

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

OMB Number: 3235-0287
Expires: December 31, 2001
Estimated average burden
hours per response 0.5

1. Name and Address of Reporting Person* Yahoo! Inc.			2. Issuer Name and Ticker or Trading Symbol Net2Phone, Inc. (NTP)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) 77-0398689	4. Statement for Month/Year 08/2001	<input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below)	<input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)
701 First Avenue						
(Street)				5. If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Filing (Check Applicable) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
Sunnyvale,	California	94089				
(City)	(State)	(Zip)				

Table I—Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.	Title of Security (Instr. 3)	2.	Transaction Date (Month/Day/Year)	3.	Transaction Code (Instr. 8)	4.	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5.	Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	V	Amount	(A) or (D)	Price				
	Common Stock		8/1/01		S		714	D	\$3.96				
	Common Stock		8/1/01		S		714	D	\$4.06				
	Common Stock		8/1/01		S		714	D	\$4.08				
	Common Stock		8/1/01		S		2,142	D	\$4.09				
	Common Stock		8/1/01		S		714	D	\$4.10				
	Common Stock		8/1/01		S		714	D	\$4.11				

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over)
SEC 1474 (3-99)

Page 1 of 33

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

FORM 4 (continued)

**Table II—Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

[illegible]

[illegible]

Explanation of Responses:

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Susan L. Decker

September 10, 2001

**Signature of Reporting Person

Date _____

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Susan L. Decker,
Senior Vice President, Finance and Administration and Chief
Financial Officer

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FORM 4

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

OMB APPROVAL

// Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
(Print or Type Responses)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

OMB Number: 3235-0287
Expires: December 31, 2001
Estimated average burden
hours per response 0.5

- | | | | | | | |
|---|------------|----------|---|-----------------------------|--|---|
| 1. Name and Address of Reporting Person*
Yahoo! Inc. | | | 2. Issuer Name and Ticker or Trading Symbol
Net2Phone, Inc. (NTP) | | 6. Relationship of Reporting Person(s) to Issuer
(Check all applicable) | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | 4. Statement for Month/Year | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| 701 First Avenue | | | | 08/2001 | <input type="checkbox"/> Officer
(give title below) | <input type="checkbox"/> Other
(specify below) |
| (Street) | | | 5. If Amendment, Date of Original (Month/Year) | | 7. Individual or Joint/Group Filing (Check Applicable) | |
| | | | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |
| Sunnyvale, | California | 94089 | | | | |
| (City) | (State) | (Zip) | | | | |

Table I—Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.	Title of Security (Instr. 3)	2.	Transaction Date (Month/Day/Year)	3.	Transaction Code (Instr. 8)		4.	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5.	Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	V		Amount	(A) or (D)		Price				
	Common Stock		8/1/01		S			714	D		\$4.15				
	Common Stock		8/1/01		S			714	D		\$4.16				
	Common Stock		8/1/01		S			714	D		\$4.17				
	Common Stock		8/1/01		S			718	D		\$4.20				
	Common Stock		8/1/01		S			714	D		\$4.24				
	Common Stock		8/1/01		S			714	D		\$4.34				

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(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Year	<input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
701 First Avenue				08/2001		
(Street)				5. If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Filing (Check Applicable) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
Sunnyvale,	California	94089				
(City)	(State)	(Zip)				

Table I—Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
		Code	V	Amount	(A) or (D)	Price	
Common Stock	8/2/01	S		714	D	\$4.15	
Common Stock	8/2/01	S		718	D	\$4.36	
Common Stock	8/2/01	S		714	D	\$4.38	
Common Stock	8/2/01	S		714	D	\$4.39	
Common Stock	8/2/01	S		714	D	\$4.46	
Common Stock	8/2/01	S		2,142	D	\$4.55	

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(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Year	<input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
701 First Avenue				08/2001		
(Street)				5. If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Filing (Check Applicable) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
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(City)	(State)	(Zip)				

