securities are classified as current assets and available for sale.

Depreciation - Depreciation of property and equipment is provided on the straight-line method over the estimated useful lives.

Goodwill and Definite-life intangible assets - The Company accounts for Goodwill and definite-life intangible assets in accordance with provisions of Statement of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 350, Intangibles--Goodwill and Other. Goodwill and intangible assets acquired in a purchase business combination and determined to have an indefinite useful life are not amortized, but instead are tested for impairment at least annually in accordance with the provisions of Topic 350. Impairment losses arising from this impairment test, if any, are included in operating expenses in the period of impairment. Topic 350 requires that definite intangible assets with estimable useful lives be amortized over their respective estimated useful lives, and reviewed for impairment in accordance with Topic 360, criteria for recognition of an impairment of Long-Lived Assets.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Software Development Costs - We account for software development costs, including costs to develop software products or the software component of products to be marketed to external users, as well as software programs to be used solely to meet our internal needs in accordance with ASC 985 Software. We have determined that technological feasibility for our products to be marketed to external users was reached shortly before the release of those products. As a result, the development costs incurred after the establishment of technological feasibility and before the release of those products were not material, and accordingly, were expensed as incurred. In addition, costs incurred during the application development stage for software programs to be used solely to meet our internal needs were not material.

Loss Per Share - The Company computes loss per share in accordance with FASB ASC Topic 260, Earnings Per Share, which requires the Company to present basic earnings per share and diluted earnings per share when the effect is dilutive (see Note 11).

Income Taxes - The Company accounts for income taxes in accordance with FASB ASC Topic 740, Accounting for Income Taxes. This topic requires an asset and liability approach for accounting for income taxes (see Note 9).

Advertising Costs - Advertising costs are expensed as incurred and amounted to $85,039, $293,546and $162,518 for the period ending December 31, 2011, 2010 and 2009, respectively.

Fair Value of Financial Instruments - The Company accounts for fair value measurements for financial assets and financial liabilities in accordance with FASB ASC Topic 820. The authoritative guidance, which, among other things, defines fair value, establishes a consistent framework for measuring fair value and expands disclosure for each major asset and liability category measured at fair value on either a recurring or nonrecurring basis. Fair value is defined as the exit price, representing the amount that would either be received to sell an asset or be paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the guidance establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

• Level 1. Observable inputs such as quoted prices in active markets for identical assets or liabilities;

• Level 2. Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and
• Level 3. Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

Unless otherwise disclosed, the fair value of the Company's financial instruments including cash, accounts receivable, prepaid expenses, accounts payable, accrued expenses and notes payable approximates their recorded values due to their short-term maturities.

Revenue Recognition - Revenue is recognized when earned. The Company's revenue recognition policies are in compliance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 985-605, Software — Revenue Recognition. The Company's revenue recognition policies are also in compliance with the Securities and Exchange Commission Staff Accounting Bulletin No. 101 and 104.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Software - The Company sells packaged and custom software products and related voice recognition product development consulting. Software product revenues are recognized upon shipment of the software product only if no significant Company obligations remain, the fee is fixed or determinable, and collection is received or the resulting receivable is deemed probable. Revenue from package software products are recorded when the payment has been received and the software has been shipped. Revenue is recognized, net of discount and allowances, at the time of product shipment. For packaged software products the Company offers a 30 day right of return. Provisions are recorded for returns, concessions, and bad debts and at December 31, 2011 and 2010 amounted to $0. Revenue related to obligations, which include telephone support for certain packaged products, are based on the relative fair value of each of the deliverables determined based on vendor-specific objective evidence ("VSOE") when significant. The Company VSOE is determined by the price charged when each element is sold separately. Revenue from packaged software product sales to and through distributors and resellers is recorded when payment is received and the related products are shipped. The Company's distributors or resellers do not carry packaged software product inventory and thus the Company does not offer any price protections or stock balancing rights. Revenue from non-recurring programming, engineering fees, consulting service, support arrangements and training programs are recognized when the services are provided. Such items are included in net revenues and amounted to $0, $0 and $500 at December 31, 2011, 2010 and 2009, respectively.

Healthcare - The Company recognizes revenue from the providing of healthcare services when the services are provided and collection is probable.

Media Services – Digital media publishing services are billed on a month to month basis. The Company recognizes revenue from providing digital media publishing services when the services are provided and when collection is probable. The Company recognizes revenue from the insertion of advertisements in digital media, as the digital media with the advertisement is downloaded and collection is probable. The Company recognizes revenue from the sale of Apps when the app is sold and when collection is received.

Research and Development Cost - The Company expenses the cost of developing new products as incurred as research and product development costs, which totals $286,410, $320,600 and $310,340 for the twelve months ended December 31, 2011, 2010 and 2009, respectively.

Stock Options - The Company has stock option plans that provide for stock-based employee compensation, including the granting of stock options, to certain key employees. The plans are more fully described in Note 8. During the periods presented in the accompanying financial statements, the Company has granted options under its 2008, 2009 and 2010 defined stock option plans. The Company accounts for options in accordance with the provisions of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") ASC Topic 718, *Compensation – Stock Compensation*. Non-cash compensation cost of $92,888 and $52,164 have been recognized for the vesting of options granted to employees and directors with an associated recognized tax benefit of $0 for the twelve months ended December 31, 2011 and 2010, respectively. Non-cash compensation cost of $61,869, $103,555 and $127,500 have been recognized for options issued to employee and consultants which immediately vested and were exercised with an associated recognized tax benefit of $0 for the twelve months ended December 31, 2011, 2010 and 2009.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

Recently Enacted Accounting Standards

In October 2009, the FASB issued Accounting Standards Update No. 2009-13, Revenue Recognition (Topic 605): Multiple-Deliverable Revenue Arrangements—a consensus of the FASB Emerging Issues Task Force (ASU 2009-13). ASU 2009-13 addresses the accounting for sales arrangements that include multiple products or services by revising the criteria for when deliverables may be accounted for separately rather than as a combined unit. Specifically, this guidance establishes a selling price hierarchy for determining the selling price of a deliverable, which is necessary to separately account for each product or service. This hierarchy provides more options for establishing selling price than existing guidance. ASU 2009-13 is required to be applied prospectively to new or materially modified revenue arrangements in fiscal periods beginning on or after June 15, 2010. The Company adopted ASU 2009-13 and its application had no impact on the Company's consolidated financial statements.

In December 2010, the FASB issued Accounting Standards Update No. 2010-28, Intangibles — Goodwill and Other (Topic 350): When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts (ASU 2010-28). ASU 2010-28 modifies Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts. For those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. In determining whether it is more likely than not that goodwill impairment exists, an entity should consider whether there are any adverse qualitative factors indicating that impairment may exist. ASU 2010-28 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2010.

Restatement - On February 23, 2012, the Company affected a 1 for 12 reverse stock-split. All references to stock issuances and per share data have been reflected in these financial statements.

NOTE 2 – GOING CONCERN

The accompanying consolidated financial statements have been prepared in conformity with generally accepted accounting principles of the United States of America, which contemplate continuation of the Company as a going concern. However, the Company has incurred significant losses and has not yet been successful in establishing profitable operations. These factors raise substantial doubt about the ability of the Company to continue as a going concern. In this regard, management plans to mitigate this doubt by raising additional funds through debt and/or equity offerings and by substantially increasing sales. There is no assurance that the Company will be successful in achieving profitable operations. The consolidated financial statements do not include any adjustments that might result from the outcome of these uncertainties.

NOTE 3 - PROPERTY & EQUIPMENT

The following is a summary of property and equipment at:

	Life		December 31, 2011		December 31, 2010
Furniture, fixtures and equipment	2-10 yrs	$	414,100	$	431,288
Software	2-5 yrs		0		11,964
			414,100		443,252
Less: Accumulated depreciation			(377,797)		(364,319)
Property & equipment, net		$	36,303	$	78,933

Depreciation expense for the years ended December 31, 2011, 2010 and 2009 was $53,790, $92,846 and $96,012, respectively.

NOTE 4 - GOODWILL / DEFINITE-LIFE INTANGIBLES ASSETS

Intangible Assets - Definite-life intangible assets consist of distribution rights to i-phone applications, website development cost, patents, and trademarks. The Company classifies its intangible assets as definite-life intangible assets.

During, 2010, the Company recorded $38,000 of intangible assets for the distribution rights for i-phone applications through the issuance of 110,000 shares of restricted common stock. These assets are being amortized on a straight-line basis over its estimated useful life.

Definite life intangible assets consist of:

			For the Years Ended December 31,	
		2011		2010
Intangible Asset at beginning of period	$	-	$	78,387
Purchases		-		110,000
Amortization		-		(188,387)
Intangible Asset at end of period	$	-	$	-

Impairment - During 2011, the Company performed its annual test of impairment of define life intangible assets by comparing the net carrying value of the intangible asset with the quoted market prices on the NYSE – AMEX.. The Fair value was estimated using the average closing quoted stock price of the Company during the fourth quarter of 2011. Based upon the results of this analysis, it was determined that the goodwill was impaired. The Company recorded an impairment charge of $7,785,757 as a result of impairment testing.

Goodwill - The following is a summary of goodwill:

			For the Years Ended December 31,	
		2011		2010
Goodwill at beginning of period	$	20,459,669	$	20,459,669
Impairment		(7,785,757)		-
Goodwill at end of period	$	12,673,912	$	20,459,669

Goodwill consists of:

		December 31,
		2011
Interim Healthcare of Wyoming – Casper	$	585,881
Interim Healthcare of Wyoming - Billings		603,780
Webmayhem Inc.		11,484,251
Total Goodwill	$	12,673,912

Impairment - The result of the annual impairment test for Interim Healthcare of Wyoming Inc. indicated that the carrying value of goodwill in 2011 exceeded their implied fair value, and an impairment charge was recorded in connection with the purchase of Interim Healthcare of Wyoming Inc. and Professional Nursing Personnel Pool.

Also, the Company completed an analysis of the fair value of the business as it relates to the goodwill associated with the acquisition of Webmayhem Inc. The analysis of the business enterprises' fair value was performed during the fourth quarter of 2011. Based on the results of the application of the Fair Market Value, an impairment of goodwill was recorded in connection with the acquisition of Webmayhem Inc.

NOTE 5 - NOTES PAYABLE / CONVERTIBLE NOTE PAYABLE

Note Payable - On December 2, 2008, the Company closed a Subscription Agreement by which three institutional investors purchased 11% promissory notes payable having a total principal amount of $1,000,000, maturing April 1, 2011. The holders of the notes were granted a security interest in the assets of the Company and its subsidiary, Interim Healthcare of Wyoming Inc, including ownership of the Subsidiary and the assets of the Subsidiary. The notes and related interest were subsequently repaid, See Note 16.

Convertible Notes Payable – On October 27, 2006, the Company closed a Subscription Agreement by which three institutional investors purchased a) a 5% convertible notes payable having a total principal amount of $2,375,000, originally convertible into common shares of the Company at $24.00 per share and maturing April 27, 2008; b) Class A Warrants to purchase a total of 49,480 shares of common stock, at $30.00 per share, exercisable for three years, and c)Class B Warrants to purchase a total of 98,958 shares of common stock at $24.00 per share, exercisable until 180 days after the effective date of the Registration Statement. As the conversion price for the note was below the fair value of the common stock on the date issued, the Company recorded a discount on the note for beneficial conversion feature of the note in accordance with the provisions found in FASB ASC Topic 470 (formerly EITF 98-5). The fair value of the beneficial conversion feature was reduced so that the discount resulting from the fair value of the beneficial conversion feature of the warrants does not exceed the $2,375,000 proceed received from the subscription. The original $2,375,000 discount was amortized as interest expense over the original term of the note. The Class A Warrants and Class B Warrants were valued using the Black-Scholes pricing model using the following weighted average assumptions 77.19% volatility, 1.33 years expected life, 5.08% risk free interest rate and expected dividend yield of zero.

