

Edgar Filing: ICEWEB INC - Form 424B3

ICEWEB INC  
Form 424B3  
October 20, 2006

Rule 424(b)(3)  
Registration No. 333-126898

ICEWEB, INC.

Supplement No. 3 dated October 17, 2006 to Prospectus dated February 10, 2006.

As stated in Supplement No. 1 dated February 24, 2006, the exercise price of common stock purchase warrants to purchase 4,500,000 shares of common stock, all of which are held by Barron Partners LP, was reduced to \$1.00 per share through December 31st, 2006. On October 17, 2006, the Company reduced the exercise price of warrants to purchase 300,000 shares of common stock to \$.40 during the period from October 17, 2006 through October 27, 2006. To the extent that those warrants are not exercised by 5:30 PM, Eastern time, on October 27, 2006, the exercise price of those warrants will revert to \$1.00 per share. Since the date of the prospectus, 500,000 of these warrants have been exercised.