Table I—Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial	

		Owned at End of Month (Instr. 3 and 4)				Ownership (Instr. 4)
		Code	V	Amount	(A) or (D)	Price
Common Stock	8/2/01	S		1,428	D	\$4.58
Common Stock	8/2/01	S		714	D	\$4.64
Common Stock	8/2/01	S		714	D	\$4.65
Common Stock	8/2/01	S		714	D	\$4.66
Common Stock	8/2/01	S		714	D	\$4.85
Common Stock	8/3/01	S		1,428	D	\$4.41

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
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(Over)
SEC 1474 (3-99)

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(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Year 08/2001	<input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below)	<input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)
701 First Avenue						
(Street)			5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Filing (Check Applicable) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
Sunnyvale,	California	94089				
(City)	(State)	(Zip)				

Table I—Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.	Title of Security (Instr. 3)	2.	Transaction Date (Month/Day/Year)	3.	Transaction Code (Instr. 8)	4.	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5.	Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	V	Amount	(A) or (D)	Price				
Common Stock		8/3/01		S			714	D	\$4.42				
Common Stock		8/3/01		S			714	D	\$4.45				
Common Stock		8/3/01		S			718	D	\$4.52				
Common Stock		8/3/01		S			2,142	D	\$4.55				
Common Stock		8/3/01		S			714	D	\$4.56				
Common Stock		8/3/01		S			714	D	\$4.57				

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---	--	--	--	--	--	--

(Last)

(First)

(Middle)

701 First Avenue

3. IRS Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year

08/2001

Director

Officer

(give title below)

10% Owner

Other

(specify below)

(Street)

5. If Amendment, Date of Original (Month/Year)

7. Individual or Joint/Group Filing (Check Applicable)

Form filed by One Reporting Person

Form filed by More than One Reporting Person

Sunnyvale,

California

94089

(City)

(State)

(Zip)

Table I—Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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					Code	V	Amount	(A) or (D)	Price				
	Common Stock		8/3/01		S		714	D	\$4.61				
	Common Stock		8/3/01		S		1,428	D	\$4.62				
	Common Stock		8/3/01		S		714	D	\$4.65				
	Common Stock		8/6/01		S		718	D	\$4.36				
	Common Stock		8/6/01		S		2,142	D	\$4.38				
	Common Stock		8/6/01		S		2,142	D	\$4.40				

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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1. Name and Address of Reporting Person*

2. Issuer Name and Ticker or Trading Symbol

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last)

(First)

(Middle)

701 First Avenue

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year

08/2001

Director

Officer

(give title below)

10% Owner

Other

(specify below)

(Street)

5. If Amendment, Date of Original (Month/Year)

7. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person

Form filed by More than One Reporting Person

Sunnyvale,

California

94089

(City)

(State)

(Zip)

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					Code	V	Amount	(A) or (D)	Price				
	Common Stock		8/6/01		S		1,428	D	\$4.41				
	Common Stock		8/6/01		S		714	D	\$4.40				
	Common Stock		8/6/01		S		1,428	D	\$4.45				
	Common Stock		8/6/01		S		714	D	\$4.50				
	Common Stock		8/6/01		S		714	D	\$4.55				
	Common Stock		8/7/01		S		1,428	D	\$4.30				

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1. Name and Address of Reporting Person* Yahoo! Inc.			2. Issuer Name and Ticker or Trading Symbol Net2Phone, Inc. (NTPP)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) 77-0398689	4. Statement for Month/Year 08/2001	<input type="checkbox"/> Director <input type="checkbox"/> Officer <input type="checkbox"/> (give title below)	<input type="checkbox"/> 10% Owner <input type="checkbox"/> Other <input type="checkbox"/> (specify below)
701 First Avenue						
(Street)				5. If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Filing (Check Applicable) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
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					Code	V	Amount	(A) or (D)	Price				
	Common Stock		8/7/01		S		1,428	D	\$4.32				
	Common Stock		8/7/01		S		1,432	D	\$4.33				
	Common Stock		8/7/01		S		1,428	D	\$4.34				
	Common Stock		8/7/01		S		714	D	\$4.36				
	Common Stock		8/7/01		S		714	D	\$4.37				
	Common Stock		8/7/01		S		714	D	\$4.38				

