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

FORM 10-QSB

(Mark One)
[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended December 31, 2006

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from ___________ to ___________

COMMISSION FILE NUMBER: **000-27145**

VOS INTERNATIONAL, INC.

(Exact name of small business issuer as specified in its charter)

Colorado	**33-0756798**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

13000 Danielson Street, Suite J
Poway, California 92064
(Address of principal executive offices)

(858) 679-8027
(Issuer's telephone number)

____
(Former name, former address and former fiscal year, if changed since last report)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

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 number of shares outstanding of each of the issuer's classes of common equity as of December 31, 2006:
42,363,494 shares of common stock

Transitional Small Business Disclosure Format (check one): Yes [ ] No [X]

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VOS INTERNATIONAL, INC.

CONDENSED BALANCE SHEETS

DECEMBER 31, 2006

(UNAUDITED)

Assets	
Current assets	
Cash	$ 1,654
Receivables, net of allowance for bad debts of $35,205	21,151
Inventories	82,602
Total Current Assets	105,407
Property and equipment, net (Note 3)	34,472
Other assets:	
Patent costs, net	72,358
Security deposits	4,921
	$ 217,158
Liabilities and Shareholders' Deficit	
Current Liabilities	
Accounts payable	$ 174,898
Loans payable (Note 11)	64,250
Obligations under capital lease (Note 3)	12,688
Loan payable from related party (Note 6)	123,513
Unearned revenue	5,540
Accrued liabilities	153,617
Total Current Liabilities	534,506
Long-term debt, net (Note 6)	675,955
Total Liabilities	1,210,461
Shareholders' Deficit (Notes 8, 9 and 12)	
Common stock, $.001 par value, 90,000,000 shares authorized, 42,363,494 shares issued and outstanding	42,365
Additional paid-in capital	5,117,713
Retained earnings (deficit)	(6,153,381)
Total Shareholders' Deficit	(993,303)
	$ 217,158

See accompanying notes to unaudited condensed financial statements.

VOS INTERNATIONAL, INC.

CONDENSED STATEMENTS OF OPERATIONS

THREE MONTHS ENDED DECEMBER 31, 2006 AND 2005

(UNAUDITED)

	2006	2005
Revenues:		
Sales	$ 18,661	$ 64,892
Cost of Sales	5,633	46,421
Gross Profit	13,028	18,471
Operating Expenses:		
General and administrative	46,946	148,629
Stock-based compensation	14,286	45,000
Bad debt expense	-	2,990
Depreciation and amortization	6,300	6,400
Total operating expenses	67,532	203,019
Operating loss	(54,504)	(184,548)
Interest income	-	-
Interest expense	(4,078)	(639)
Loss before income taxes	(58,582)	(185,187)
Income tax provision (Note 7)	-	-
Net (loss)	$ (58,582)	$ (185,187)
Basic and diluted loss per share	$ (0.00)	$ (0.00)
Basic and diluted weighted average common shares outstanding	42,048,530	41,033,114

See accompanying notes to unaudited condensed financial statements.

VOS INTERNATIONAL, INC.

CONDENSED STATEMENT OF CHANGES IN SHAREHOLDERS' DEFICIT

THREE MONTHS ENDED DECEMBER 31, 2006

	Common Stock		Additional Paid-In	Retained Earnings	Total Stockholder's
	Shares	Amount	Capital	(Deficit)	(Deficit)
Balance at September 30, 2006	42,048,530	$ 42,049	$ 5,082,973	$ (6,094,799)	$ (969,777)
December 2006, stock issued in exchange for debt (unaudited)	172,107	172	20,598		20,770
December 2006, stock issued in exchange for services (unaudited)	142,857	144	14,142		14,286
	42,363,494	42,365	5,117,713	(6,094,799)	(934,721)
Net loss, three months ended December 31, 2006 (unaudited)	-	-	-	(58,582)	(58,582)
Balance at December 31, 2006	42,363,494	$ 42,365	$ 5,117,713	$ (6,153,381)	$ (993,303)

See accompanying notes to unaudited condensed financial statements.

