

# SECURITIES AND EXCHANGE COMMISSION

## FORM 10-K/A

Annual report pursuant to section 13 and 15(d) [amend]

Filing Date: **2005-05-02** | Period of Report: **2004-12-31**  
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### FILER

#### GOAMERICA INC

CIK: **1101268** | IRS No.: **223693371** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **10-K/A** | Act: **34** | File No.: **000-29359** | Film No.: **05791723**  
SIC: **4812** Radiotelephone communications

#### Mailing Address

C/O GOAMERICA  
401 HACKENSACK AVENUE  
HACKENSACK NJ 07601

#### Business Address

C/O GOAMERICA, INC.  
433 HACKENSACK AVENUE  
HACKENSACK NJ 07601  
2019961717

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

-----  
FORM 10-K/A

(Amendment No. 1)

(adding Items 10 -14 and amending Item 15 only)

FOR ANNUAL AND TRANSITION REPORTS  
PURSUANT TO SECTIONS 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934 For the fiscal year ended December 31, 2004

OR

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

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

Commission File Number 0-29359

GOAMERICA, INC.

-----  
(Exact Name of Registrant as Specified in Its Charter)

Delaware

22-3693371

-----  
(State or Other Jurisdiction of  
Incorporation or Organization)

(I.R.S. Employer Identification No.)

433 Hackensack Avenue, Hackensack, New Jersey

07601

-----  
(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code (201) 996-1717

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

Title of each class

Name of Each Exchange on Which Registered

-----  
None

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

Common Stock, \$0.01 par value

-----  
(Title of Class)

Indicate by check mark whether the registrant: (1) has filed all reports  
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of  
1934 during the preceding 12 months (or for such shorter period that the  
registrant was required to file such reports), and (2) has been subject to such  
filing requirements for the past 90 days.

Yes:  -----

No:  -----

Indicate by check mark 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 an accelerated filer (as  
defined in Rule 12b-2 of the Act).

Yes: -----

No: X -----

The aggregate market value of the voting common equity of the registrant held by non-affiliates (for this purpose, persons and entities other than executive officers, directors, and 5% or more shareholders) of the registrant, as of the last business day of the registrant's most recently completed second fiscal quarter (June 30, 2004), was \$11,778,583.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of March 24, 2005:

Class -----	Number of Shares -----
Common Stock, \$0.01 par value	2,093,451

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A to the Annual Report on Form 10-K (the "Annual Report") of GoAmerica, Inc. (the "Company" or "GoAmerica") filed on March 31, 2005 with the Securities & Exchange Commission (the "SEC") is filed solely for the purpose of including information that was to be incorporated by reference from the Registrant's definitive proxy statement pursuant to Regulation 14A of the Securities Exchange Act of 1934. The Company will not file its proxy statement for its annual meeting of stockholders within 120 days of its fiscal year ended December 31, 2004 and is therefore amending and restating in their entirety Items 10, 11, 12, 13 and 14 of Part III of the Annual Report. In addition, pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, we are including with this Amendment No. 1 certain currently dated certifications and have corrected a clerical error on the cover page regarding the Company's status as a non-accelerated filer. Except as described above, no other amendments are being made to the Annual Report. This Form 10-K/A does not reflect events occurring after the March 31, 2005 filing of our Annual Report or modify or update the disclosure contained in the Annual Report in any way other than as required to reflect the amendments discussed above and reflected below

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PART III

Item 10. Directors and Executive Officers.

Board of Directors

We currently have seven directors. As set forth in our amended and restated certificate of incorporation, the terms of office of the members of the Board of Directors are divided into three classes: Class A, whose term will expire at the 2007 Annual Meeting of Stockholders; Class B, whose term will expire at the 2005 Annual Meeting of Stockholders; and Class C, whose term will expire at the 2006 Annual Meeting of Stockholders. The current Class A directors are Mark Kristoff and Joseph Korb, the current Class B directors are Daniel Luis and David Lyons, and the current Class C directors are Aaron Dobrinsky, Alan Docter and King Lee. At each annual meeting of stockholders, the successors to directors whose terms then expire will be elected to serve from the time of election and qualification until the third annual meeting following election. Our by-laws permit the Board of Directors to increase or decrease the size of the Board of Directors. Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that,

as nearly as possible, each class will consist of one-third of the total number of directors. This classification of the Board of Directors may have the effect of delaying or preventing changes in control or management of GoAmerica. The following table provides additional information regarding the members of our Board of Directors:

<TABLE>  
<CAPTION>

Name ----	Age ---	Served as a Director Since -----	Positions with the Company -----
<S>	<C>	<C>	<C>
Aaron Dobrinsky.....	41	1996	Chairman of the Board
Daniel Luis.....	38	2003	Chief Executive Officer and Director
Alan Docter.....	61	1996	Director
Joseph Korb.....	53	1996	Director
Mark Kristoff.....	43	1998	Director
King Lee.....	64	2003	Director
David Lyons.....	55	2004	Director

Aaron Dobrinsky founded GoAmerica in 1996 and served as our Chairman of the Board since our inception in 1996. He also served as our President until November 2000 and our Chief Executive Officer until January 2003. Mr. Dobrinsky is currently the Chief Executive Officer of RoomLinX, Inc., a provider of wireless high-speed Internet network solutions to hotels and conference centers.

Daniel Luis joined our Board of Directors in January 2003 at the time he was elected our Chief Executive Officer. He previously served as our President and Chief Operating Officer from May 2002 until January 2003. Mr. Luis is also President and Chief Executive Officer of Wynd Communications Corporation, which became a wholly owned subsidiary of GoAmerica in June 2000. Mr. Luis joined Wynd in 1994 and has held his current positions with Wynd since 1998.

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Alan Docter joined our Board of Directors in October 1996 at the time of his initial investment in GoAmerica. Since 1990, Mr. Docter has been an early-stage investor in technology companies, including M.A.I.D. plc (now BrightStation), ViaWeb (sold to Yahoo!), Butterfly V.L.S.I. Ltd. (sold to Texas Instruments) and Invino Corp. (sold to Youth Stream Media Networks). Mr. Docter has served as President of Continental Mining and Metallurgical Corporation since 1991 and as President of CMMC Ventures, Inc. since 1999. He has also served as Vice Chairman of Considar, Inc., an international metals trading company, since 1995. Mr. Docter serves on the boards of directors of a number of privately held companies.

Joseph Korb joined GoAmerica in 1997 as Executive Vice President and has been a director since October 1996. From May 2002 to March 2004, Mr. Korb served as our Executive Vice Chairman, having served as our President from November 2000 until May 2002. Mr. Korb is currently Chief Executive Officer of EyeRover Media LLC, a privately held company that specializes in software solutions for embedded systems.

Mark Kristoff joined our Board of Directors in June 1998. Since 1991, Mr. Kristoff has been President and Chief Operating Officer of Considar, Inc., an international metals trading company. Since 1990, Mr. Kristoff also has been an early-stage investor in many technology companies and serves on the boards of directors of a number of privately held companies.

King Lee joined our Board of Directors in January 2003. Mr. Lee currently serves as the Managing Partner of Resource Capitalists, LLC, a management consulting firm. During his career he has served as the chief executive officer of a number of companies both public and private. Mr. Lee has spent the last eleven years investing in turnarounds and during that same period he was also the co-founder of Wynd Communications Corporation, which became a wholly owned subsidiary of GoAmerica in June 2000. He also served on the board of directors of Wynd Communications Corporation until its acquisition by GoAmerica. Mr. Lee serves on the boards of directors of a number of privately held companies.

David Lyons joined our Board of Directors in October 2004. Mr. Lyons is

currently a managing partner of the Nacio Investment Group, the holdings of which include a major interest in Nacio Systems, Inc., a managed hosting company providing outsourced infrastructure and communication services for mid-size businesses that the Nacio Investment Group acquired out of bankruptcy. Prior to joining Nacio in 2002, Mr. Lyons co-founded Globalnet VDS, a transaction services firm active in the consolidation of European voice and data telecommunications businesses. From 1998 to 2000, Mr. Lyons served as Vice President of Acquisitions for Expanets, Inc., a national provider of converged communications solutions founded by NorthWestern Corporation that acquired numerous local communications and data networking companies, as well as Lucent Technology's Growing and Emerging Markets (GEM) division. Previously, he was Chairman and CEO of Amnex, Inc. and held various executive management positions at Walker Telephone Systems, Inc. and Inter-tel, Inc.