(Over)

SEC 1474 (3-99)

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(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Year 08/2001	<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
701 First Avenue					<input type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)
(Street)			5. If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Filing (Check Applicable) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
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----	---------------------------------	----	--------------------------------------	----	--------------------------------	----	--	----	---	----	--	----	--

		(Instr. 3 and 4)				
		Code	V	Amount	(A) or (D)	Price
Common Stock	8/7/01	S		714	D	\$4.39
Common Stock	8/7/01	S		1,428	D	\$4.42
Common Stock	8/8/01	S		714	D	\$4.22
Common Stock	8/8/01	S		714	D	\$4.26
Common Stock	8/8/01	S		718	D	\$4.29
Common Stock	8/8/01	S		714	D	\$4.32

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(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Year 08/2001	<input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below)	<input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)
701 First Avenue						
(Street)			5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Filing (Check Applicable) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
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		Code	V	Amount	(A) or (D)	Price
Common Stock	8/8/01	S		714	D	\$4.34
Common Stock	8/8/01	S		1,428	D	\$4.36
Common Stock	8/8/01	S		714	D	\$4.37
Common Stock	8/8/01	S		2,142	D	\$4.38
Common Stock	8/8/01	S		714	D	\$4.39
Common Stock	8/8/01	S		714	D	\$4.40

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Expires: December 31, 2001
Estimated average burden hours per response 0.5

1. Name and Address of Reporting Person* Yahoo! Inc.			2. Issuer Name and Ticker or Trading Symbol Net2Phone, Inc. (NTP)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an entity	4. Statement for Month/Year	<input type="checkbox"/> Director <input type="checkbox"/> Officer	<input type="checkbox"/> 10% Owner <input type="checkbox"/> Other

701 First Avenue

(Street)

Sunnyvale, California 94089

(City)(State)(Zip)

(Voluntary)

08/2001

(give title below)

(specify below)

5. If Amendment, Date of Original (Month/Year)

7. Individual or Joint/Group Filing (Check Applicable)
_ Form filed by One Reporting Person
_ Form filed by More than One Reporting Person

Table I—Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code	V	Amount	(A) or (D)	Price
Common Stock	8/8/01	S		714	D	\$4.46
Common Stock	8/9/01	S		714	D	\$4.09
Common Stock	8/9/01	S		714	D	\$4.10
Common Stock	8/9/01	S		714	D	\$4.12
Common Stock	8/9/01	S		714	D	\$4.13
Common Stock	8/9/01	S		714	D	\$4.14

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over)

SEC 1474 (3-99)

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

// Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
(Print or Type Responses)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

OMB Number: 3235-0287
Expires: December 31, 2001
Estimated average burden hours per response 0.5

1. Name and Address of Reporting Person*
Yahoo! Inc.
(Last)(First)(Middle)
701 First Avenue
(Street)

2. Issuer Name and Ticker or Trading Symbol
Net2Phone, Inc. (NTP)
3. IRS Identification Number of Reporting Person, if an entity (Voluntary)
4. Statement for Month/Year
08/2001

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
_ Director
_ Officer
(give title below)
_ 10% Owner
_ Other
(specify below)

5. If Amendment, Date of Original (Month/Year)

7. Individual or Joint/Group Filing (Check Applicable)
_ Form filed by One Reporting Person
_ Form filed by More than One Reporting Person

Table I—Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code	V	Amount	(A) or (D)	Price
Common Stock	8/9/01	S		714	D	\$4.15
Common Stock	8/9/01	S		1,428	D	\$4.16
Common Stock	8/9/01	S		714	D	\$4.17
Common Stock	8/9/01	S		714	D	\$4.19
Common Stock	8/9/01	S		1,428	D	\$4.20
Common Stock	8/9/01	S		714	D	\$4.21