On November 28, 2008, the Company changed the conversion price of the 5% Convertible Notes Payable from $24.00 per share to $12.00 per share. As the conversion price for the note was at the fair value of the common stock on the date of the change, the Company recorded a $420,885 discount on the note for beneficial conversion feature of the note in accordance with the provisions found in EITF 98-5.

On June 19, 2009, the Company changed the conversion price of the 5% Convertible Notes Payable from $12.00 per share to $6.00 per share. As the conversion price for the note was at the fair value of the common stock on the date of the change, the Company recorded a $567,493 discount on the note for beneficial conversion feature of the note.

On September 19, 2009, the Company changed the conversion price of the 5% Convertible

Notes Payable from \$6.00 per share to \$4.80 per share. As the conversion price for the note was at the fair value of the common stock on the date of the change, the Company recorded a \$236,162 discount on the note for beneficial conversion feature of the note.

On April 7, 2010, the Company changed the conversion price of the 5% Convertible Notes Payable from \$4.80 per share to \$4.00 per share. As the conversion price for the note was at the fair value of the common stock on the date of the change, the Company recorded a \$195,202 discount on the note for beneficial conversion feature of the note.

As of December 31, 2011 and 2010, the Company owed \$0 and \$159,674 net of remaining discounts of \$0 and \$5,329, respectfully, on the convertible notes payable. During 2011, 2010 and 2009, the Company recorded interest expense of \$5,329, \$38,334 and \$1,146,383 resulting from the amortization of the discounts recorded against the notes.

NOTE 6 - CAPITAL STOCK

Preferred Stock - The Company has authorized 10,000,000 shares of preferred stock, $.001 par value. As of December 31, 2011 and 2010, the Company had 0 and 4,000 Series A Preferred shares issued and outstanding, respectively.

1 for 12 Reverse Stock Split – On February 8, 2012, the Company shareholders approved a 1 for 12 reverse stock split for shareholders of record on February 23, 2012. The accompanying financial statements for all period presented have been restated to reflect the split. The company issued 550 common shares for the fractional shares resulting from the split.

Common Stock - The Company has authorized 200,000,000 and 100,000,000 shares of common stock, $0.001 par value. As of December 31, 2011 and 2010, respectively, 8,125,530 and 5,823,763 shares were issued and outstanding, respectively.

On January 14, 2009, the Company issued 104,167 common shares upon notice of conversion of 1,250 shares of Series A Preferred Stock.

On January 15, 2009, the Company issued 4,167 common shares upon the exercise of options valued at $35,000 to consultants for services rendered.

On February 5, 2009, the Company issued 2,086 common shares in payment of a $22,600 note payable and $2,437 of accrued interest.

On February 17, 2009, the Company issued 1,667 common shares upon the exercise of options valued at $12,600 to consultants for services rendered.

On February 17, 2009, the Company issued 4,167 restricted common shares valued at $31,500 for consulting services.

On February 18, 2009, the Company issued 2,089 common shares in payment of a $22,600 note payable and $2,471 of accrued interest.

On March 4, 2009, the Company issued 3,798 common shares upon the exercise of options valued at $21,874 to consultants for services rendered.

On March 30, 2009, the Company issued 8,333 common shares upon notice of conversion of 100 shares of Series A Preferred Stock.

On April 9, 2009, the Company issued 4,833 common shares upon the exercise of options valued at $41,468 to consultants for services rendered.

On April 9, 2009, the Company issued 6,553 common shares in payment of a $36,962 of accrued interest.

On April 13, 2009, the Company issued 41,667 common shares upon notice of conversion of 500 shares of Series A Preferred Stock.

On April 27, 2009, the Company issued 3,194 common shares in payment of a $21,084 of accrued interest.

On May 20, 2009, the Company issued 9,167 common shares upon the exercise of options valued at $63,800 to consultants for services rendered.

On June 19, 2009, the Company closed a Subscription Agreement by which an institutional investor purchased 100,000 shares of Common Stock, par value $.001, for a total amount of $588,000, net of fees of $12,000.

NOTE 6 - CAPITAL STOCK – continued

On June 25, 2009 the Company issued 101,627 common shares upon re-pricing of warrants and immediate conversion of warrants.

On July 16, 2009, the Company issued 3,958 common shares upon the exercise of options valued at $23,750 to consultants for services rendered.

On August 31, 2009, the Company issued 3,958 common shares upon the exercise of options valued at $22,800 to consultants for services rendered.

On August 31, 2009 the Company issued 22,917 common shares upon re-pricing of warrants and immediate conversion of warrants, recording $132,000 in other expense.

On September 17, 2009 the Company issued 17,531 common shares upon re-pricing of warrants and immediate conversion of warrants, recording $100,978 in other expense.

On September 17, 2009, the Company issued 38,000 restricted common shares for the purchase of distribution rights to Developers Apps valued at $289,320.

On September 17, 2009, the Company issued 16,667 restricted common shares valued at $96,000 for consulting services.

On September 17, 2009, the Company recorded $94,289 of non-cash expense related to the re-pricing of convertible notes payable.

On September 17, 2009, the Company closed a Subscription Agreement by which an institutional investor purchased 150,000 shares of Common Stock, par value $.001, for a total amount of $720,000.

On November 9, 2009, the Company issued 16,045 common shares in payment of a $75,000 note payable and $2,014 of accrued interest.

On November 9, 2009, the Company issued 10,417 common shares in payment of a $50,000 note payable.

On November 11, 2009, the Company issued 1,215 common shares in payment of a $5,832 of accrued interest.

On November 11, 2009, the Company issued 2,856 common shares in payment of a

$13,710 note payable.

On November 16, 2009, the Company issued 20,833 common shares in payment of a $100,000 note payable.

On November 17, 2009, the Company issued 2,292 common shares in payment of an $11,000 note payable.

On November 24, 2009, the Company issued 3,125 common shares in payment of a $15,000 note payable.

On November 25, 2009, the Company issued 13,750 restricted common shares for the purchase of distribution rights to Developers Apps valued at $77,500.

On November 11, 2009, the Company issued 17,553 common shares in payment of a $84,000 note payable and $254 of accrued interest.

On December 2, 2009, the Company issued 54,167 common shares upon the exercise of options valued at $266,500 to consultants for services rendered.

NOTE 6 - CAPITAL STOCK – continued

On December 2, 2009, the Company recorded $404,248 of non-cash expense related to the extension of convertible notes payable.

On December 15, 2009, the Company issued 8,598 common shares in payment of a $40,000 note payable and $1,271 of accrued interest.

On December 21, 2009, the Company closed a Subscription Agreement by which an institutional investor purchased 100,000 shares of Common Stock, par value $.001, for a total amount of $446,400, net of fees of $33,600.

On December 22, 2009, the Company issued 833 common shares upon the exercise of options valued at $3,800 to consultants for services rendered.

During 2009, the company recorded $38,371 of non-cash compensation expense related to the vesting of certain stock options.

On December 31, 2009, the Company recorded $28,508 of non-cash expense related to the extension A warrants.

On January 4, 2010, the Company issued 37,917 restricted common shares upon notice of conversion of 182 shares of Series A Preferred Stock.

On January 6, 2010, the Company issuance of 50,000 restricted common shares to extend the maturity date of three notes payable to December 2, 2009.

On January 8, 2010, the Company issued 6,850 common shares in payment of a $25,000 note payable and $7,882 of accrued interest.

On January 28, 2010, the Company issued 5,551 common shares upon the exercise of options valued at $23,316 to consultants and employees for services rendered.

On February 12, the Company issued 4,167 common shares upon notice of cashless conversion of warrants.

On February 16, 2010, the Company issued 8,810 common shares in payment of a $40,000 note payable and $2,289 of accrued interest.

On February 17, 2010, the Company issued 8,811 common shares in payment of a $40,000 note payable and $2,294 of accrued interest.

On February 17, 2010, the Company issued 2,083 common shares upon the exercise of options valued at $9,750 to consultants and employees for services rendered.

On February 26, 2010, the Company recorded $244,284 of expense for the re-pricing of the conversion price of the Series A Preferred Stock from $12.00 to $9.60 per share.

On April 8, 2010, the Company closed a Subscription Agreement by which five institutional investors purchased 666,667 shares of Common Stock, par value $.001, for a total amount of $1,975,000, net of fees of $25,000.

On April 8, 2010, the Company issued 21,313 common shares in payment of a $61,100 note payable and $2,837 of accrued interest.

On May 5, 2010, the Company issued 8,542 common shares upon the exercise of options valued at $22,550 to consultants and employees for services rendered.

On May 13, 2010, the Company issued 9,167 restricted common shares for the purchase of distribution rights to Developers Apps valued at $38,000.

On June 18, 2010, the Company issued 4,167 common shares in payment of a $12,500 note payable.

On June 24, 2010, the Company issued 12,500 common shares in payment of a $30,060 note payable.

On April 1, 2011, the Company recorded $195,202 and $52,486 for the extension of a note payable to 4/1/2011 and issuance of warrants.

On August 27, 2010, the Company issued 4,773 common shares in payment of $10,876 of accrued interest.

On September 23, 2010, the Company issued 3,644 common shares upon the exercise of options valued at $8,300 to consultants and employees for services rendered.

On October 7, 2010, the Company issued 16,667 common shares in payment of a $50,000 note payable.

On October 12, 2010, the Company issued 20,833 common shares in payment of a $62,500 note payable.

On October 13, 2010, the Company issued 1,667 common shares in payment of a $5,000 note payable.

On October 26, 2010, the Company issued 16,667 common shares in payment of a $50,000 note payable.

On November 1, 2010, the Company issued 16,667 common shares in payment of a $50,000 note payable.

On November 2, 2010, the Company issued 20,833 common shares in payment of a $62,500 note payable.

On November 10, 2010, the Company issued 25,000 common shares in payment of a $75,000 note payable.

On November 15, 2010, the Company issued 25,000 common shares in payment of a $75,000 note payable.

On November 16, 2010, the Company issue 28,750 shares of restricted Common Stock for the extension of maturity date of notes payable.

On November 23, 2010, the Company issued 20,833 common shares in payment of a $62,500 note payable.

On November 24, 2010, the Company issued 7,688 common shares upon the exercise of options valued at $15,000 to consultants and employees for services rendered.

On November 29, 2010, the Company issued 7,333 common shares upon the exercise of options valued at $24,640 to consultants and employees for services rendered.

On December 1, 2010, the Company issued 20,833 common shares in payment of a $62,500 note payable.

On December 21, 2010, the Company issued 33,333 common shares in payment of a $100,000 note payable.

During 2010, the company recorded $52,164 of non-cash compensation expense related to the vesting of certain stock options.

On January 7, 2011, the Company issued 33,333 common shares in payment of a $100,000 note.

NOTE 6 - CAPITAL STOCK – continued

On January 11, 2011, the Company issued 24,981 common shares in payment of a $65,000 note payable and $9,942 of accrued interest.

On January 19, 2011, the Company issued 20,833 unregistered and restricted shares of common stock as part of the settlement with GHS Entertainment.

On January 20, 2011, the Company issued 416,667 shares upon notice of exercise of warrants by five institutional investors, and the company received $1.1 million in cash.