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Each of Messrs. Docter, Kristoff, Lee and Lyons has been determined to be "independent" within the meaning of SEC and Nasdaq regulations

The Board of Directors has an Audit Committee, whose responsibilities include: (i) evaluating and the engagement of the Company's independent auditors; (ii) reviewing and reporting on the results and scope of their audit findings; (iii) reviewing the Company's periodic reports filed with the Securities and Exchange Commission; and (iv) monitoring, on a periodic basis, the internal controls of the Company. The Audit Committee is currently comprised of Messrs. Docter, Kristoff and Lee, with Mr. Lee serving as Chairman. The Audit Committee held four meetings during 2004. The Company's Board of Directors has determined that King Lee constitutes an "audit committee financial expert", as such term is defined by the SEC.

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Executive Officers

The following table identifies the current executive officers of the Company:

<TABLE>  
<CAPTION>

Name	Age	Capacities in Which Serving	In Current Position Since
----	---	-----	-----
<S>	<C>	<C>	<C>
Daniel R. Luis .....	38	Chief Executive Officer	2003
Donald G. Barnhart (1) .....	47	Chief Financial Officer	2004
Jesse Odom (2) .....	39	Chief Technology Officer	2000
Wayne D. Smith (3) .....	46	Executive Vice President, General Counsel and Secretary	2005

</TABLE>

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- (1) Donald Barnhart joined GoAmerica in 1999 and became its Vice President and Controller in 2000. He was appointed Chief Financial Officer in March 2004. Prior to joining GoAmerica, Mr. Barnhart held various finance positions with Bogen Communications (a telecommunications manufacturer) and operated his own accounting and consulting firm. Mr. Barnhart is a CPA in New Jersey.
  - (2) Jesse Odom joined GoAmerica in 1996 as Vice President of Network Operations. He was appointed Chief Technology Officer in November 2000.
  - (3) Wayne Smith joined GoAmerica in May 2002 as Vice President, General Counsel and was appointed corporate Secretary in November 2003. He was appointed Executive Vice President, General Counsel and Secretary in March 2005. Prior to joining GoAmerica, Mr. Smith held a variety of legal and staff positions with Viacom Inc. (a diversified entertainment company) from 1985 to 2001, most recently serving as Vice President, Corporate Counsel

None of our executive officers is related to any other executive officer or to any director of the Company. Our executive officers are elected annually by the Board of Directors and usually serve until their successors are duly elected and qualified.

Section 16(a) Beneficial Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended (the

"Exchange Act"), requires our directors, officers, and stockholders who beneficially own more than 10% of any class of our equity securities registered pursuant to Section 12 of the Exchange Act, to file initial reports of ownership and reports of changes in ownership with respect to our equity securities with the Securities and Exchange Commission. All reporting persons are required to furnish us with copies of all reports that such reporting persons file with the SEC pursuant to Section 16(a). Based on our review of the copies of such forms received by us or written representations from such reporting persons, each such reporting person filed all of their respective reports pursuant to Section 16(a) on a timely basis during 2004.

Code of Ethics

GoAmerica maintains a code of ethics applicable to its directors, executive officers and other senior financial personnel. A copy of this code of ethics is posted on our website, accessible at [http://www.goamerica.com/Company\\_info/ethics\\_execs.php](http://www.goamerica.com/Company_info/ethics_execs.php).

Item 11. Executive Compensation

Summary of Compensation in 2004, 2003 and 2002

The following Summary Compensation Table sets forth information concerning compensation for services in all capacities awarded to, earned by or paid to each person who served as the Company's Chief Executive Officer at any time during 2004, regardless of compensation level, and each other executive officer of the Company whose aggregate cash compensation exceeded \$100,000 (collectively, the "Named Executives"), for the years ended December 31, 2004, 2003 and 2002.

SUMMARY COMPENSATION TABLE

<TABLE>  
<CAPTION>

Name and Principal Position	Year	Annual Compensation		Long-Term Compensation Awards		
		Salary (\$)	Bonus (1) (\$)	Other Annual Compensation (2) (\$)	Securities Underlying Options (#)	All Other Compensation (\$)
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Daniel R. Luis.....	2004	229,046 (3)	25,000	--	--	5,953 (4)
Chief Executive Officer since	2003	179,706 (3)	--	--	--	3,351 (4)
January 2003; former President	2002	214,571	--	--	8,015	3,351 (4)
and Chief Operating Officer (from						
May 2002 to January 2003)						
Donald G. Barnhart.....	2004	160,115	27,000	--	--	5,500 (4)
Chief Financial Officer since	2003	154,884	--	--	--	3,513 (4)
March 2004; Principal Accounting	2002	120,865	--	--	1,265	--
Officer since September 2003						
Jesse Odom.....	2004	178,654 (5)	20,000	--	--	4361 (4)
Chief Technology Officer	2003	164,613 (5)	--	--	--	7,235 (4)
	2002	185,296	--	--	3,129	5,980 (4)
Wayne D. Smith.....	2004	150,014	50,000 (7)	--	--	--
Executive Vice President, General	2003	145,000	--	--	--	--
Counsel and Secretary(6)	2002	96,250	--	--	--	--