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over)

SEC 1474 (3-99)

1. Name and Address of Reporting Person* Yahoo! Inc.			2. Issuer Name and Ticker or Trading Symbol Net2Phone, Inc. (NTOPI)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an entity (Voluntary)		__ Director __ Officer __ (give title below)	
701 First Avenue			4. Statement for Month/Year 08/2001		__ 10% Owner __ Other __ (specify below)	
(Street)			5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Filing (Check Applicable) __ Form filed by One Reporting Person __ Form filed by More than One Reporting Person	
Sunnyvale,	California	94089				

Table I—Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
		Code	V	Amount	(A) or (D)	Price	
Common Stock	8/9/01	S		718	D	\$4.25	
Common Stock	8/10/01	S		714	D	\$4.00	
Common Stock	8/10/01	S		1,428	D	\$4.12	
Common Stock	8/10/01	S		1,428	D	\$4.13	
Common Stock	8/10/01	S		714	D	\$4.14	
Common Stock	8/10/01	S		714	D	\$4.17	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over)
SEC 1474 (3-99)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

FORM 4

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

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

// Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
(Print or Type Responses)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

OMB Number: 3235-0287
Expires: December 31, 2001
Estimated average burden hours per response 0.5

1. Name and Address of Reporting Person* Yahoo! Inc.			2. Issuer Name and Ticker or Trading Symbol Net2Phone, Inc. (NTOPI)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an entity (Voluntary)		__ Director __ Officer __ (give title below)	
701 First Avenue			4. Statement for Month/Year 08/2001		__ 10% Owner __ Other __ (specify below)	
(Street)			5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Filing (Check Applicable) __ Form filed by One Reporting Person __ Form filed by More than One Reporting Person	
Sunnyvale,	California	94089				
(City)	(State)	(Zip)				

Table I—Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
		Code	V	Amount	(A) or (D)	Price	
Common Stock	8/10/01	S		714	D	\$4.19	

Common Stock	8/10/01	S	714	D	\$4.22
Common Stock	8/10/01	S	1,432	D	\$4.26
Common Stock	8/10/01	S	714	D	\$4.27
Common Stock	8/10/01	S	714	D	\$4.42
Common Stock	8/10/01	S	714	D	\$4.52

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over)
SEC 1474 (3-99)

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

// Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
(Print or Type Responses)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

OMB Number: 3235-0287
Expires: December 31, 2001
Estimated average burden hours per response 0.5

1. Name and Address of Reporting Person* Yahoo! Inc.			2. Issuer Name and Ticker or Trading Symbol Net2Phone, Inc. (NTOPI)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Year 08/2001	<input type="checkbox"/> Director <input type="checkbox"/> Officer <input type="checkbox"/> (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other <input type="checkbox"/> (specify below)	
701 First Avenue						
(Street)			5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Filing (Check Applicable) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
Sunnyvale,	California	94089				
(City)	(State)	(Zip)				

Table I—Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code	V	Amount (A) or (D)	Price	
Common Stock	8/13/01	S		714 D	\$3.88	
Common Stock	8/13/01	S		714 D	\$3.89	
Common Stock	8/13/01	S		2,146 D	\$3.90	
Common Stock	8/13/01	S		714 D	\$3.92	
Common Stock	8/13/01	S		714 D	\$4.04	
Common Stock	8/13/01	S		1,428 D	\$4.05	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over)
SEC 1474 (3-99)

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

// Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
(Print or Type Responses)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

OMB Number: 3235-0287
Expires: December 31, 2001
Estimated average burden hours per response 0.5

1. Name and Address of Reporting Person* Yahoo! Inc.			2. Issuer Name and Ticker or Trading Symbol Net2Phone, Inc. (NTOPI)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Year 08/2001	<input type="checkbox"/> Director <input type="checkbox"/> Officer <input type="checkbox"/> (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other <input type="checkbox"/> (specify below)	
701 First Avenue						
(Street)			5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Filing (Check Applicable) <input type="checkbox"/> Form filed by One Reporting Person	

Sunnyvale,

(City)

California

(State)

94089

(Zip)

Form filed by More than One Reporting Person

Table I—Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.