On January 21, 2011, the Company closed a Subscription Agreement by which six institutional investors purchased 1,166,672 shares of Common Stock, par value $.001, and 440,268 warrants to purchase common stock at $5.16 per share, for a total amount of $2,823,600, net of fees of $256,400. As a condition to the Subscription agreement, all of the holders of the Company’s Series A 7% Convertible Preferred Stock will convert all of their Preferred Stock into shares of Common Stock at a conversion ratio of $6.399996 and agree to a 6 month lock-up on such conversion shares. On January 18, 2011, all of the holders of the Preferred Stock executed Waiver Agreements and Lock-Up Agreements incorporating these terms.

On January 31, 2011, the Company issued 2,647 common shares upon the exercise of options valued at $7,942 to consultants and employees for services rendered.

On January 19, 2011, the Company recorded $114,349 of expense for the re-pricing of the conversion price of the Series A Preferred Stock from $9.60 to $6.399996 per share.

On January 19, 2011, the Company recorded $101,000 of expense for the re-pricing of the conversion price of the Warrants from $4.20 to $2.64 per share.

On January 19, 2011, the Company recorded $28,526 of expense for the re-pricing of the conversion price of the Warrants from $6.00 to $2.64 per share.

On April 25, 2011, the Company issued 241,667 common shares upon notice of conversion of 1,547 shares of Series A Preferred Stock.

On April 28, 2011, the Company issued 1,500 common shares upon the exercise of options valued at $4,500 to consultants and employees for services rendered.

On July 1, 2011, the Company issued 9,885 common shares upon the exercise of options valued at $22,360 to consultants and employees for services rendered.

On August 1, 2011, 15,417 common shares were returned to the company and canceled as the shareholders did not perform their contractual obligations for which the shares were originally issued.

On November 9, 2011, the Company issued 383,333 common shares upon notice of conversion of 2,453 shares of Series A Preferred Stock.

On December 14, 2011, the Company issued 16,111 common shares upon the exercise of options valued at $27,067 to consultants and employees for services rendered.

During 2011, the company recorded $92,888 of non-cash compensation expense related to the vesting of certain stock options issued.

NOTE 7 – RELATED PARTY TRANSACTIONS

The Company entered into an agreement with Sempire Marketing whereby Sempire provided marketing services to clients of Wizzard Software Corporation. Also, Survival Spanish, an Education podcaster ran advertising campaigns on their shows during 2011. Sempire Marketing and Survival Spanish are owned by David Spencer. David Spencer is a sibling of the CEO of the Company. During 2011 and 2010, payments were made to Mr. Spencer totaling $1,132 and $1,006, respectively.

NOTE 8 - STOCK OPTIONS & WARRANTS

2010 Stock Option Plan - During 2010, the Board of Directors adopted a Stock Option Plan ("2010 Plan"). Under the terms and conditions of the 2010 Plan, the Board is empowered to grant stock options to employees and officers of the Company. The total number of shares of common stock available under the 2010 Plan may not exceed 166,667. At December 31, 2011, 123,889 options were available to be granted under the 2010 Plan. During the twelve months ended December 30, 2011, the Company granted 42,779 options.

2009 Stock Option Plan - During 2009, the Board of Directors adopted a Stock Option Plan ("2009 Plan"). Under the terms and conditions of the 2009 Plan, the Board is empowered to grant stock options to employees and officers of the Company. Additionally, the Board will determine at the time of granting the vesting provisions and whether the options will qualify as Incentive Stock Options under Section 422 of the Internal Revenue Code. The total number of shares of common stock available under the 2009 Plan may not exceed 166,667. At December 31, 2011, 13,106 options were available to be granted under the 2009 Plan. During the twelve months ended December 31, 2011 and 2010, the Company granted 41,481 and 49,749 options under the plan.

2008 Key Employee Stock Option Plan - During 2008, the Board of Directors adopted a 2008 Key Employee Stock Option Plan ("2008 Key Employee Plan"). Under the terms and conditions of the 2008 Key Employee Plan, the Board is empowered to grant stock options to employees and officers of the Company. Additionally, the Board will determine at the time of granting the vesting provisions and whether the options will qualify as Incentive Stock Options under Section 422 of the Internal Revenue Code. The total number of shares of common stock available under the 2008 Key Employee Plan may not exceed 33,333. At December 31, 2011, 19 options were available to be granted under the 2008 Key Employee Plan. During the twelve months ended December 31, 2011 and 2010, the Company granted 3,010 and 0 under the plan.

2008 Stock Option Plan - During 2008, the Board of Directors adopted a Stock Option Plan ("2008 Plan"). Under the terms and conditions of the 2008 Plan, the Board is empowered to grant stock options to employees and officers of the Company.

Additionally, the Board will determine at the time of granting the vesting provisions and whether the options will qualify as Incentive Stock Options under Section 422 of the Internal Revenue Code. The total number of shares of common stock available under the 2008 Plan may not exceed 16,667. At December 31, 2011, 32 options were available to be granted under the 2008 Plan. During the twelve months ended December 31, 2011 and 2010, the Company granted 8,125 and 385 options under the plan.

2007 Stock Option Plan - During 2007, the Board of Directors adopted a Stock Option Plan ("2007 Plan"). Under the terms and conditions of the 2007 Plan, the Board is empowered to grant stock options to employees and officers of the Company. Additionally, the Board will determine at the time of granting the vesting provisions and whether the options will qualify as Incentive Stock Options under Section 422 of the Internal Revenue Code. The total number of shares of common stock available under the 2007 Plan may not exceed 16,667. At December 31, 2011, 21 options were available to be granted under the 2007 Plan. During the year ended December 31, 2011 and 2010, the Company granted 3,583 and 0 options under the plan.

WIZZARD SOFTWARE CORPORATION AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 8 - STOCK OPTIONS & WARRANTS – continued

The fair value of option grants during the years ended December 31, 2011 and 2010 was determined using the Black-Scholes option valuation model. The significant weighted average assumptions relating to the valuation of the Company's Stock Options for the years ended December 31, 2011 and 2010 were as follows:

	2011		2010
Dividend yield	0 %		0 %
Expected life	3 yrs		3 yrs
Expected volatility	100.74		87.8%
Risk-free interest rate	1.09%		1.4%

A summary of the status of options granted at December 31, 2011, and changes during the period then ended are as follows:

				For the Year Ended December 31, 2011		
	Shares		Weighted Average Exercise Price	Weighted Average Remaining Contractual Term		Aggregate Intrinsic Value
Outstanding at beginning of period	58,680	$	16.32	3.6 years	$	-
Granted	107,226		2.28	2.4 years		-
Exercised	(37,976)		-	-		-
Forfeited	(1,250)		5,52	-		-
Expired	(7,083)		26.04	-		-
Outstanding at end of period	119,597		7.72	2.7 years		-

Vested and expected to vest in the future	119,597		7.72	2.7 years		-
Exercisable at end of period	108,675		8.28	2.7 years		-
Weighted average fair value of options granted	119,597	$	7.72	2.7 years	$	-

The Company had 14,042 non-vested options at the beginning of the period with a weighted average exercise price of $4.20. At December 31, 2011 the Company 10,922 non-vested options with a weighted average exercise price of $2.16.

The total intrinsic value of options exercised during the years ended December 31, 2011, 2010 and 2009 was $0, $0 and $0 respectively. Intrinsic value is measured using the fair market value at the date of exercise (for shares exercised) or at December 31, 2011, 2010 and 2009 (for outstanding options), less the applicable exercise price.

During 2011, 2010 and 2009, the company recorded $92,888, $52,164 and $38,371 of non-cash compensation expense related to the vested stock options issued to employees.

December 31, 2011, 2010 and 2009 the company recorded non-cash compensation cost of $61,869, $103,555 and $491,592 for vested and exercised options issued to employees and consultants.

NOTE 8 – STOCK OPTIONS AND WARRANTS – continued

A summary of the status of the warrants granted is presented below for the twelve months ended:

		December 31, 2011			December 31, 2010	
	Shares		Weighted Average Exercise Price	Shares		Weighted Average Exercise Price
Outstanding at beginning of period	474,137	$	4.32	93,179	$	20.88
Granted	440,268		5.16	458,334		4.32
Exercised	(416,667)		2.64	(50,813)		-
Forfeited	-		-	-		-
Expired	-		-	(26,563)		3.00
Outstanding at end of period	497,738	$	5.15	474,137	$	4.32

On January 20, 2011 the Company issued 416,667 common shares upon conversion of 416,667 warrants at $2.64.

On January 21, 2011 the Company closed a Subscription Agreement by which six institutional investors purchased 1,166,672 shares of Common Stock. As part of this Subscription Agreement, the Company issued 440,268 warrants to the institutional investors and recorded the beneficial conversion feature of the warrants.

On April 8, 2010, the Company issued 41,667 warrants to extend the maturity date of a note payable to April 1, 2011.

On April 8, 2010, the Company closed a Subscription Agreement by which five institutional investors purchased 666,667 shares of Common Stock. As part of this

Subscription Agreement, the Company issued 416,667 warrants to the institutional investors and recorded the beneficial conversion feature of the warrants.

On June 25, 2009 the Company issued 101,626 common shares upon re-pricing of warrants and immediate conversion of warrants, recording $780,488 of expense.

On August 31, 2009 the Company issued 22,917 common shares upon re-pricing of warrants and immediate conversion of warrants, recording $132,000 of expense.

On September 17, 2009 the Company issued 17,531 common shares upon re-pricing of warrants and immediate conversion of warrants, recording $100,978 of expense.

NOTE 9 - INCOME TAXES

The Company accounts for income taxes in accordance with FASB ASC Topic 740, Accounting for Income Taxes which requires the Company to provide a net deferred tax asset or liability equal to the expected future tax benefit or expense of temporary reporting differences between book and tax accounting and any available operating loss or tax credit carryforwards. At December 31, 2011 and 2010, the total of all deferred tax assets was $17,640,240 and $16,334,047, respectively, and the total of the deferred tax liabilities/ (assets) was ($841,717) and $1,509,212, respectively. The amount of and ultimate realization of the benefits from the deferred tax assets for income tax purposes is dependent, in part, upon the tax laws in effect, the Company's future earnings, and other future events, the effects of which cannot be determined. Because of the uncertainty surrounding the realization of the deferred tax assets the Company has established a valuation allowance of $18,481,957 and $14,824,835 for the years ended December 31, 2011 and 2010. The change in the valuation allowance for the year ended December 31, 2011 and 2010 was $3,434,032 and $269,668, respectively.

NOTE 9 – INCOME TAXES – continued

The components of income tax expense (benefit) from continuing operations for the years ended December 31, 2011, 2010 and 2009 consist of the following:

				For the Years Ended December 31,		
		2011		2010		2009
Current tax expense:					$	
Federal	$	-		-		-
State		-		-		-
Current tax expense		-		-		-
Deferred tax expense (benefit):						
Allowance for doubtful accounts		-		(2,202)		-
Bonus accrual		5,633		32,929		(13,804)
Commission accrual		-		22,009		(1,817)
Vacation accrual		(371)		23,767		(6,869)
Goodwill – impaired		(2,947,020)		-		(32,326)

Non-cash compensation – options		-		425,257		(14,677)
Stock compensation		-		-		75,449
Goodwill – tax amortization		596,091		1,005,081		486,811
Net operating loss carryforward		(1,311,455)		(1,776,509)		(1,945,849)
Valuation allowance		3,657,122		269,668		1,453,082
		-		-		-
Income tax expense	$	-	$	-	$	-

Deferred income tax expense/(benefit) results primarily from the reversal of temporary timing differences between tax and financial statement income.