</TABLE>

(1) Except as otherwise indicated, the bonus awards were earned in the year indicated and were paid in the following year.

(2) The value of certain personal benefits is not included since the aggregate

amount of such compensation did not exceed the lesser of either \$50,000 or 10% of the total of annual salary and bonus for such Named Executives.

- (3) Mr. Luis deferred approximately \$35,000 of his base salary until 2004, contingent upon the closing of the March 2004 Financing.
- (4) Represents the dollar value of automobile lease payments paid by or on behalf of the Company for the benefit of the Named Executive.
- (5) Mr. Odom deferred approximately \$15,000 of his base salary until 2004, contingent upon the closing of the March 2004 Financing.
- (6) Mr. Smith joined the Company in May 2002 and was appointed an executive officer in March 2005.
- (7) One half of such bonus amount was paid during 2005.

OPTION GRANTS IN 2004

The following table provides information with respect to stock options granted to Named Executives during 2004.

<TABLE>  
<CAPTION>

Name	Number of Securities Underlying Options Granted (#)	% of Total Options Granted to Employees in Fiscal Year (1)	Exercise or Base Price (\$/Sh)	Expiration Date (month/day/year)	Potential Realizable Value at Assumed Annual Rates of Stock Appreciation for Option Term (\$) (2)	
					5%	10%
<S>	<C>		<C>	<C>	<C>	
Daniel R. Luis	4,375	19.1	\$16.00	4/6/2014	\$44,023	\$111,562
Donald G. Barnhart	3,421	14.9	\$16.00	4/6/2014	34,289	87,235
Jesse Odom	3,421	14.9	\$16.00	4/6/2014	34,289	87,235
Wayne D. Smith	3,046	13.3	\$16.00	4/6/2014	30,650	77,673

(1) Based on a total of 22,904 shares subject to options granted to our employees under our plans during 2004.

(2) The Securities and Exchange Commission (the "SEC") requires disclosure of the potential realizable value or present value of each grant. The 5% and 10% assumed annual rates of compounded stock price appreciation are mandated by rules of the SEC and do not represent our estimate or projection of our future Common Stock prices. The disclosure assumes the options will be held for the full ten-year term prior to exercise. Such options may be exercised prior to the end of such term. The actual value, if any, an executive officer may realize will depend on the excess of the stock price over the exercise price on the date the option is exercised. There can be no assurance that the stock price will appreciate at the rates shown in the table.

Equity Compensation Plans

The following table provides certain information as of December 31, 2004 with respect to each of our equity compensation plans:

<TABLE>  
<CAPTION>

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

	(a)	(b)	Column (a)
<S>	<C>	<C>	<C>
Equity compensation plans approved by security holders	212,746	\$100.42	57,028
Equity compensation plans not approved by security holders	--	--	--
Total (1)	212,746	\$100.42	57,028

(1) Excludes warrants to purchase 12,500 shares at \$36.80 per share, issued in connection with a creditor settlement in 2003. Also excludes warrants exercisable at \$0.15 per share granted in connection with the March 2004 Financing. No shareholder vote was required with such issuances.

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On August 3, 1999, we adopted the GoAmerica Communications Corp. 1999 Stock Option Plan. This plan provided for the granting of options to purchase shares of common stock. No further options will be granted under the GoAmerica Communications Corp. 1999 Stock Option Plan.

In December 1999, our Board of Directors adopted the GoAmerica, Inc. 1999 Stock Plan (the "Plan") as a successor plan to the GoAmerica Communications Corp. 1999 Stock Option Plan, pursuant to which 4,800,000 additional shares of our common stock have been reserved for issuance to selected employees, non-employee directors and consultants. In May 2001, our shareholders approved an increase in the maximum number of shares issuable under the Plan from 4,800,000 to 10,624,743 shares.