VOS INTERNATIONAL, INC.

CONDENSED STATEMENTS OF CASH FLOWS

THREE MONTHS ENDED DECEMBER 31, 2006 AND 2005

(UNAUDITED)

	2006	2005
Cash flows from operating activities:		
Net loss	$ (58,582)	$ (185,187)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	6,300	6,400
Stock based compensation	14,286	45,000
Changes in operating assets and liabilities:		
Accounts payable and accruals	6,150	51,460
Indebtedness to related party	33,500	(1,000)
Net cash provided by (used in) operating activities	1,654	(83,327)
Cash flows from financings activities:		
Payments on obligations under long-term leases	-	(655)
Proceeds from short-term debt	-	25,000
Net cash provided by financing activities	-	24,345
Net change in cash	1,654	(58,982)
Cash, beginning of period	-	58,982
Cash, end of period	$ 1,654	$ -
Supplemental disclosure of cash flow information:		
Non-cash investing and financing transactions:		
Common stock issued in exchange for debt extinguishment	$ 20,770	$ -

See accompanying notes to unaudited condensed financial statements.

NOTE 1 – THE COMPANY AND BASIS OF PRESENTATION

The accompanying interim condensed financial statements of VOS International, Inc. and subsidiary (collectively, the "Company" or “VOS”) have been prepared pursuant to the rules of the Securities and Exchange Commission (the "SEC") for quarterly reports on Form 10-QSB and do not include all of the information and note disclosures required by generally accepted accounting principles. These condensed financial statements and notes herein are unaudited, but in the opinion of management, include all the adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation of the Company’s financial position, results of operations, and cash flows for the periods presented. These condensed financial statements should be read in conjunction with the Company's audited financial statements and notes thereto included in the Company’s Form 10-KSB for the year ended September 30, 2006 as filed with the SEC. Interim operating results are not necessarily indicative of operating results for any future interim period or for the full year.

“VOS” is; is an acronym for Voice Operated Switching. VOS Systems, Inc. is a technology company involved in the design, development, manufacturing, and marketing of consumer electronic products, platforms and services designed to give people voice command over their living environments.

Our executive offices are currently located at 13000 Danielson Street, Suite J, Poway, CA 92064. Our telephone number is: (858) 679-8027. We maintain a website at www.vossystems.com.

The accompanying condensed financial statements have been prepared assuming that the Company will continue as a going concern. During the three month period ended December 31, 2006, the Company suffered a net loss of $58,582 and had a positive cash flow from operating activities of $1,654. As of December 31, 2006, the Company had a stockholders’ deficiency of $993,303. The Company has sustained its operations primarily through debt and equity financing. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

In view of these matters, realization of a major portion of the assets in the accompanying balance sheet is dependent upon continued operations of the Company, which in turn is dependent upon the Company's ability to meet its working capital requirements, and the success of its future operations. Management’s current plans are: (1) to further commercialize its own products; (2) to market new products, including products from other manufacturers; (3) to continue to operate and improve e-commerce sites to sell its products; and (4) to continue to generate profitable sales and end-user awareness. To successfully execute its current plans, the Company will need to improve its working capital position. The Company plans to overcome the circumstances that impact our ability to remain a going concern through a combination of achieving profitability, raising additional debt and equity financing. There can be no assurance, however, that we will be able to complete any additional debt or equity financing on favorable terms or at all, or that any such financings, if completed, will be adequate to meet our capital requirements. Any additional equity or debt financings could result in substantial dilution to our stockholders. If adequate funds are not available, we will be required to delay, reduce or eliminate some or all of our planned activities. Our inability to fund our capital requirements would have a material adverse effect on the Company. Management believes that the actions presently being taken to revise the Company's operating and financial requirements may provide the opportunity for the Company to continue as a going concern.

NOTE 2 - SEASONALITY

We believe that our product sales in traditional consumer electronics are generally lower from December through April of each fiscal year. Our products will be affected by these trends in several cases and as a result, may experience lower revenues during this time. Seasonal and cyclical trends in the retail sector may also affect revenues.