A reconciliation of income tax expense at the federal statutory rate to income tax expense at the company's effective rate is as follows:

				December 31,		
		2011		2010		2009
Current deferred tax assets:						
Computed tax at the expected statutory rate	$	(3,393,160)	$	(1,397,556)	$	(2,209,820)

State and local income taxes, net of federal		(403,297)		(178,229)		(276,940)
Non-deductible compensation for modification of warrants		-		104,479		499,614
Amortization of discount on convertible notes payable for the beneficial conversion feature, and warrants		2,123		137,147		438,496
Other non-deductible expenses		116,433		638,408		95,568
Non-cash compensation – options		20,779		426,083		-
Change in valuation allowance		3,657,122		269,668		1,453,082
Income tax expense	$	-	$	-	$	-

WIZZARD SOFTWARE CORPORATION AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 9 – INCOME TAXES – continued

The temporary differences, tax credits and carryforwards gave rise to the following deferred tax asset at December 31, 2011 and 2010:

				December 31,
		2011		2010
Current deferred tax assets (liabilities):				
Allowance for doubtful accounts	$	13,830	$	13,830
Bonus accrual		18,485		24,118
Commission accrual		-		-
Vacation accrual		9,665		9,294
Valuation allowance		(41,980)		(47,242)
Total current deferred tax assets (liabilities)		-		-
Long-term deferred tax assets (liabilities):				
Non-cash compensation – options		-		-
Stock compensation		-		-

Excess of goodwill/ intangible assets amortization for tax over book		841,717		(1,509,212)
Net operating loss carryforward		17,598,260		16,286,805
Valuation allowance		(18,439,977)		(14,777,593)
Total long-term deferred tax assets (liabilities)		-		-
	$	-	$	-

The Company has available at December 31, 2011 operating loss carryforwards of approximately $44,000,000 which may be applied against future taxable income and which expires in various years through 2030.

We file U.S. federal, U.S. states return, and we are generally no longer subject to tax examinations for years prior to 2006 for U.S. federal and U.S. states tax returns.

NOTE 10 - LEASES

Operating Lease - The Company leases office space, in Pittsburgh, Pennsylvania, on a month to month basis for of $4,446 a month. The Company leases additional office space in Casper, Wyoming for $4,750 a month through June 2013. The Company further leases space in Billings, Montana for of $1,406 a month through February 2014.

Lease expense charged to operations was $137,902, $127,862 and $145,728 for the years ended December 31, 2011, 2010 and 2009, respectively.

NOTE 11 - LOSS PER SHARE

The following data shows the amounts used in computing loss per share and the weighted average number of shares of common stock outstanding for the periods presented for the years ended December 31:

		2011		2010		2009
Loss from continuing operations available to common stockholders (numerator)	$	(9,979,883)	$	(4,110,459)	$	(6,509,017)
Preferred dividends paid, warrants issued in connection with preferred stock, and intrinsic value of the beneficial conversion feature analogous to a dividend		-		-		-

Loss available to common stockholders (numerator)		(9,979,883)		(4,110,459)		(6,509,017)
Weighted average number of common shares outstanding during the period used in loss per share (denominator)		7,615,663		5,387,033		4,168,716

At December 31, 2011, the Company had 119,597 options to purchase common stock of the Company at $2.16 to $26.40 per share, and 497,738 warrants outstanding to purchase common stock of the Company at $2.64 to $6.00 per share; which were not included in the loss per share computation because their effect would be anti-dilutive. See Note 16 for subsequent issuances of common stock and common stock equivalents.

At December 31, 2010, the Company had 58,667 options to purchase common stock of the Company at $4.2 to $34.68 per share, and 474,137 warrants outstanding to purchase common stock of the Company at $3.00 to $6.00 per share and a convertible note payable wherein the holder could convert the note into a minimum of 55,000 shares of common stock and 4,000 shares of Series A Preferred convertible into common stock at $9.60 per share wherein the holder could convert the shares into a minimum of 416,667 shares of common stock; which were not included in the loss per share computation because their effect would be anti-dilutive.

At December 31, 2009, the Company had 42,208 options to purchase common stock of the Company at $6.12 to $34.68 per share, and 93,179 warrants outstanding to purchase common stock of the Company at $4.80 to $34.20 per share and convertible notes payable wherein the holders could convert the note into a minimum of 205,438 shares of common stock and 4,182 shares of Series A Preferred convertible into common stock at $12.00 per share wherein the holder could convert the shares into a minimum of 348,500 shares of common stock; which were not included in the loss per share computation because their effect would be anti-dilutive. See Note 16 for subsequent issuances of common stock and common stock equivalents. The Company may be obligated to issue additional shares in connection with the purchase of Developer Apps (See Note 13).

NOTE 12 - CONCENTRATION OF REVENUES

During the years ended December 31, 2011, 2010 and 2009, 12%, 12% and 11%, respectively, of the Company's revenue was derived from the sale of AT&T's OEM Natural Voices desktop products.

NOTE 13 - COMMITMENTS & CONTINGENCIES

The Company is from time to time involved in routine legal and administrative proceedings and claims of various types. While any proceedings or claim contains an element of uncertainty, Management does not expect a material impact on our results of operations or financial position.

Agreements - In connection with the agreement with AT&T to sell AT&T's OEM Natural Voices desktop product licenses, the Company is required to make minimum purchases of $125,000 per each six month period beginning July 2007 through September 2013. In connection with the agreement with IBM to sell IBM's OEM ViaVoice desktop products licenses, the Company is required to make minimum purchases of $3,000 per quarter beginning July 2011 through June 2012.

NOTE 14 - SEGMENT REPORTING

The Company’s operations are divided into three independent segments – software, media and healthcare. The Company does not have any inter-segment revenues and the Company uses the same accounting principles used to prepare the consolidated financial statements for all operating segments.

Software - The Company attributes revenues from the development, sale, and service of custom and packaged computer software products at the time the product is shipped and collections are likely and from digital media publishing services at the time the service is provided.

Media – The Company attributes revenue from digital media publishing service at the time the service is provided and collection is likely.

Healthcare - The Company attributes revenue from the healthcare services at the time the services are rendered and collections are likely.

The following is a summary of the Company's operations by segment for the years ended December 31, 2011, 2010 and 2009 (in 000”s):

		2011		2010		2009

Soft-wareMediaHealth careTotalSoft-wareMediaHealth careTotalSoft-wareMediaHealth careTotalNet revenues
$818$2,296$3,426$6,540$800$1,641$3,099$5,540$806$1,483$2,905$5,194Cost of
sales3058652,3053,4753291,1122,0903,5313151,0581,9803,353General and

administrative1,6739428063,4211,6377978543,2881,5581,1248253,507Consulting8722114907698181272 81,18522241,231Selling9997
62258310107614781683626 2592Research and
development-286-286-321-321-310-310Compensation for re-pricing/extension of warrants244--244479--4791,306--1,306Impairment of
goodwill-7,0557317,786-----85-85Other income (expense)19-1203(167)2(162)3-25Interest expense12-113662-16631,324--1,324Loss on
securities150--150--------Net income (loss)$(2,518)$(6,970)(492)(9,980)$(3,312)$(881)83(4,110)$(5,047)$(1,478)16(6,509)Total
assets50512,1512,12714,7831,24118,6271,48721,3551,85218,5391,61422,005Depreciation expense643554176699242411396

WIZZARD SOFTWARE CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 15 – QUARTERLY FINANCIAL INFORMATION (Unaudited)

The following table set forth unaudited financial information on a quarterly basis for each of the last two years:

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total
2011					
Revenues	$1,566,003	$1,460,435	$1,692,831	$1,820,948	$6,540,217
Gross profit	698,833	644,711	809,557	911,730	3,064,831
Operating loss	(367,898)	(430,337)	(474,032)	(8,321,724)	(9,593,991)
Net loss	(606,759)	(428,743)	(473,182)	(8,471,199)	(9,979,883)
Net loss available to common stockholders	(606,759)	(428,743)	(473,182)	(8,471,199)	(9,979,883)
Basic and diluted loss per share	(0.08)	(0.06)	(0.06)	(1.11)	(1.31)
2010					
Revenues	$1,300,610	$1,318,989	$1,472,121	$1,448,402	$5,540,122
Gross profit	484,827	448,629	525,624	549,939	2,009,019
Operating loss	(695,439)	(800,420)	(678,867)	(631,132)	(2,805,858)
Net loss	(1,356,994)	(1,143,755)	(770,724)	(838,986)	(4,110,459)
Net loss available to common stockholders	(1,356,994)	(1,143,755)	(770,724)	(838,986)	(4,110,459)
Basic and diluted loss per share	(0.28)	(0.20)	(0.13)	(0.15)	(0.76)

NOTE 16 - SUBSEQUENT EVENTS

Subsequent events have been evaluated through the date and time this annual report on Form 10-K was filed:

On February 8, 2012, the Company issued 37,500 common shares upon the exercise of options valued at $63,000 to directors for services rendered.

1 for 12 Reverse Stock Split – On February 8, 2012, the Company shareholders approved a 1 for 12 reverse stock split for shareholders of record on February 23, 2012. The accompanying financial statements for all period presented have been restated to reflect the split. The company issued 550 common shares for the fractional shares resulting from the split.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None; not applicable.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures—We maintain disclosure controls and procedures that are designed to ensure that information we are required to disclose in the reports that we file or submit under the Securities Exchange Act of 1934 (the "Exchange Act"), such as this Annual Report on Form 10-K, is recorded, processed, summarized and reported within the time periods specified by SEC rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information we are required to disclose in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO"), to allow timely decisions regarding required disclosure.

Our management evaluated, with the participation of our CEO and CFO, the effectiveness of our disclosure controls and procedures as of December 31, 2011, pursuant to paragraph (b) of Rules 13a-15 and 15d-15 under the Exchange Act. This evaluation included a review of the controls' objectives and design, the operation of the controls, and the effect of the controls on the information presented in this Annual Report. Our management, including the CEO and CFO, do not expect that disclosure controls can or will prevent or detect all errors and all fraud, if any. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Our disclosure controls and procedures are designed to provide such reasonable assurance of achieving their objectives. Also, the projection of any evaluation of the disclosure controls and procedures to future periods is subject to the risk that the disclosure controls and procedures may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Based on their review and evaluation, and subject to the inherent limitations described above, our CEO and CFO have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) were effective as of December 31, 2011 at the above-described reasonable assurance level.

Internal Control over Financial Reporting—Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even internal controls determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. The effectiveness of our internal control over financial reporting is subject to various inherent limitations, including cost limitations, judgments used in decision making, assumptions about the likelihood of future events, the possibility of human error, and the risk of fraud. The projection of any evaluation of effectiveness to future periods is subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with policies may deteriorate. Because of these limitations, there can be no assurance that any system of internal control over financial reporting will be successful in preventing all errors or fraud or in making all material information known in a timely manner to the appropriate levels of management.

This annual report does not include an attestation report of the company’s registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to attestation by the company’s registered public accounting firm pursuant to rules of the Securities and Exchange Commission that exempt from this requirement issuers that are neither accelerated filers nor large accelerated filers.

There has been no change in our internal control over financial reporting during the quarter ended December 31, 2011 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Management's Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934). Our internal control over financial reporting is designed to provide reasonable assurance to management and the Board of Directors regarding the preparation and fair presentation of published financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Management assessed the effectiveness of our internal control over financial reporting as of December 31, 2011. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control — Integrated Framework. Based on this assessment, management has determined that the Company's internal control over financial reporting as of December 31, 2011, was effective.

Item 9B. Other Information

None; not applicable.

PART III

Item 10. Directors, Executive Officers, and Corporate Governance.