Title of Security
(Instr. 3)

2.

Transaction Date
(Month/Day/Year)

3.

Transaction Code
(Instr. 8)

4.

Securities Acquired (A) or Disposed of
(D)
(Instr. 3, 4 and 5)

5.

Amount of Securities
Beneficially
Owned at End of
Month
(Instr. 3 and 4)

6.

Ownership Form:
Direct (D) or
Indirect (I)
(Instr. 4)

7.

Nature of
Indirect
Beneficial
Ownership
(Instr. 4)

Code

V

Amount

(A) or (D)

Price

Common Stock

8/13/01

S

1,428

D

\$4.06

Common Stock

8/13/01

S

714

D

\$4.09

Common Stock

8/13/01

S

714

D

\$4.18

Common Stock

8/13/01

S

714

D

\$4.25

Common Stock

8/14/01

S

2,856

D

\$3.86

Common Stock

8/14/01

S

2,142

D

\$3.88

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over)
SEC 1474 (3-99)

Page 17 of 33

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: December 31, 2001
Estimated average burden
hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

// Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
(Print or Type Responses)

1.

Name and Address of Reporting Person*
Yahoo! Inc.

(Last)

(First)

(Middle)

701 First Avenue

(Street)

Sunnyvale,

California

94089

(City)

(State)

(Zip)

2.

Issuer Name and Ticker or Trading Symbol
Net2Phone, Inc. (NTP)

3.

IRS Identification Number of Reporting Person, if an entity
(Voluntary)

4.

Statement for Month/Year

08/2001

5.

If Amendment, Date of Original
(Month/Year)

6.

Relationship of Reporting Person(s) to Issuer
(Check all applicable)

Director

Officer

10% Owner

Other

(give title below)

(specify below)

7.

Individual or Joint/Group Filing
(Check Applicable)

Form filed by One Reporting Person

Form filed by More than One Reporting Person

Table I—Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.

Title of Security
(Instr. 3)

2.

Transaction Date
(Month/Day/Year)

3.

Transaction Code
(Instr. 8)

4.

Securities Acquired (A) or Disposed of
(D)
(Instr. 3, 4 and 5)

5.

Amount of Securities
Beneficially
Owned at End of
Month
(Instr. 3 and 4)

6.

Ownership Form:
Direct (D) or
Indirect (I)
(Instr. 4)

7.

Nature of
Indirect
Beneficial
Ownership
(Instr. 4)

Code

V

Amount

(A) or (D)

Price

Common Stock

8/14/01

S

1,428

D

\$3.89

Common Stock

8/14/01

S

1,428

D

\$3.90

Common Stock

8/14/01

S

714

D

\$3.91

Common Stock

8/14/01

S

714

D

\$3.93

Common Stock

8/14/01

S

718

D

\$3.94

Common Stock

8/15/01

S

714

D

\$3.89

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over)
SEC 1474 (3-99)

Page 18 of 33

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

// Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
(Print or Type Responses)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

OMB Number: 3235-0287
Expires: December 31, 2001
Estimated average burden hours per response 0.5

1. Name and Address of Reporting Person* Yahoo! Inc.			2. Issuer Name and Ticker or Trading Symbol Net2Phone, Inc. (NTOPI)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Year 08/2001	<input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below)	<input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)
701 First Avenue						
(Street)			5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Filing (Check Applicable) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
Sunnyvale,	California	94089				
(City)	(State)	(Zip)				