NOTE 3 - PROPERTY & EQUIPMENT

Property is stated at cost. Additions, renovations, and improvements are capitalized. Maintenance and repairs, which do not extend asset lives, are expensed as incurred. Depreciation is provided on an accelerated basis over the estimated useful lives ranging from 27.5 years for commercial rental properties, 5 years for tenant improvements, and 5 - 7 years on furniture and equipment.

	December 31, 2006
Office equipment	$ 79,234
Equipment	103,140
Computer equipment	57,582
	$ 240,226
Less accumulated depreciation	(205,754)
Net Property and Equipment	$ 34,472

The Company's intangible assets consist principally of patents and are carried at cost of $124,255 less accumulated amortization of $51,897. Costs are amortized on a straight line basis over a period of 15 years.

NOTE 4 - INVENTORY

The Company's inventory at December 31, 2006 of $82,601 consists of finished goods.

NOTE 5 - PRODUCT WARRANTIES

The Company generally offers a 12 month warranty for its products. The Company's warranty policy provides for replacement of the defective product. Specific accruals are recorded for known product warranty issues. Product warranty expenses were not material during the three month periods ended December 31, 2006 and December 31, 2005.

NOTE 6 - RELATED PARTY TRANSACTION

From inception through 2004, funds were advanced from a major stockholder to finance the cost of operations. Effective October 29, 1999, a note was generated for the amount of $725,000 plus interest at 7.75%, to be paid in monthly installments over a period of ten years. As of December 31, 2006 the balance due on this note is $675,955. Due to the Company's financial limitations the stockholder agreed to not accrue interest on the outstanding note effective October 1, 2001.

Additional related party indebtedness includes:

Unsecured promissory note that accrues interest at 10% per annum, to a company owned by an officer.	$ 73,513
Unsecured promissory note of $51,250, that accrues interest at 10% per annum, to a former director.	$ 50,000
	$123,513

NOTE 7 - INCOME TAX

The Company records its income taxes in accordance with Statement of Financial Accounting Standard No. 109, “Accounting for Income Taxes”. The Company has incurred significant net operating losses since inception resulting in a deferred tax asset, which was fully allowed for; therefore, the net benefit and expense resulted in $-0- income taxes.

NOTE 8 - SHAREHOLDERS' DEFICIT

The shareholders' equity section of the Company contains the following classes of capital stock as of December 31, 2006:

Preferred stock, nonvoting, $1.00 par value; 1,000,000 shares authorized: -0- shares issued and outstanding.

Common stock, $0.001 par value; 90,000,000 shares authorized: 42,363,494 shares issued and outstanding.

NOTE 9 – STOCK TRANSACTIONS

Transactions, other than employees' stock issuance, are in accordance with paragraph 8 of SFAS 123. Thus issuances shall be accounted for based on the fair value of the consideration received. Transactions with employees' stock issuance are in accordance with paragraphs (16-44) of SFAS 123. These issuances shall be accounted for based on the fair value of the consideration received or the fair value of the equity instruments issued, or whichever is more readily determinable.

During December 2006 the Company issued 142,857 shares for services valued at $0.10 per share and 172,107 shares in exchange for debt valued between $0.11 and $0.14 per share.

NOTE 10 – LITIGATION

The Company has been named as a party to a lawsuit by a former employee alleging discrimination from a former manager. The lawsuit is in its discovery phase and the merits of the case cannot be determined at this time. Management intends to vigorously defend itself against this lawsuit.

NOTE 11 – LOANS PAYABLE

The Company is indebted to several individuals for loans totaling $64,250. A loan payable to an individual with interest payable at 5% in the amount of $25,000 was due on March 2, 2006 and is currently in default. The remaining loans bear no interest with $14,250 due in February 2007 and $25,000 due December 2007. During the quarter, the Company exchanged 125,535 shares for debt amounting to $14,250.