DIRECTORS AND EXECUTIVE OFFICERS TC "EXECUTIVE OFFICERS" \f C \l "1"

The following table sets forth:

the names of our current directors and executive officers,
their ages as of May 23, 2012, which is the record date for our 2012 annual meeting of stockholders; and
the capacities in which they currently serve Wizzard :

Name		Age		Position (s)		Served in Position S ince

Christopher J. Spencer		43		Chief Executive Officer and Chairman of the Board		2001
John Busshaus		49		Chief Financial Officer		2007
Denis Yevstifeyev		30		Director		2007
Douglas Polinsky		52		Director		2007
J. Gregory Smith		42		Director		2007

Christopher Spencer has served as our Chief Executive Officer, President and as a director of Wizzard since February 7, 2001. Mr. Spencer has been responsible for our overall direction since our inception and has been instrumental in leading us to our current position in the podcasting industry. From 1994 until 1996, Mr. Spencer founded and worked for ChinaWire, Inc., a high-technology company engaged in financial remittance between international locations and China. Mr. Spencer worked for Lotto USA, Inc. from 1992-1994, where he was founder and Chief Executive Officer for the Pennsylvania computer networking company. From 1990 until 1992, Mr. Spencer worked for John Valiant, Inc., and was responsible for business concept development and obtaining financing.

John Busshaus served as our Controller since April 2006, until his election as our Chief Financial Officer on January 29, 2007. Mr. Busshaus has been responsible for our overall accounting and financial reporting functions since joining the Company in April 2006. From 2004 to 2006, Mr. Busshaus was an independent business consultant. Mr. Busshaus' efforts were assisting organizations with the implementation of Sarbanes Oxley, filing of SEC reports, and taking a company through an IPO. Mr. Busshaus worked for Talanga International from 2001 to 2004, where he was the Chief Financial Officer for the company. From 1999 to 2000, Mr. Busshaus worked for Mellon Bank as Controller and Vice President, and was responsible for strategic planning and managing the annual and monthly budgeting within Global Security Services. From 1994 to 1998, Mr. Busshaus worked for PepsiCo as Senior Business Planner, and was responsible for annual and quarterly budgets planning, as well as weekly, monthly and quarterly reporting of results.

As a member of management, Mr. Busshaus' efforts contributed to the revenue growth and market share increases in a market that was categorized as saturated.

Douglas Polinsky has served as a Director of Wizzard since October 2007. Mr. Polinsky serves as the President of Great North Capital Corp., a Minnesota-based financial services company he founded in 1995. Great North advises corporate clients on capital formation and other transaction-related financial matters. Mr. Polinsky earned a Bachelor of Science degree in Hotel Administration at the University of Nevada at Las Vegas.

Greg Smith has served as a Director of Wizzard since October 2007. Mr. Smith is an award-winning producer and entrepreneur with over 10 years of experience in Non-Fiction Television. In 2000, Mr. Smith established The Solution Film Group, LLC and acts as the Company's President. Mr. Smith provides professional production and editorial support for various forms of non-fiction television entertainment, including the direction of media projects from development through production and post-production. His clients include Discovery Channel, Science Channel, Discovery HD Theater, Animal Planet, The Military Channel, PBS, and Discovery Networks International. Mr. Smith most recently won an Emmy in 2006 for the Discovery Channel's animated special Before the Dinosaurs. His other awards for excellence in production and editing include Emmys for the Discovery Channel's Walking with Prehistoric Beasts and Allosaurus: A Walking with Dinosaurs Special. From 1997 to 2000, Mr. Smith worked for Discovery Communications, Inc. in the capacity of Supervising Producer from January 1998 to November 2000, and Producer/ Editor from October 1997 to January 1998. From 1995 to 1996, Mr. Smith worked for Discovery Channel Pictures serving as Assistant Editor from March 1996 to October 1997, and Production Assistant from September 1995 to March 1996. From 1994 to 1995, Mr. Smith worked for Crawford Communications in Atlanta, Georgia as a Manager of Satellite Services for The Learning Channel.

Denis Yevstifeyev has served as a Director of Wizzard since October 2007. Mr. Yevstifeyev currently serves as the Director of Financial Planning & Analysis for Education Management Corporation – Online Higher Education. From 2007 to 2008, Mr. Yevstifeyev served as Sr. Financial Reporting Analyst for American Eagle Outfitters, Inc, in Pittsburgh. His duties included: preparing and analyzing various internal and external financial reports; researching new accounting pronouncements and evaluating any impact on the financial statements. He also reviewed accounting workpapers and prepared the company's SEC filings for forms 8-K, 10-Q and 10-K. From 2005 to 2007, Mr. Yevstifeyev worked for Schneider Downs, Inc., where he worked on Sarbanes-Oxley compliance engagements. In 2005, Mr. Yevstifeyev graduated with a Bachelor of Science degree in Business from Washington and Jefferson College. He also graduated with honors from the Moscow Bank College of the Central Bank of Russia in Moscow with a degree in Finance in 2000. From 2002 to 2003, Mr. Yevstifeyev served as the Settlement Department Manager for SDM BANK in Moscow, where he dealt with domestic and international corresponding banks, among other responsibilities.

There are no non-officer employees who are expected to make a significant contribution to the business.

Family Relationships.

There are no family relationships between any of our directors or executive officers.

Involvement in Certain Legal Proceedings.

During the past ten years, none of our present or former directors, executive officers or persons nominated to become directors or executive officers:

(1) A petition under the Federal bankruptcy laws or any state insolvency law was filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing;

(2) Such person was convicted in a criminal proceeding or is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

(3) Such person was the subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from, or otherwise limiting, the following activities:

(i) Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;

(ii) Engaging in any type of business practice; or

(iii) Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;

(4) Such person was the subject of any order, judgment or decree, not subsequently reversed,
suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity

described in paragraph (f)(3)(i) of this section, or to be associated with persons engaged in any such activity;

(5) Such person was found by a court of competent jurisdiction in a civil action or by the Commission to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated;

(6) Such person was found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;

(7) Such person was the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

(i) Any Federal or State securities or commodities law or regulation; or

(ii) Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or

(iii) Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or

(8) Such person was the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORT COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires our officers and directors, and persons who own more than 10% of a registered class of our equity securities, to file reports of ownership and changes in ownership with the SEC. Officers, directors, and greater than 10% stockholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. Based solely on a review of the copies of such forms furnished to us with respect to fiscal 2011 and on representations that no other reports were required, we believe that during the 2011 fiscal year all applicable Section 16 (a) filing requirements were met.

Name of Beneficial Owner (1)		**Amount and Nature of Beneficial Ownership (2)**			**Late Reports**	

10% Stockholders:None

Directors:						

Douglas Polinsky 8,500 0 J. Gregory Smith

	0			0	

Denis Yevstifeyev 0 0

Executive Officers: Christopher Spencer, Chief Executive Officer

	254,161				0	
John L. Busshaus		28,125	(3)		0	
All directors and executive officers as a group (6 persons)		290,786			0	

*	Less than 1%
(1)	The address of each director and officer is c/o Wizzard Software Corporation, 5001 Baum Blvd. Suite 770, Pittsburgh, Pennsylvania 15213.

(2)	The persons named in this table have sole voting and investment power with respect to all shares of common stock reflected as beneficially owned by them. A person is deemed to be the beneficial owner of securities that can be acquired by such person within sixty (60) days from April 1, 2012, and the total outstanding shares used to calculate each beneficial owner's percentage includes such shares, although such shares are not taken into account in the calculations of the total number of shares or percentage of outstanding shares. Beneficial ownership as reported does not include shares subject to option or conversion that are not exercisable within 60 days of April 1, 2012.
(3)	Includes 28,125 stock options that are vested or will vest within 60 days of April 1, 2012.

CORPORATE GOVERNANCE

Code of Ethics

We uphold a set of basic values to guide our actions and are committed to maintaining the highest standards of business conduct and corporate governance. We have adopted a Code of Business Conduct and Ethics for directors, officers (including our principal executive officer and principal financial officer) and employees, which, in conjunction with our Certificate of Incorporation, Bylaws and Board of Directors committee charters, form the framework for governance of Wizzard. The Code of Ethics and Business Conduct, Board of Directors committee charters, Bylaws and Certificate of Incorporation are available at our corporate offices. Stockholders may request free printed copies of these documents from:

Wizzard Software Corporation
Attn: Kathy Neal
5001 Baum Blvd., Suite 770
Pittsburgh, PA 15213

Board of Directors Independence

The Board of Directors has determined that each of J. Gregory Smith, Denis Yevstifeyev and Douglas Polinsky has no material relationship with us (either directly or as a partner, stockholder or officer of an organization that has a relationship with us) and satisfies the independence requirements required by the NYSE AMEX. The non-management independent directors meet in executive session, without management, at least annually. Mr. Polinsky, an independent non-management director, chairs all executive session meetings of directors.

Committees of the Board of Directors

The Board of Directors has adopted written charters for two standing committees: the Nominating Committee and the Audit Committee. The Board has determined that all members of the Nominating and Audit Committees are independent and satisfy the relevant SEC or NYSE AMEX independence requirements for members of such committees.

Nominating Committee. The Nominating Committee currently consists of Mr. Polinsky as chair, Mr. Yevstifeyev, and Mr. Smith. This committee provides assistance to the Board in identifies individuals qualified to become members of the Board of Directors consistent with Board criteria. The committee also oversees the evaluation of the Board of Directors and management. There have not been any material changes to the procedures by which stockholders recommend nominees to the Board of Directors.

Audit Committee. The Audit Committee currently consists of Mr. Polinsky as chair, Mr. Yevstifeyev, and Mr. Smith., Mr. Yevstifeyev, the Board of Directors has determined, is an "audit committee financial expert" as defined under SEC rules. This committee oversees the integrity of our financial statements, disclosure controls and procedures, the systems of internal accounting and financial controls, compliance with legal and regulatory requirements, the qualifications and independence of the independent auditors and the performance of our internal audit function and independent auditors, and the quarterly reviews and annual independent audit of our financial statements. Gregory & Associates, our independent auditors, reports directly to the Audit Committee.

We will provide a free printed copy of any of the charters of any Board committee to any stockholder on request.

Compensation Committee. The Compensation Committee currently consists of Mr. Polinsky as chair, Mr. Yevstifeyev, and Mr. Smith. This committee provides assistance to the Board of Directors in overseeing our compensation policies and practices. It reviews and approves the compensation levels and policies for the Board of Directors; reviews and approves corporate goals and objectives with respect to CEO compensation and, based upon these evaluations, determines and approves the CEO's compensation; makes recommendations to the Board of Directors with respect to non-CEO executive officer compensation. The Compensation Committee also has the responsibility to provide the report to stockholders on executive officer compensation, which appears below.

Item 11. Executive Compensation.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

No member of the compensation committee (i) was an officer or employee of the Company or a subsidiary of the Company during 2011, (ii) was formerly an officer of the Company or a subsidiary of the Company, or (iii) had any relationship required to be disclosed pursuant to Item 404 of Regulation S-K.

During fiscal 2011, none of the Company's executive officers served as (i) a member of a compensation committee of another company, one of whose executive officers served on the Company's compensation committee; (ii) a director of another company, one of whose executive officers served on the Company's compensation committee; or (iii) a member of a compensation committee of another company, one of whose executive officers served as one of the Company's directors.