Under the terms of the Plan, a committee of our Board of Directors may grant options to purchase shares of our common stock to our employees and consultants at such prices as may be determined by the committee. The Plan provides for award grants in the form of incentive stock options and non-qualified stock options. Options granted under the Plan generally vest over 4 years and expire after 10 years.

#### Aggregated Option Exercises in 2004 and Year-End Option Values

The following table presents information concerning the number of stock options held by the Named Executives at December 31, 2004. None of the Named Executives exercised any stock options during 2004 or owned any stock options with an exercise price below \$9.84, the closing sale price of one share of the Company's Common Stock on December 31, 2004.

Name	Number of Shares Underlying Unexercised Options at Fiscal Year-end (#)	
	Exercisable	Unexercisable
Daniel R. Luis	11,540	4,893
Donald Barnhart	2,947	2,458
Jesse Odom	7,260	3,039
Wayne D. Smith (1)	2,417	2,097

(1) Mr. Smith was elected as Executive Vice President, General Counsel and Secretary in March 2005.

#### Compensation of Directors

Non-employee directors serving on our Board of Directors receive quarterly compensation of \$5,000 in cash and per meeting fees of \$1,000 for each in person Board meeting attended, and \$500 for each telephonic Board meeting attended. Each Committee member is entitled to receive \$500 for each Board Committee meeting attended, except when such Committee meeting is contiguous to a full Board meeting, in which case no additional Committee attendance fee is payable. Each Committee Chairman receives an additional \$1,500 in cash per quarter. Each independent director serving throughout 2003 received 3,750 stock options and Mr. Lyons received 10,000 stock options upon joining our Board in October 2004, in each case such options were granted with an exercise price equal to the fair market value of the Company's Common Stock on the date of grant, with approximately twenty five percent vesting immediately and the balance generally

vesting ratably during the three years following the date of grant. As of the closing of the March 2004 Financing, Messrs. Dobrinsky and Korb are entitled to receive identical compensation as our other non-employee directors. The Company has engaged an independent compensation consultant to survey and recommend a new compensation plan for the Board of Directors beginning in 2005. Each director will be reimbursed by the Company for his or her reasonable expenses incurred in connection with his or her participation in our Board meetings.

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Mr. Dobrinsky is a party to an agreement with the Company, effective as of May 6, 2002 and amended as of March 10, 2004, under which he now serves as the Company's Chairman of the Board, receiving director compensation equal to the Company's independent directors but receiving no salary. Mr. Dobrinsky received approximately \$50,000 in 2004 as partial recoupment of salary foregone in 2003 upon the closing of the March 2004 Financing. Mr. Dobrinsky and his family continue to receive health benefits from the Company. In addition, Mr. Dobrinsky is eligible to be a beneficiary of a term life insurance policy in his name, in the face amount of up to \$1.0 million, for which the Company would pay the premiums.

Mr. Korb was a party to an agreement with the Company, effective as of May 6, 2002, under which he most recently served as the Company's Executive Vice Chairman. Mr. Korb's employment agreement was terminated as of March 10, 2004 upon completion of the Financing, at which time he received approximately \$50,000 as partial recoupment of salary foregone in 2003.

Mr. Luis is a party to an agreement with the Company, effective as of May 6, 2002 and amended as of March 10, 2004, under which he now serves as our Chief Executive Officer at an initial base salary of \$225,000, subject to annual adjustment. On December 16, 2002, the Compensation Committee approved a decrease in Mr. Luis' base salary to \$200,000 effective January 20, 2003. Mr. Luis elected to defer approximately \$35,000 of his 2003 salary until completion of the March 2004 Financing.

Mr. Odom is a party to an agreement with the Company, effective as of May 6, 2002 and amended as of March 10, 2004, under which he serves as the Company's Chief Technology Officer at an initial base salary of \$180,000. The Compensation Committee approved a decrease in Mr. Odom's base salary to \$165,000 effective January 20, 2003. Mr. Odom elected to defer approximately \$15,000 of his 2003 salary until completion of the March 2004 Financing.

Mr. Barnhart is a party to an agreement with the Company, effective as of March 10, 2004, under which he serves as the Company's Chief Financial Officer at an initial base salary of \$165,000.

Mr. Smith is a party to an agreement with the Company that is yet to be finalized pursuant to which he serves as the Company's Executive Vice President, General Counsel and Secretary at an initial salary of \$165,000, effective as of March 30, 2005.