NOTE 12 – ISSUANCE OF SHARES FOR SERVICES – STOCK OPTIONS

The company has a nonqualified stock option plan, which provides for the granting of options to key employees, consultants, and non-employee directors of the Company. These issuances shall be accounted for based on the fair value of the consideration received or the fair value of the equity instruments issued, or whichever is more readily determinable. The Company has elected to account for the stock option plan in accordance with paragraph 30 of SFAS 123 where the compensation to employees should be recognized over the period(s) in which the related employee services are rendered. In accordance with paragraph 19 of SFAS 123 the fair value of a stock option granted is estimated using an option-pricing model. As of December 31, 2006 no stock options were outstanding.

NOTE 13 – CAPITAL LEASE OBLIGATION

The Company has an obligation under a capital lease in the amount of $12,688. The company plans to extinguish this obligation within the next 12 months.

Item 2. Management's Discussion and Analysis of Financial Condition and Plan of Operations

The following discussion and analysis should be read in conjunction with the condensed financial statements and notes thereto appearing elsewhere in this Quarterly Report on Form 10-QSB.

This discussion may include projections of future results and “forward looking statements” as that term is defined in Section 27A of the Securities Act of 1933 as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934 as amended (the “Exchange Act”). All statements that are included in this Quarterly Report, other than statements of historical fact, are forward looking statements. Although management believes that the expectations reflected in these forward looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct.

Financial Summary

Results of Operations for the Three-Months Ended December 31, 2006

The Company reports a net loss of $58,582 for the three months ended December 31, 2006 versus a net loss of $185,187 for the three months ended December 31, 2005. In all respects, the composition of expenses during these two periods are dissimilar, the difference being attributed to substantial reductions in employees and all operating costs.

Sales and Cost of Goods Sold:

Sales for the three months ended December 31, 2006 were $18,661 compared to $64,892 for the three months ended December 31, 2005. This decrease of $46,231 was due primarily to a change in the marketing of products and the lack of operating cash for marketing and advertising campaigns.

Cost of goods sold for the three months ended December 31, 2006 was $5,633 or 30% of sales; compared to $46,421 or 72% of sales for the three month period ending December 31, 2005. The decrease was due mainly to a higher margin on products sold at retail to internet customers during the period ended December 31, 2005.

Liquidity and Capital Resources

During the three month period ending December 31, 2006 the Company’s cash position increased by $1,654; cash at the beginning of the period was $0, cash remaining at the end of the period was $1,654. All net cash provided was from operating activities.

During the three month period ending December 31, 2005 the Company’s cash position decreased by $59,982. Net cash used in operating activities was $83,327; cash provided by financing activities was $24,345, primarily from proceeds from short term debt. Cash at the beginning of the period was $59,982; resulting in cash at the end of the period of $0.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. During the three month period ended December 31, 2006, the Company suffered a net loss of $58,582 and had a positive cash flow from operating activities of $1,654. As of December 31, 2006, the Company had a stockholders’ deficiency of $993,303. The Company has sustained its operations primarily through debt and equity financing. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

In view of these matters, realization of a major portion of the assets in the accompanying balance sheet is dependent upon continued operations of the Company, which in turn is dependent upon the Company's ability to meet its working capital requirements, and the success of its future operations. Management’s current plans are: (1) to further commercialize its own products; (2) to market new products, including products from other manufacturers; (3) to continue to operate and improve e-commerce sites to sell its products; and (4) to continue to generate profitable sales and end-user awareness. To successfully execute its current plans, the Company will need to improve its working capital position. The Company plans to overcome the circumstances that impact our ability to remain a going concern through a combination of achieving profitability, raising additional debt and equity financing. There can be no assurance, however, that we will be able to complete any additional debt or equity financing on favorable terms or at all, or that any such financings, if completed, will be adequate to meet our capital requirements. Any additional equity or debt financings could result in substantial dilution to our stockholders. If adequate funds are not available, we will be required to delay, reduce or eliminate some or all of our planned activities. Our inability to fund our capital requirements would have a material adverse effect on the Company. Management believes that the actions presently being taken to revise the Company's operating and financial requirements may provide the opportunity for the Company to continue as a going concern.