COMPENSATION DISCUSSION AND ANALYSIS

Overview and General Philosophy

At Wizzard, our focus is to create value through advancements in the use of speech recognition software within our diverse businesses. We are also focused on growing our media business through hosting fees and monetization of unique users, and we continue to grow our home healthcare segment through new education programs and services for our clients. Our executive compensation program supports this goal of value creation by:

- rewarding executives for obtaining performance milestones;
- aligning the interests of executives with the interests of stockholders; and
- attracting and retaining highly motivated and talented executives.

Our compensation elements simultaneously fulfill one or more of these three objectives. The elements include:

- base salary;
- discretionary bonuses (in the form of cash, restricted stock, and stock options);
- benefits programs.

The type and amount of compensation is determined considering current pay, competitive pay data from the external talent market and the opportunity for future pay. We combine compensation elements for each executive in a manner that will meet the performance, alignment and retention goals listed above as well as eliciting the best possible contribution from the executive.

Compensation Objectives

Our executive compensation philosophy is built around two objectives: supporting stockholder value creation through, aligning the interests of executives with the interests of stockholders, and attracting and retaining highly motivated and talented executives.

Due to our diverse businesses, we have determined that no specific peer group is appropriate to use in defining market pay levels for our named executives. We therefore use general industry data of companies which are a similar size to us based on market capitalization to establish market pay levels.

Obtained Performance Milestones:

	•		We construct our annual bonus opportunities to have appropriately aggressive targets that require significant achievement against performance milestones.

Aligned Interests:

	•		Our base pay practices reduce fixed costs and emphasize performance-based incentive programs, which we believe are in the best interests of stockholders.

	•		We base our annual bonus opportunities on performance milestones and value to the stockholder that focus executives on performance results that are of common interest to stockholders.

	•		We award long-term equity incentive opportunities using stock options and restricted stock so that appreciating stock value is a significant factor in executive compensation.

Executive Retention:

	•		We believe our use of lower base salary levels accompanied by an emphasis on incentive programs attracts executives that are appropriately aggressive, innovative, and willing to risk a larger share of their compensation on their own performance and the performance of the Company.

	•		Discretionary bonuses allow us to adjust to unique market conditions in a timely fashion in order to retain key executives.

Compensation Administration

General Process. Executive compensation decisions at Wizzard are the product of several factors, modified by judgment and discretion as necessary. The predominant factors include:

	•		key performance measurements such as revenue, monthly download of content, and key business developments;

	•		strategic initiatives such as acquisitions, and implementation of process improvements;

	•		achievement of specific operational goals relating to the sphere of influence led by the executive;
	•		compensation of other executives within the Company (to ensure internal equity); and

For the CEO, these factors are judged and compensation is recommended by the Compensation Committee of the Board of Directors and approved by the Board. For the other executive officers (including all of the named executives in the Summary Compensation Table), the factors are considered by the CEO, who recommends compensation levels. These judgments and recommendations are then reviewed and approved or revised by the Compensation Committee.

Generally, the Compensation Committee reviews and makes adjustments to base compensation once per year, effective at the beginning of each fiscal year (January 1). Annual incentives are typically paid within two months of the fiscal year end, usually in mid-February. Equity grants are typically awarded in the spring of each year, in March or early April.

Role of Compensation Committee. The Compensation Committee oversees the design, development and implementation of our compensation program. The Committee evaluates the performance of the CEO and determines CEO compensation consistent with the objectives of the compensation program. The Committee also approves all incentive compensation plans and approves or revises recommendations made by the CEO for compensation decisions affecting other executives. The Committee also approves all bonuses, awards and grants under all incentive plans.

Role of CEO. Our CEO is responsible for the implementation and administration of our compensation program throughout the organization. The CEO evaluates the performance of executives and, consistent with the objectives of the compensation program, meets with the Compensation Committee to consider and recommend compensation programs, set and evaluate performance milestone, and make specific recommendations on the form and amount of compensation for named executives.

Compensation Components

Short-Term Compensation. Consistent with our stated compensation philosophy, our key metric for executive short-term compensation is annual total cash compensation. Discretionary bonuses provide significant upside potential which results in targeted annual total cash compensation.

Our performance for fiscal 2011 was well above targeted levels, even in a year that was very challenging. Company-wide, total revenue for the year was $6.5 million, an increase of 18% from the previous year. In January, 2011, the Company closed a subscription agreement whereby six institutional investors invested a total of $3.1 million in cash in exchange for 1,166,672 shares of common stock and 440,268 warrants.

Base Salary. We consider base salary a tool to provide executives with a reasonable base level of income relative to the scope of the positions they hold. Base salaries are established based on the level of responsibility for the position. With the exception of the CEO and named executives all base salaries are reviewed annually, and are adjusted from time to time to reflect changes in responsibility level.

In 2011, our named executives' salaries range from $166,375 to $188,760. In 2010, our named executives' salaries ranged from $133,100 to $145,200. There were no changes in salaries for senior executives during 2009 or 2010.

Annual Bonus. Currently, there is not an established annual incentive bonus plan.

Discretionary Bonuses. Because there is not an annual incentive plan, the Compensation Committee may determine a discretionary bonus is to be awarded to appropriately reward senior executives. In these cases, discretionary bonuses are used to assure that executives are appropriately rewarded. The Committee determines discretionary bonuses for the CEO. The CEO recommends discretionary bonuses for all other named executives, which are then approved or adjusted by the Committee.

In fiscal year 2011, discretionary bonuses were awarded to the executive officers.

Our Compensation Committee believes that we have executed on our compensation philosophy given the level of Company performance in fiscal 2011.

Long-Term Incentive Compensation. In 2011, we offered a limited group of employees, including all named executives, stock options.

In fiscal 2012, we plan to execute a long-term incentive design that will utilize stock options. For senior management, including named executives, the primary emphasis will be on stock option awards. This results primarily in senior management focus on stock price performance, directly aligning the interests of executives with the interests of stockholders. It also puts a higher percentage of long-term compensation at risk as the design delivers less immediate value to executives.

All stock-options granted to the named executives by the Company must have prior Compensation Committee approval. The exercise price for all stock-based awards coincides with the date the Committee approves the award grant. It is against Company policy to back-date stock-based awards or to try to time stock-based awards for any reason and we have never engaged in these practices.

Award Adjustment or Recovery. We do not have a policy to recover or otherwise adjust payments made or awards earned as a result of changes in subsequent periods relating to performance measures upon which such payments or awards are based, sometimes referred to as a “clawback” policy. We have not required any named executive to return any award or repay any payment received in any fiscal year.

Tax Deductibility of Compensation. Section 162(m) of the Internal Revenue Code of 1986, as amended, imposes a $1,000,000 limit on the amount that a public company may deduct for compensation paid to named executives unless compensation is based on an individual’s meeting pre-established performance goals determined by a compensation committee and approved by stockholders.

Retirement and Other Benefits

Generally, we view retirement savings as a personal matter. We currently do not offer any pre-tax retirement savings through the use of a traditional 401(k) plan; a deferred compensation plan; or other retirement programs.

Perquisites. Eligible employees, including named executives, participate in various other employee benefit plans, including medical and dental care plans; flexible spending accounts for health care; life, accidental death and dismemberment and disability insurance; and vacation plans. The primary purpose of providing these plans and limited perquisites to senior executives is to attract and retain talented executives to manage the Company. With respect to non-insurance perquisites, we prefer to take a minimalist approach. For fiscal 2011, the Company did not have executive non-insurance perquisites.

Compensation Committee Report

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis set forth in this Annual Report with our management. Based on such review and discussions, the Compensation Committee recommended to our Board of Directors that the Compensation Discussion and Analysis be included in this Annual Report on Form 10-K.

Compensation Committee
Douglas Polinsky, Chairman
J. Gregory Smith
Denis Yevstifeyev

Summary Compensation Table

The following sets forth the compensation of Wizzard's Chief Executive Officer during fiscal 2011, and the other persons who served as executive officers during fiscal 2011. Unless otherwise noted, the amounts shown represent what was earned in fiscal 2011.

SUMMARY COMPENSATION TABLE – FISCAL 2011

Name and principal positionSalary ($)Bonus ($)

(1)**Stock awards ($)Non-equity incentive plan compensation ($)All other compensation ($)Total ($)**
Christopher Spencer – Chief Executive Officer

2011175,80630,00031,163(2)00236,9692010145,2000000145,2002009145,2000000145,200John Busshaus – Chief Financial Officer

2011155,70525,00031,163(2)00211,8682010133,10000 00133,1002009133,10000 00133,100

(1)	The bonuses shown in this column represent discretionary awards.

(2)	Stock-based compensation represents the amounts recognized for financial reporting purposes for granting of stock options totaling $31,163, calculated in accordance with the requirements of SFAS No. 123R. Reference is made to Note 8 to the consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year 2011 for a detailed description of the assumptions used in valuing stock-based awards under SFAS No. 123R.

Restricted Stock Awards

There were no issuances of restricted stock award during fiscal 2011 to any named executive.

Outstanding Equity Awards at Fiscal Year End

The following table sets forth information concerning outstanding equity awards for the named executives as of December 31, 2011.

OUTSTANDING EQUITY AWARDS AT DECEMBER 31, 2011

	Option awards		**Stock awards**

NameNumber of securities underlying unexercised options (#) exercisableNumber of securities underlying unexercised options (#) unexercisableEquity incentive plan awards: number of securities underlying unexercised unearned options (#)Option exercise price ($)Option expiration dateNumber of shares or units of stock that have not vested (#)Market value of shares or units of stock that have not vested ($)Equity incentive plan awards: number of unearned shares, units or other rights that have not vested (#)Equity incentive plan awards: market or payout value of unearned shares, units or other rights that have not vested ($) John L. Busshaus11,4590019.085/22/20160000John L. Busshaus16,6670026.405/16/20170000John L. Busshaus20,834002.404/26/20140000Chris Spencer20,834002.404/26/20140000

Grants of Plan-Based Awards for 2011

There were no plan-based equity awards made to our executive officers during fiscal 2011.

Option Exercises and Stock Vested

The following table sets forth information concerning fiscal 2011 option exercises and restricted stock that vested during fiscal 2011 for the named executives.

OPTION EXERCISES AND STOCK VESTED DURING FISCAL 2011

		Option awards				Stock awards		
Name		Number of shares acquired on exercise (#)		Value realized on exercise ($)		Number of shares acquired on vesting (#)		Value realized on vesting ($)
Christopher Spencer		0		0		0		0

John L. Busshaus0000

Pension Benefits

The Company does not have any plans that provide for payments or other benefits at, following, or in connection with retirement.

Nonqualified Deferred Compensation

The Company does not have a Deferred Compensation Plan for its executive officers.

Other Potential Post-Employment Payments

As of December 31, 2011, there were no named executives with employment contracts that require or required severance or other post-employment payments.

Summary Information about Equity Compensation Plans

As of December 31, 2011, we had ten stock option plans, of which seven were not approved by stockholders. Five of these ten plans had expired as of December 31, 2011. A total of 544,792 shares of common stock have been reserved for ultimate issuance under the plans. As of December 31, 2011, options for approximately 137,063 shares of common stock could be granted under the remaining plans.

The Compensation Committee, or in its absence, the full Board, administers and interprets the plans. This Committee is authorized to grant options and other awards both under the plans and outside of any plan to eligible employees, officers, directors, and consultants. Terms of options and other awards granted under the plans, including vesting requirements, are determined by the Committee and historically have varied significantly. Options and other awards granted under the plans vest over periods ranging from zero to ten years, expire ten years from the date of grant and are not transferable other than by will or by the laws of descent and distribution. Incentive stock option grants are intended to meet the requirements of the Internal Revenue Code.

