

BROWN ANDREW M
Form 5
March 17, 2005

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
BROWN ANDREW M

(Last) (First) (Middle)

C/O RAMP CORPORATION, 33 MAIDEN LANE, 5TH FLOOR

(Street)

NEW YORK, NY 10038

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RAMP CORP [RCO]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

6. Individual or Joint/Group Reporting

(check applicable line)

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) | 2A. Deemed Execution Date, if any (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 Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | 12/27/2002 | | P | 4,166 A \$ 24 | 4,166 | D | |

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

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SEC 2270 (9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | 8. An |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|-------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Options to Purchase Common Stock | \$ 7.5 | 07/10/2003 | Â | A | 8,333 | Â | 07/10/2003 | 07/10/2008 | Common Stock | |
| Options to Purchase Common Stock | \$ 7.5 | 07/10/2003 | Â | A | 16,667 | Â | 07/10/2003 | 07/10/2008 | Common Stock | |
| Options to Purchase Common Stock | \$ 15 | 10/07/2003 | Â | A | 3,333 | Â | 10/07/2003 | 10/07/2008 | Common Stock | |
| Options to Purchase Common Stock | \$ 5.4 | 06/01/2004 | Â | A | 33,333 | Â | 06/01/2004 | 06/01/2009 | Common Stock | |
| Options to Purchase Common Stock | \$ 1.14 | 12/02/2004 | Â | A | 1,353,383 | Â | Â ⁽¹⁾ | 12/02/2009 | Common Stock | 1. |
| Warrants to Purchase Common Stock | \$ 9 | 12/20/1999 | Â | A | 3,333 | Â | 12/20/1999 | 08/14/2005 | Common Stock | |
| Warrants to Purchase Common Stock | \$ 9 | 08/14/2002 | Â | A | 2,800 | Â | 08/14/2002 | 08/14/2005 | Common Stock | |
| Warrants to Purchase Common Stock | \$ 9 | 12/27/2002 | Â | A | 4,167 | Â | 12/27/2002 | 07/01/2008 | Common Stock | |

| | | | | | | | | | | |
|-----------------------------------|---------|------------|---|---|-------|---|------------|------------|--------------|--|
| Stock | | | | | | | | | | |
| Warrants to Purchase Common Stock | \$ 20.7 | 04/01/2003 | Â | A | 2,067 | Â | 04/01/2003 | 04/01/2008 | Common Stock | |
| Warrants to Purchase Common Stock | \$ 20.7 | 06/24/2003 | Â | A | 4,133 | Â | 06/24/2003 | 06/24/2008 | Common Stock | |
| Warrants to Purchase Common Stock | \$ 15 | 07/01/2003 | Â | A | 3,000 | Â | 07/01/2003 | 07/01/2008 | Common Stock | |
| Warrants to Purchase Common Stock | \$ 9 | 09/18/2003 | Â | A | 4,167 | Â | 09/18/2003 | 08/27/2006 | Common Stock | |
| Warrants to Purchase Common Stock | \$ 9 | 09/18/2003 | Â | A | 500 | Â | 09/18/2003 | 08/27/2007 | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BROWN ANDREW M C/O RAMP CORPORATION 33 MAIDEN LANE, 5TH FLOOR NEW YORK, NY 10038 | Â X | Â | Â President & CEO | Â |

Signatures

/s/ Andrew M. Brown 03/12/2005

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

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40% vests on January 1, 2005 and the remaining 60% vests in eight equal quarterly installments commencing on April 1, 2005; fully vests on January 1, 2007.

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