The Compensation Committee may award any or all of the Named Executives additional bonus payments or option grants in its discretion. The current term of each such agreement or most recent amendment was generally for two years. The Company has engaged an independent compensation consultant to survey and recommend a new compensation plan for the Company's executive officers, which is expected to be completed and implemented in 2005.

In the event any of Messrs. Luis, Odom, Barnhart or Smith is terminated without cause, resigns for good reason or, in the case of Mr. Luis, is not reelected to the Company's Board of Directors, he shall be entitled to receive enhanced severance, subject to the Board of Directors' approval of a new plan based on the independent compensation consultant's recommendations. Each of Messrs. Luis, Odom, Barnhart and Smith also receive up to \$500 per month in automobile allowances and will be reimbursed for additional automobile expenses incurred in connection with their duties. Each employment agreement also contains certain invention assignment and confidentiality provisions and also requires that the Company maintain standard directors and officers insurance of no less than \$10.0 million.

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The Company requires all employees to sign an agreement pursuant to which they agree to maintain the confidentiality of our proprietary information, to assign any inventions to us, and to agree not to solicit our customers, suppliers or employees away from us.

The Compensation Committee currently consists of Messrs. Docter (Chairman), Kristoff and Lee. None of these individuals are or were at any time officers or employees of the Company. No executive officer of the Company has served as a director or member of the Compensation Committee (or other committee serving an equivalent purpose) of any other entity, one of whose executive officers served as a director or member of the Compensation Committee of the Company.

No interlocking relationship exists between our Board of Directors or Compensation Committee and the board of directors or compensation committee of any other company.

Item 12. Security Ownership of Certain Beneficial Owners and Management.

Common Stock

The following table sets forth certain information, as of March 24, 2005, with respect to holdings of the Company's Common Stock by each of the Company's directors and Named Executives, and all directors and current executive officers as a group. Unless otherwise indicated, the address for the individuals below is that of the Company: GoAmerica, Inc., 433 Hackensack Avenue, Hackensack, New Jersey 07601. The Company does not believe that any person beneficially owns more than 5% of the total number of shares of Common Stock outstanding as of such date, based on currently available Schedules 13D and 13G filed with the SEC.

<TABLE>  
<CAPTION>

Name and Address of Beneficial Owner -----	Amount and Nature of Beneficial Ownership(1) -----	Percent of Class(2) -----
<S>	<C>	<C>
Directors and Named Executives:		
Donald Barnhart .....	3,653 (3)	*
Aaron Dobrinsky.....	41,728 (4)	2.0%
Alan Docter.....	5,900 (5)	*
Joseph Korb.....	12,765 (6)	*
Mark Kristoff.....	7,150 (7)	*
King Lee.....	2,921 (8)	*
Daniel R. Luis.....	11,603 (9)	*
David Lyons.....	2,500(10)	*
Jesse Odom.....	7,260(11)	*
Wayne D. Smith.....	2,517(12)	*
(iii) All directors and officers as a group (10 persons).....	97,998(13)	4.7%

</TABLE>

\* Less than one percent.

(1) Except as set forth in the footnotes to this table and subject to applicable community property law, the persons named in the table have sole voting and investment power with respect to all shares of Common Stock shown as beneficially owned by such stockholder.

(2) Applicable percentage of ownership is based on an aggregate of 2,093,451 shares of Common Stock outstanding on March 24, 2005, plus any then exercisable stock options and warrants held by each such holder, plus options and warrants which will become exercisable by such holder within 60 days after March 24, 2005.

- (3) Includes approximately 3,300 shares of Common Stock underlying options which are exercisable as of March 24, 2005 or within 60 days after such date.
- (4) Includes 5 shares held for the benefit of Mr. Dobrinsky's minor children. Mr. Dobrinsky has voting and dispositive power with respect to such shares. Also includes approximately 5,400 shares of Common Stock underlying options which are exercisable as of March 24, 2005 or within 60 days after such date.
- (5) Represents approximate number of shares of Common Stock underlying options which are exercisable as of March 24, 2005 or within 60 days after such date.