2002 Stock Option Plan. A total of 83,334 shares of common stock are reserved for issuance under the 2002 Stock Option Plan. The 2002 Plan expired in 2007 and awards can no longer be granted under the 2002 Plan. The 2002 Plan provided for the granting of both incentive stock options (ISOs) and non-statutory stock options (NSOs).

2004 Stock Option Plan. A total of 16,667 shares of common stock are reserved for issuance under the 2004 Stock Option Plan. The 2004 Plan expired in 2007 and awards can no longer be granted under the 2004 Plan. The 2004 Plan provided for the granting of both incentive stock options (ISOs) and non-statutory stock options (NSOs).

2005 Stock Option Plan. A total of 16,667 shares of common stock are reserved for issuance under the 2005 Stock Option Plan. The 2005 Plan expired in 2007 and awards can no longer be granted under the 2005 Plan. The 2005 Plan provided for the granting of both incentive stock options (ISOs) and non-statutory stock options (NSOs).

2006 Stock Option Plan. A total of 11,459 shares of common stock are reserved for issuance under the 2006 Stock Option Plan. The 2006 Plan expired in 2006 and awards can no longer be granted under the 2006 Plan. The 2006 Plan provided for the granting of both incentive stock options (ISOs) and non-statutory stock options (NSOs).

2007 Stock Option Plan. A total of 16,667 shares of common stock are reserved for issuance under the 2007 Stock Option Plan. The 2007 Plan has not expired and awards up to 21 can be granted under the 2007 Plan. The 2007 Plan provided for the granting of both incentive stock options (ISOs) and non-statutory stock options (NSOs).

2007 Key Employee Stock Option Plan. A total of 16,667 shares of common stock are reserved for issuance under the 2007 Key Employee Stock Option Plan. The 2007 Key Employee Plan expired in 2007 and awards can no longer be granted under the 2007 Key Employee Plan. The 2007 Key Employee Plan provides for the granting of both incentive stock options (ISOs) and non-statutory stock options (NSOs).

2008 Stock Option Plan. A total of 16,667 shares of common stock are reserved for issuance under the 2008 Stock Option Plan. The 2008 Plan has not expired and awards up to 32 can be granted under the 2008 Plan. The 2008 Plan provides for the granting of both incentive stock options (ISOs) and non-statutory stock options (NSOs).

2008 Key Employee Stock Option Plan. A total of 33,334 shares of common stock are reserved for issuance under the 2008 Key Employee Stock Option Plan. The 2008 Key Employee Plan has not expired and awards up to 220 can be granted under the 2008 Key Employee Plan. The 2008 Key Employee Plan provides for the granting of both incentive stock options (ISOs) and non-statutory stock options (NSOs).

2009 Stock Option Plan. A total of 166,667 shares of common stock are reserved for issuance under the 2009 Stock Option Plan. The 2009 Plan has not expired and awards up to 13,106 can be granted under the 2009 Plan. The 2009 Plan provides for the granting of both incentive stock options (ISOs) and non-statutory stock options (NSOs).

2010 Stock Option Plan. A total of 166,667 shares of common stock are reserved for issuance under the 2010 Stock Option Plan. The 2010 Plan has not expired and awards up to 123,889 can be granted under the 2010 Plan. The 2010 Plan provides for the granting of both incentive stock options (ISOs) and non-statutory stock options (NSOs).

No Loans for Option Exercises. It is our policy to not make loans to employees or officers for the purpose of paying for the exercise of stock options.

Stockholder Approval of Equity Compensation Plans. The following table presents information as of December 31, 2011, about our common stock that may be issued upon the exercise of options granted to employees, consultants or members of the Board of Directors under all of our existing equity compensation plans and individual arrangements. As described above, we have seven stock option plans under which options have been granted.

Plan Category	Maximum shares to be issued upon exercise of options	Weighted-average exercise price of outstanding options	Shares remaining available for future issuance under existing equity compensation plans (excluding shares reflected in first column)
Plans approved by stockholders	32,000	$20.88	53
Plans not approved by stockholders	87,597	2.88	137,011
Total	119,597	$7.68	137,064

DIRECTOR COMPENSATION

In 2011, we paid our non-employee directors a cash retainer. In 2012, the Board of Directors will consider stock options or other appropriate equity incentive grants to the outside directors. We reimburse directors for out-of-pocket expenses they incur when attending meetings of the Board. Salaried executives who serve as directors are not paid for their services as directors and accordingly, Christopher Spencer is not included in the director compensation table below.

The following table sets forth the compensation we paid our non-employee directors in 2011. Unless otherwise noted, the amounts shown represent what was earned in fiscal 2011.

DIRECTOR COMPENSATION TABLE – FISCAL 2011

Name	Fees earned or paid in cash ($)	Stock awards ($)	Option awards ($)	Non-equity incentive plan compensation ($)	Nonqualified deferred compensation earnings ($)	All other compensation ($)	Total ($)
Doug Polinsky	32,000	0	0	0	0	0	32,000
J. Gregory Smith	32,000	0	0	0	0	0	32,000
Denis Yevstifeyev	32,000	0	0	0	0	0	32,000

All outside directors are entitled to base annual cash compensation of $24,000, which we pay monthly. Currently, the outside directors also receive options for the purchase of common stock which normally vest at the rate of 24,000 shares each year, through December 31, 2011. The outside directors were granted 12,000 stock options on January 22, 2010, with a fair value of $50,400 on that date. As of December 31, 2011, there were 12,000 stock options outstanding that were granted to the outside directors.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Securities Authorized for Issuance Under Equity Compensation Plans

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by stockholders	32,000	$20.88	53
Equity compensation plans not approved by stockholders	87,597	2.88	137,011
Total	119,597	$7.68	137,064

Security Ownership of Certain Beneficial Owners

The following table sets forth certain information as of March 19, 2012 regarding the beneficial ownership of our common stock, for:

	•		each person (or group of affiliated persons) who, insofar as we have been able to ascertain, beneficially owned more than 5% of the outstanding shares of our common stock;
	•		each director;
	•		each named executive; and
	•		all directors and executive officers as a group.

We relied on information received from each stockholder as to beneficial ownership, including information contained on Schedules 13D and 13G and Forms 3, 4 and 5. As of March 2, 2012 there were 8,163,790 shares of common stock outstanding. As of that date, there were options to purchase 119,597 shares of common stock and warrants to purchase 497,738 shares of common stock.

Name and Address of Beneficial Owner (1)		Amount and Nature of Beneficial Ownership (2)			Percent of Class	

5% Stockholders: Christopher Spencer, Chief Executive Officer

	274,995	(3)		3.4%	

Directors:						

Douglas Polinsky 12,500[4] *J. Gregory Smith

	4,000	(4)		*	

Denis Yevstifeyev 4,000[4] *

Executive Officers: John L. Busshaus, Chief Financial Officer

	48,958	(5)		*	

All directors and executive officers as a group (5 persons)		344,453			4.2%	

*	Less than 1%
(1)	The address of each director and officer is c/o Wizzard Software Corporation, 5001 Baum Blvd. Suite 770, Pittsburgh, Pennsylvania 15213.
(2)	The persons named in this table have sole voting and investment power with respect to all shares of common stock reflected as beneficially owned by them. A person is deemed to be the beneficial owner of securities that can be acquired by such person within sixty (60) days from April 1, 2012, and the total outstanding shares used to calculate each beneficial owner's percentage includes such shares, although such shares are not taken into account in the calculations of the total number of shares or percentage of outstanding shares. Beneficial ownership as reported does not include shares subject to option or conversion that are not exercisable within 60 days of April 1, 2012.
(3)	Includes 20,834 stock options that are vested or will vest within 60 days of April 1, 2012.
(4)	Includes 4,000 stock options that are vested or will vest within 60 days of April 1, 2012.
(5)	Includes 48,959 stock options that are vested or will vest within 60 days of April 1, 2012.

Changes in Control

There are no known arrangements known to the Company, including any pledge by any person of securities of the Company, the operation of which may at a subsequent date result in a change in control of the Company.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Transactions with Related Persons.

During the fiscal years ended December 31, 2011 and 2010, there were no transactions, and there are no currently proposed transactions, in which the Company was or is to be a participant and the amount involved exceeds the lesser of $120,000 or one percent of the average of the Company's total assets at year end for the last two completed fiscal years, and in which any related person had or will have a direct or indirect material interest. Survival Spanish, an Education podcaster ran advertising campaigns on his shows and sold podcast Apps during 2011. Survival Spanish is owned by David Spencer. David Spencer is a sibling of the CEO of the Company. During 2011, payments were made to Mr. Spencer totaling $1,132.

Parents of the Issuer.

The Company has no parents.

Promoters and certain control persons.

None; not applicable.

Director independence.

The Board of Directors has determined that each of J. Gregory Smith, Denis Yevstifeyev and Douglas Polinsky has no material relationship with us (either directly or as a partner, stockholder or officer of an organization that has a relationship with us) and satisfies the independence requirements required by the NYSE AMEX. The non-management independent directors meet in executive session, without management, at least annually. Mr. Polinsky, an independent non-management director, chairs all executive session meetings of directors.

Item 14. Principal Accountant Fees and Services.

The following is a summary of the fees billed to Wizzard by its principal accountants during the calendar years ended December 31, 2011, 2010 and 2009:

Fee category		**2011**		**2010**		**2009**
Audit Fees (1)	$	96,608	$	83,990	$	80,715

Audit – related fees		0		0		0
Tax fees		0		0		0
All other fees		0		0		0
Total fees	$	96,608	$	83,990	$	80,715

(1) Consists of fees for audit of the Company's annual financial statements, audit of the financial statements of acquired subsidiaries, the review of interim financial statements included in the Company's quarterly reports, and the review of other documents filed with the Securities and Exchange Commission.

Audit fees - Consists of fees for professional services rendered by our principal accountants for the audit of our annual financial statements and the review of financial statements included in our Forms 10-Q or services that are normally provided by our principal accountants in connection with statutory and regulatory filings or engagements.

Audit-related fees - Consists of fees for assurance and related services by our principal accountants that are reasonably related to the performance of the audit or review of Wizzard's financial statements and are not reported under "Audit fees."

Tax fees - Consists of fees for professional services rendered by our principal accountants for tax compliance, tax advice and tax planning.

All other fees - Consists of fees for products and services provided by our principal accountants, other than the services reported under "Audit fees," "Audit-related fees" and "Tax fees" above.

The Audit Committee is informed of and approves all services Gregory & Associates provides. The Audit Committee pre-approves the annual audit fee, tax services, and non-routine SEC filing reviews, as well as the fees for all large projects that are expected to cost more than $50,000. In addition, it has pre-approved $100,000 for items that relate to routine accounting services related to items such as new, routine SEC filings requiring consents, and routine tax consultations. Upon performance of such services, the Audit Committee is informed of and approves the matters to which such consultations relate. Upon approval by the Audit Committee, the amount is added back to the pre-approved $100,000.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

(a) Financial Statements.