Table I—Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.	Title of Security (Instr. 3)	2.	Transaction Date (Month/Day/Year)	3.	Transaction Code (Instr. 8)		4.	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5.	Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	V		Amount	(A) or (D)	Price					
	Common Stock		8/15/01		S			1,428	D		\$3.90				
	Common Stock		8/15/01		S			1,428	D		\$3.95				
	Common Stock		8/15/01		S			714	D		\$3.96				
	Common Stock		8/15/01		S			1,428	D		\$3.97				
	Common Stock		8/15/01		S			2,146	D		\$3.98				
	Common Stock		8/15/01		S			714	D		\$3.97				

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v). (Over)
SEC 1474 (3-99)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

FORM 4

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

OMB APPROVAL

// Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
(Print or Type Responses)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

OMB Number: 3235-0287
Expires: December 31, 2001
Estimated average burden hours per response 0.5

1. Name and Address of Reporting Person* Yahoo! Inc.			2. Issuer Name and Ticker or Trading Symbol Net2Phone, Inc. (NTOPI)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Year 08/2001	<input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below)	<input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)
701 First Avenue						
(Street)			5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Filing (Check Applicable) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
Sunnyvale,	California	94089				
(City)	(State)	(Zip)				

Table I—Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.	Title of Security (Instr. 3)	2.	Transaction Date (Month/Day/Year)	3.	Transaction Code (Instr. 8)		4.	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5.	Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	V		Amount	(A) or (D)	Price					
Common Stock			8/15/01		S			1,428	D	\$4.02					
Common Stock			8/16/01		S			4,284	D	\$3.95					
Common Stock			8/16/01		S			2,142	D	\$3.96					

Common Stock	8/16/01	S	1,428	D	\$3.97
Common Stock	8/16/01	S	714	D	\$3.98
Common Stock	8/16/01	S	718	D	\$3.99

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over)
SEC 1474 (3-99)

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287
Expires: December 31, 2001
Estimated average burden hours per response 0.5

// Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
(Print or Type Responses)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Yahoo! Inc.			2. Issuer Name and Ticker or Trading Symbol Net2Phone, Inc. (NTP)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Year 08/2001	<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
701 First Avenue					<input type="checkbox"/> Officer	<input type="checkbox"/> Other
					(give title below) (specify below)	
(Street)			5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Filing (Check Applicable)	
Sunnyvale,					<input type="checkbox"/> Form filed by One Reporting Person	
(City)					<input type="checkbox"/> Form filed by More than One Reporting Person	
(State)	(Zip)					

Table I—Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code	V	Amount (A) or (D)	Price	
Common Stock	8/16/01	S		714 D	\$4.02	
Common Stock	8/17/01	S		714 D	\$3.90	
Common Stock	8/17/01	S		714 D	\$3.91	
Common Stock	8/17/01	S		714 D	\$3.92	
Common Stock	8/17/01	S		2,142 D	\$3.97	
Common Stock	8/17/01	S		714 D	\$3.98	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over)
SEC 1474 (3-99)

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287
Expires: December 31, 2001
Estimated average burden hours per response 0.5

// Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
(Print or Type Responses)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Yahoo! Inc.			2. Issuer Name and Ticker or Trading Symbol Net2Phone, Inc. (NTP)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Year 08/2001	<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
701 First Avenue					<input type="checkbox"/> Officer	<input type="checkbox"/> Other
					(give title below) (specify below)	
(Street)			5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Filing (Check Applicable)	
Sunnyvale,					<input type="checkbox"/> Form filed by One Reporting Person	
(City)					<input type="checkbox"/> Form filed by More than One Reporting Person	
(State)	(Zip)					

(City)

(State)

(Zip)

Table I—Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.	Title of Security (Instr. 3)	2.	Transaction Date (Month/Day/Year)	3.	Transaction Code (Instr. 8)	4.	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5.	Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	V	Amount	(A) or (D)	Price				
Common Stock		8/17/01		S			2,146	D	\$4.09				
Common Stock		8/17/01		S			714	D	\$4.02				
Common Stock		8/17/01		S			1,428	D	\$4.03				
Common Stock		8/17/01		S			714	D	\$4.06				
Common Stock		8/20/01		S			1,428	D	\$3.92				
Common Stock		8/20/01		S			714	D	\$3.93				