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- (6) Includes approximately 5,800 shares of Common Stock underlying options which are exercisable as of March 24, 2005 or within 60 days after such date.
- (7) Includes approximately 5,900 shares of Common Stock underlying options which are exercisable as of March 24, 2005 or within 60 days after such date.
- (8) Includes approximately 2,300 shares of Common Stock underlying options which are exercisable as of March 24, 2005 or within 60 days after such date. Also includes 584 shares held by the Lee Living Trust, of which Mr. Lee is a co-trustee, but not a beneficiary. Also includes 37 shares of Common Stock underlying warrants which are immediately exercisable held by the Lee Living Trust.
- (9) Includes approximately 11,540 shares of Common Stock underlying options which are exercisable as of March 24, 2005 or within 60 days after such date.
- (10) Represents approximate number of shares of Common Stock underlying options which are exercisable as of March 24, 2005 or within 60 days after such date.
- (11) Represents approximate number of shares of Common Stock underlying options which are exercisable as of March 24, 2005 or within 60 days after such date.
- (12) Includes approximately 2,392 shares of Common Stock underlying options which are exercisable as of March 24, 2005 or within 60 days after such date.
- (13) Includes approximately 52,292 shares of Common Stock underlying options which are exercisable as of March 24, 2005 or within 60 days after such date.

#### Item 13. Certain Relationships and Related Transactions.

There have been no transactions involving any of Messrs. Docter, Kristoff or Lee or any other insiders to be disclosed since January 1, 2004 under the heading "Compensation Committee Interlocks and Insider Participation" or otherwise. The Company entered into a services agreement with David Lyons as of January 1, 2005 to provide certain consulting services for up to six months; Mr. Lyons shall not receive compensation in excess of \$60,000 in aggregate during 2005 under such agreement.

#### Item 14. Principal Accounting Fees and Services

In accordance with the requirements of the Sarbanes-Oxley Act of 2002 and the Audit Committee's charter, all audit and audit-related work and all non-audit work performed by the Company's independent accountants, WithumSmith + Brown P.C. ("WithumSmith"), is approved in advance by the Audit Committee, including the proposed fees for such work. The Audit Committee is informed of each service actually rendered.

**Audit Fees.** Audit fees billed or expected to be billed to the Company by WithumSmith for the audit of the financial statements included in the Company's Annual Reports on Form 10-K, and reviews of the financial statements included in the Company's Quarterly Reports on Form 10-Q, for the years ended December 31, 2004 and 2003 totaled approximately \$94,000 and \$78,000, respectively.

**Audit-Related Fees.** The Company was billed approximately \$10,000 and

\$36,000 by WithumSmith for assurance and related services rendered by WithumSmith during the fiscal years ended December 31, 2004 and 2003, respectively, that are not reported under the immediately preceding paragraph.

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**Tax Fees.** The Company was billed approximately \$2,000 by WithumSmith for each of the fiscal years ended December 31, 2004 and 2003 for tax services, principally advice regarding the preparation of income tax returns.

**All Other Fees.** The Company was billed \$0 and \$0 by WithumSmith for all other services for the fiscal years ended December 31, 2004 and 2003.

**Other Matters.** The Audit Committee of the Board of Directors has considered whether the provision of the Audited-Related Fees, Tax Fees and all other fees are compatible with maintaining the independence of the Company's principal accountant.

Applicable law and regulations provide an exemption that permits certain services to be provided by the Company's outside auditors even if they are not pre-approved. The Company has not relied on this exemption at any time since the Sarbanes-Oxley Act was enacted.

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#### PART IV

#### Item 15. Exhibits and Financial Statements.

##### (a) (3) Exhibits.

31.1 Certification of the Chief Executive Officer as required by Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Chief Financial Officer as required by Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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#### SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 to the Registrant's Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized this 29th day of April, 2005.

GOAMERICA, INC.

By: /s/ Daniel R. Luis

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Daniel R. Luis,  
Chief Executive Officer

/s/ Donald G. Barnhart

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Donald G. Barnhart,  
Chief Financial Officer

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#### EXHIBIT INDEX

31.1 Certification of the Chief Executive Officer as required by Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Chief Financial Officer as required by Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.



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

I, Daniel R. Luis, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K of GoAmerica, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer 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)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of this period covered by this report based on such evaluation; and
  - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 29, 2005

/s/ Daniel R. Luis

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Daniel R. Luis  
Chief Executive Officer

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

I, Donald G. Barnhart, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K of GoAmerica, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer 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)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of this period covered by this report based on such evaluation; and
  - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 29, 2005

/s/ Donald G. Barnhart

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Donald G. Barnhart  
Chief Financial Officer  
(Principal financial officer)