Consolidated Balance Sheets of Wizzard Software Corporation and subsidiaries as of December 31, 2011 and 2010

Consolidated Statements of Operations of Wizzard Software Corporation and subsidiaries for the years ended December 31, 2011, 2010 and 2009

Consolidated Statements of Stockholders' Equity of Wizzard Software Corporation and subsidiaries for the years ended December 31, 2011, 2010 and 2009

Consolidated Statements of Cash Flows of Wizzard Software Corporation and subsidiaries for the years ended December 31, 2011, 2010 and 2009

Notes to Consolidated Financial Statements

(b) Exhibits. (1)

Exhibit Number	Description
3.1	Articles of Incorporation(2)
3.2	Certificate of Amendment filed May 22, 2000 (2)
3.3	Articles of Amendment filed February 7, 2001 (2)
3.4	Articles of Amendment filed July 3, 2007 (2)
3.5	Articles of Amendment/Certificate of Designation regarding rights and preferences of Series A Preferred Stock (3)
3.6	Articles of Amendment filed June 15, 2011 (4)
3.7	Articles of Amendment filed February 8, 2012 (5)
3.8	Amended and Restated Bylaws(6)
10.1	Subscription Agreement (7)
10.2	Convertible Note for $1,000,000 (7)
10.3	Convertible Note for $400,000 (7)

10.4Convertible Note for $350,000 (7)

10.5Funds Escrow Agreement (7)

10.6Class A Common Stock Purchase Warrant No. 2006-A-001 (7)

10.7Class A Common Stock Purchase Warrant No. 2006-A-002 (7)

10.8Class A Common Stock Purchase Warrant No. 2006-A-003 (7)

10.9Class B Common Stock Purchase Warrant No. 2006-B-001 (7)

10.10 Class B Common Stock Purchase Warrant No. 2006-B-002 (7)

10.11 Class B Common Stock Purchase Warrant No. 2006-B-003 (7)

10.12 Amendment to Transaction Documents Agreement (8)

10.13 Convertible Note issued to Alpha Capital Anstalt (Second closing) (8)

10.14 Convertible Note issued to Whalehaven Capital Fund Ltd. (Second closing) (8)

10.15 Convertible Note issued to Genesis Microcap Inc. (Second closing) (8)

10.16 Class A Common Stock Purchase Warrant of Alpha Capital Anstalt (Second closing) (8)

10.17 Class A Common Stock Purchase Warrant of Whalehaven Capital Fund Ltd. (Second closing) (8)

10.18 Class A Common Stock Purchase Warrant of Genesis Microcap Inc. (Second closing) (8)

10.19 Class B Common Stock Purchase Warrant of Alpha Capital Anstalt (Second closing) (8)

10.20 Class B Common Stock Purchase Warrant of Whalehaven Capital Fund Ltd. (Second closing) (8)

10.20 Class B Common Stock Purchase Warrant of Genesis Microcap Inc. (Second closing) (8)

10.21	Securities Purchase Agreement (2)
10.22	Registration Rights Agreement (2)
10.23	Common Stock Purchase Warrant for 86,382 shares (2)
10.24	Common Stock Purchase Warrant for 10,163 shares (2)
10.25	Common Stock Purchase Warrant for 5,081 shares (2)
10.26	Common Stock Purchase Warrant for 50,813 shares (2)
10.27	Modification and Amendment Agreement (9)
10.28	Modification Agreement (10)
10.29	Subscription Agreement (11)
10.30	Secured Note for $200,000 (11)
10.31	Secured Note for $500,000 (11)
10.32	Secured Note for $300,000 (11)
10.33	Security Agreement (11)
10.34	Collateral Agent Agreement (11)
10.35	Guaranty (11)
10.36	Funds Escrow Agreement (11)
10.37	Modification and Amendment Agreement with Genesis Microcap Inc. (12)
10.38	Modification and Amendment Agreement with Whalehaven Capital Fund Ltd. (12)
10.39	Waiver Agreement (13)
10.40	Waiver, Amendment and Exchange Agreement (13)
10.41	Securities Purchase Agreement (13)

10.42	Amendment No. 1 to Securities Purchase Agreement (14)
10.43	Modification and Amendment Agreement with Whalehaven Capital Fund Ltd. (15)
10.44	Modification and Amendment Agreement with Genesis Microcap Inc. (15)
10.45	Waiver Agreement with Canada Pension Plan Investment Board (16)
10.46	Waiver Agreement with preferred stockholders (16)
10.47	Addendum No. 1 to Securities Purchase Agreement (16)
10.48	Waiver and Extension Agreement (17)
10.49	Warrant Amendment Agreement (18)
10.50	Waiver Agreement (19)
10.51	Promissory Note (20)
10.52	Promissory Note (21)
10.53	Form of Securities Purchase Agreement (22)
10.54	Form of Warrant (22)
10.55	Extension and Waiver Agreement with Note Holders (23)
10.56	Extension and Waiver Agreement with Whalehaven (23)
10.57	Extension and Waiver Agreement with Alpha Capital (23)
10.58	Extension and Waiver Agreement with Enable entities (23)
10.59	Note Amendment Agreement with Chardan (23)
10.60	Settlement Agreement and Release (24)
10.61	Engagement Agreement, as amended (25)
10.62	Form of Securities Purchase Agreement (25)

10.63 Form of Warrant (25)

10.64 Waiver Agreement (25)

10.65 Lock-Up Agreement (25)

10.66 Form of Securities Purchase Agreement (26)

10.67 Form of Warrant (26)

10.68 Securities Purchase Agreement (27)

10.69 Form of Warrant (27)

10.70 Memorandum of Understanding

31.1302 Certification of Christopher J. Spencer

31.2302 Certification of John Busshaus

32 906 Certification

(1) Summaries of all exhibits contained within this Report are modified in their entirety by reference to these Exhibits.

(2) Incorporated by reference from our Registration Statement on Form SB-2 filed with the Securities and Exchange Commission on July 26, 2007.

(3) Incorporated by reference from our Current Report on Form 8-K dated June 29, 2007, filed with the Securities and Exchange Commission on July 3, 2007.

(4) Incorporated by reference from our Current Report on Form 8-K dated June 15, 2011, filed with the Securities and Exchange Commission on June 17, 2011.

(5) Incorporated by reference from our Current Report on Form 8-K dated February 8, 2012, filed with the Securities and Exchange Commission on February 9, 2012.

(6) Incorporated by reference from our Current Report on Form 8-K dated September 5, 2007, filed with the Securities and Exchange Commission on September 10, 2007.

(7) Incorporated by reference from our Current Report on Form 8-K dated October

25, 2006, filed with the Securities and Exchange Commission on October 27, 2006.

(8) Incorporated by reference from our Registration Statement on Form SB-2, filed with the Securities and Exchange Commission on December 22, 2006.

(9) Incorporated by reference from our Current Report on Form 8-K dated November 10, 2008, filed with the Securities and Exchange Commission on November 14, 2008.

(10) Incorporated by reference from our Current Report on Form 8-K dated November 28, 2008, filed with the Securities and Exchange Commission on December 2, 2008.

(11) Incorporated by reference from our Current Report on Form 8-K dated December 2, 2008, filed with the Securities and Exchange Commission on December 2, 2008.

(12) Incorporated by reference from our Current Report on Form 8-K dated April 27, 2009, filed with the Securities and Exchange Commission on April 29, 2009.

(13) Incorporated by reference from our Current Report on Form 8-K dated June 19, 2009, filed with the Securities and Exchange Commission on June 22, 2009.

(14) Incorporated by reference from our Current Report on Form 8-K dated September 14, 2009, filed with the Securities and Exchange Commission on September 15, 2009.

(15) Incorporated by reference from our Current Report on Form 8-K dated October 15, 2009, filed with the Securities and Exchange Commission on October 21, 2009.

(16) Incorporated by reference from our Current Report on Form 8-K dated December 17, 2009, filed with the Securities and Exchange Commission on December 23, 2009.

(17) Incorporated by reference from our Current Report on Form 8-K dated January 4, 2010, filed with the Securities and Exchange Commission on January 6, 2010.

(18) Incorporated by reference from our Current Report on Form 8-K dated February 10, 2010, filed with the Securities and Exchange Commission on February 12, 2010.

(19) Incorporated by reference from our Current Report on Form 8-K dated February 26, 2010, filed with the Securities and Exchange Commission on March 4, 2010.

(20) Incorporated by reference from our Current Report on Form 8-K dated March 12, 2010, filed with the Securities and Exchange Commission on March 12, 2010.

(21) Incorporated by reference from our Current Report on Form 8-K dated March 26, 2010, filed with the Securities and Exchange Commission on March 31, 2010.

(22) Incorporated by reference from our Current Report on Form 8-K dated April 1, 2010, filed with the Securities and Exchange Commission on April 1, 2010.

(23) Incorporated by reference from our Current Report on Form 8-K dated April 8, 2010, filed with the Securities and Exchange Commission on April 8, 2010.

(24) Incorporated by reference from our Current Report on Form 8-K dated November 15, 2010, filed with the Securities and Exchange Commission on November 19, 2010.

(25) Incorporated by reference from our Current Report on Form 8-K dated January 18, 2011, filed with the Securities and Exchange Commission on January 20, 2011.

(26) Incorporated by reference from our Current Report on Form 8-K dated January20, 2011, filed with the Securities and Exchange Commission on January 25, 2011.

(27) Incorporated by reference from our Current Report on Form 8-K dated March 1, 2011, filed with the Securities and Exchange Commission on March 4, 2011.

(28) Incorporated by reference from our Current Report on Form 8-K dated August 2, 2011, filed with the Securities and Exchange Commission on August 8, 2011.

(c) Financial Statement Schedules.

The following documents are filed as part of this Report:

1. Financial Statements

See Index to Consolidated Financial Statements

2. Financial Statement Schedules:

All financial statement schedules have been omitted because they are not applicable or the required information is presented in the financial statements or the notes to the consolidated financial statements

SIGNATURES

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

WIZZARD SOFTWARE CORPORATION

Date:	*3/30/12*		*By:*	*/s/ Christopher J. Spencer*
				Christopher J. Spencer
				Chief Executive Officer and President

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

Date:	*3/30/12*		*By:*	*/s/ Christopher J. Spencer*
				Christopher J. Spencer
				Chief Executive Officer and President

Date:	*3/30/12*			*/s/ John Busshaus*
				John Busshaus
				Chief Financial Officer

Date:	*3/30/12*			*/s/ J. Gregory Smith*
				J. Gregory Smith

				Director

Date:	*3/30/12*			*/s/ Denis Yevstifeyev*
				Denis Yevstifeyev
				Director

Date:	*3/30/12*			*/s/ Douglas Polinsky*
				Douglas Polinsky
				Director

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Christopher J. Spencer, certify that:

1. I have reviewed this report on Form 10-K of the issuer;

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 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 issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer 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 15d-15(f)) for the issuer and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to me 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 our 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 issuer's disclosure controls and procedures and presented in this report my 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 issuer's internal control over financial reporting that occurred during the issuer's most recent fiscal quarter (the issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer'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 issuer'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 issuer's internal control over financial reporting.

Date:	*3/30/12*		*By:*	*/s/ Christopher J. Spencer*
				Christopher J. Spencer
				Chief Executive Officer and President

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, John Busshaus, certify that:

1. I have reviewed this report on Form 10-K of the issuer;

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 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 issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer 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 15d-15(f)) for the issuer and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to me 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 our 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 issuer's disclosure controls and procedures and presented in this report my 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 issuer's internal control over financial reporting that occurred during the issuer's most recent fiscal quarter (the issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer'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 issuer'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 issuer's internal control over financial reporting.

Date:	*3/30/12*			*/s/ John Busshaus*
				John Busshaus
				Chief Financial Officer

CERTIFICATION OF
CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Christopher J. Spencer and John Busshaus, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report of Wizzard Software Corporation on Form 10-K for the year ended December 31, 2011 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Annual Report of Wizzard Software Corporation on Form 10-K fairly presents in all material respects the financial condition and results of operations of Wizzard Software Corporation.

Date:	*3/30/12*		*By:*	*/s/ Christopher J. Spencer*
				Christopher J. Spencer
				Chief Executive Officer and President

Date:	*3/30/12*			*/s/ John Busshaus*
				John Busshaus
				Chief Financial Officer