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over)
SEC 1474 (3-99)

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

// Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
(Print or Type Responses)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

OMB Number: 3235-0287
Expires: December 31, 2001
Estimated average burden hours per response 0.5

1.	Name and Address of Reporting Person* Yahoo! Inc.			2.	Issuer Name and Ticker or Trading Symbol Net2Phone, Inc. (NTP)		6.	Relationship of Reporting Person(s) to Issuer (Check all applicable)	
(Last)			(First)	(Middle)	3.	IRS Identification Number of Reporting Person, if an entity (Voluntary)	4.	Statement for Month/Year 08/2001	<input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)
701 First Avenue									
(Street)						5.	If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Filing (Check Applicable) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
Sunnyvale,			California	94089					
(City)			(State)	(Zip)					

1.	Title of Security (Instr. 3)	2.	Transaction Date (Month/Day/Year)	3.	Transaction Code (Instr. 8)		4.	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5.	Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	V		Amount	(A) or (D)	Price					
Common Stock		8/20/01		S				1,428	D	\$3.95					
Common Stock		8/20/01		S				3,570	D	\$3.96					
Common Stock		8/20/01		S				1,432	D	\$3.97					
Common Stock		8/20/01		S				1,428	D	\$4.00					
Common Stock		8/21/01		S				718	D	\$3.94					
Common Stock		8/21/01		S				6,426	D	\$3.95					

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

// Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

OMB Number: 3235-0287
Expires: December 31, 2001

1. Name and Address of Reporting Person* Yahoo! Inc.			2. Issuer Name and Ticker or Trading Symbol Net2Phone, Inc. (NTOPI)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an entity (Voluntary)		4. Statement for Month/Year 08/2001	
701 First Avenue					Director Officer (give title below)	
					10% Owner Other (specify below)	
(Street)			5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Filing (Check Applicable) Form filed by One Reporting Person Form filed by More than One Reporting Person	
Sunnyvale,	California	94089				

Table I—Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code	V	Amount	(A) or (D)	Price
Common Stock	8/21/01	S		2,142	D	\$3.96
Common Stock	8/21/01	S		714	D	\$4.00
Common Stock	8/22/01	S		714	D	\$3.88
Common Stock	8/22/01	S		1,428	D	\$3.89
Common Stock	8/22/01	S		3,215	D	\$3.90
Common Stock	8/22/01	S		714	D	\$3.91

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over)
SEC 1474 (3-99)

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

// Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
(Print or Type Responses)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

OMB APPROVAL
OMB Number: 3235-0287
Expires: December 31, 2001
Estimated average burden hours per response 0.5

1. Name and Address of Reporting Person* Yahoo! Inc.			2. Issuer Name and Ticker or Trading Symbol Net2Phone, Inc. (NTOPI)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an entity (Voluntary)		4. Statement for Month/Year 08/2001	
701 First Avenue					Director Officer (give title below)	
					10% Owner Other (specify below)	
(Street)			5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Filing (Check Applicable) Form filed by One Reporting Person Form filed by More than One Reporting Person	
Sunnyvale,	California	94089				

Table I—Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code	V	Amount	(A) or (D)	Price
Common Stock	8/22/01	S		1,787	D	\$3.93
Common Stock	8/22/01	S		2,142	D	\$3.95
Common Stock	8/23/01	S		714	D	\$3.84
Common Stock	8/23/01	S		2,856	D	\$3.90

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Over)

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

SEC 1474 (3-99)

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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287

Expires: December 31, 2001

Estimated average burden hours per response 0.5

// Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person*
Yahoo! Inc.