Management's Plan of Operation

We specialize in the development of embedded processor speech recognition applications for use in products we ourselves develop. We also develop speech recognition platforms for other manufacturers to enhance the features of their products. Currently the Company maintains two patents. Our core business is based on these patented applications.

The first is US Patent # 6,188,986 B1 "Voice Operated Switch Method and Apparatus" which covers the use of embedded processor speech recognition in a device that produces control signals in response to voice commands. This device acts as a control interface between utility power and connected electrical devices by connecting, controlling or disconnecting power to the electrical devices based on voice commands. The second Patent is a continuation on the first, with the Patent Number US 6324514B2. This second patent serves to enhance and broaden the claims of the first Patent.

We own several trade names and one trademark. The registered trade names include VOS Systems™, Your Voice Turns Me On™, Light Genie™ and IntelaVoice™. Our registered trademark is the VOS MAN.

We currently derive our revenues from product sales of the IntelaVoice™ Product Line.

VOS International is currently engaged in discussions with Synertech International Limited who seeks an exclusive licensing agreement for the VOS Voice Operated Lighting Patents. VOS has done work for Synertech over the years and has been working with them on developing a 220V version of the Intelavoice Voice Operated Lighting Controller. This version would be required to enter into the European and Asian markets. Synertech has an established marketing presence in Europe and Asia with Sales in excess of $15 million. They are currently moving into relationships with US retailers with their line of timers and lighting controllers VOS Management sees this as an excellent synergistic relationship for both parties. A final proposal is currently being reviewed by attorneys for Synertech International Limited here in San Diego and we will be meeting again soon to negotiate the specific terms of the Agreement.

VOS has also entered into an agreement with Honeywell to begin marketing and distribution of the Intelavoice Voice Operated Dimmer. Honeywell has approved of an initial 1000 piece order to begin test marketing the newest design submitted to them last month. VOS has sold some of it's Intelavoice products to Honeywell in the past for various component integration studies and a interest to move forward has been secured now on VOS's own Intelavoice Product Line.

The purchase order will be held in anticipation of a final agreement with Synertech on the licensing of the VOS Patents is reached or until mid March whichever comes first. If a licensing agreement is reached Synertech will directly supply Honeywell with products based on the VOS patents under license and VOS will be paid a royalty.

Item 3. Controls and Procedures

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report. There were no changes in our internal control over financial reporting during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting

Part II. OTHER INFORMATION

Item 1. Legal Proceedings

The Company has been named as a party to a lawsuit in the Superior Court of San Diego by a former employee alleging discrimination by a former manager and non-payment of wages. The claims are for unspecified amounts in excess of $25,000 comprising of compensatory and punitive damages. The lawsuit is in its answer phase as VOS was recently served. The merits of the case cannot be determined at this time, as VOS is in the process of engaging counsel to file an answer to the complaint. Management intends to vigorously defend itself against this lawsuit.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None, during the three month period ending December 31, 2006.

Item 3. Defaults Upon Senior Securities

None

Item 4. Submission of Matters to a Vote of Security Holders

None, for the three month period ending December 31, 2006.

Item 5. Other Information

None

Item 6. Exhibits and Reports on Form 8-K

Exhibits

VOS International, Inc. includes herewith the following exhibits:

Exhibits 31.1 and 31.2
Certifications of the Principal Executive Officer and Principal Accounting Officer, respectively, required by Rule 13a-14(a) (17 CFR 240.13a-14(a)) or Rule 15d-14(a) (17 CFR 240.15d-14(a))

Exhibits 32.1 and 32.2
Certifications of the Principal Executive Officer and Principal Accounting Officer, respectively, required by Rule 13a-14(b) (17 CFR 240.13a-14(b)) or Rule 15d-14(b) (17 CFR 240.15d-14(b)) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350)

Reports on Form 8-K

None, for the period ending December 31, 2006

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

VOS International, Inc.

Date: February 19, 2007 By: /s/ Allan J. Ligi
Allan J. Ligi, President
Principal Executive Officer

Date: February 19, 2007 By: /s/ Dennis LaVorgna
Dennis LaVorgna, Chief Financial Officer
Principal Accounting Officer