2. Issuer Name and Ticker or Trading Symbol
Net2Phone, Inc. (NTP)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last)

(First)

(Middle)

701 First Avenue

3. IRS Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year
08/2001

Director

Officer

(give title below)

10% Owner

Other

(specify below)

(Street)

5. If Amendment, Date of Original (Month/Year)

7. Individual or Joint/Group Filing (Check Applicable)

Sunnyvale,

California

94089

(City)

(State)

(Zip)

Form filed by One Reporting Person

Form filed by More than One Reporting Person

Table I—Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date (Month/Day/Year)

3. Transaction Code (Instr. 8)

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Code

V

Amount

(A) or (D)

Price

Common Stock

8/23/01

S

714

D

\$3.93

Common Stock

8/23/01

S

714

D

\$4.00

Common Stock

8/24/01

S

850

D

\$3.81

Common Stock

8/24/01

S

1,500

D

\$3.84

Common Stock

8/24/01

S

700

D

\$3.85

Common Stock

8/24/01

S

2,350

D

\$3.86

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Over)

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

SEC 1474 (3-99)

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287

Expires: December 31, 2001

Estimated average burden hours per response 0.5

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(Print or Type Responses)

1. Name and Address of Reporting Person*
Yahoo! Inc.

2. Issuer Name and Ticker or Trading Symbol
Net2Phone, Inc. (NTP)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last)

(First)

(Middle)

701 First Avenue

3. IRS Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year
08/2001

Director

Officer

(give title below)

10% Owner

Other

(specify below)

(Street)

5. If Amendment, Date of Original (Month/Year)

7. Individual or Joint/Group Filing (Check Applicable)

Sunnyvale,

California

94089

(City)

(State)

(Zip)

Form filed by One Reporting Person

Form filed by More than One Reporting Person

Table I—Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.	Title of Security (Instr. 3)	2.	Transaction Date (Month/Day/Year)	3.	Transaction Code (Instr. 8)	4.	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5.	Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	Amount	(A) or (D)	Price					
Common Stock		8/24/01		S		2,200	D	\$3.89					
Common Stock		8/24/01		S		850	D	\$3.90					
Common Stock		8/24/01		S		714	D	\$3.92					
Common Stock		8/24/01		S		836	D	\$3.93					
Common Stock		8/27/01		S		1,400	D	\$3.80					
Common Stock		8/27/01		S		2,100	D	\$3.87					

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(Over)
SEC 1474 (3-99)

FORM 4

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

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OMB Number: 3235-0287
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1. Name and Address of Reporting Person* Yahoo! Inc.			2. Issuer Name and Ticker or Trading Symbol Net2Phone, Inc. (NTP)			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an entity (Voluntary)		4. Statement for Month/Year	_ Director		_ 10% Owner
701 First Avenue					08/2001	_ Officer		_ Other
						(give title below)		(specify below)
(Street)			5. If Amendment, Date of Original (Month/Year)			7. Individual or Joint/Group Filing (Check Applicable)		
Sunnyvale,						_ Form filed by One Reporting Person		
California						_ Form filed by More than One Reporting Person		
94089								
(City)	(State)	(Zip)						

Table I—Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.	Title of Security (Instr. 3)	2.	Transaction Date (Month/Day/Year)	3.	Transaction Code (Instr. 8)		4.	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5.	Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
						Code	V	Amount	(A) or (D)	Price					
Common Stock		8/27/01		S				700	D	\$3.89					
Common Stock		8/27/01		S				1,470	D	\$3.91					
Common Stock		8/27/01		S				770	D	\$3.92					
Common Stock		8/27/01		S				760	D	\$3.94					
Common Stock		8/27/01		S				1,400	D	\$3.95					
Common Stock		8/27/01		S				1,400	D	\$3.96					

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over)
SEC 1474 (3-99)

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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Expires: December 31, 2001
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 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1.	Title of Security (Instr. 3)	2.	Transaction Date (Month/Day/Year)	3.	Transaction Code (Instr. 8)	4.	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5.	Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	V	Amount	(A) or (D)	Price				
	Common Stock		8/31/01		S		1,428	D	\$3.96				
	Common Stock		8/31/01		S		714	D	\$3.92				
	Common Stock		8/31/01		S		714	D	\$3.91				
	Common Stock		8/31/01		S		714	D	\$3.90	2,039,278	D		