

Form

Unknown document format

ted. At that time, Verticalnet may appeal the Staff's determination to delist its securities to a Listing Qualifications Panel.

Item 3.02 Unregistered Sales of Equity Securities.

As previously reported, on August 16, 2005, Verticalnet issued \$6.6 million aggregate principal amount of Senior Secured Convertible Promissory Notes due July 2, 2007 (the "Notes"). On October 2, 2006, pursuant to the terms of the Notes, Verticalnet paid an aggregate of \$317,500 as payment of principal then due on the Notes through the issuance of an aggregate of 141,937 shares of Verticalnet's common stock and paid an aggregate of \$230,708.77 in cash as payment of the remaining principal, interest, and fractional shares then due on the Notes to the holders of the Notes (the "Note Holders").

The shares of Verticalnet's common stock were issued to the Note Holders, each an accredited investor, in reliance on the exemption from registration provided by Rule 506 promulgated under the Securities Act of 1933, as amended.

Edgar Filing: - Form

Top of the Form

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Verticalnet, Inc.

October 3, 2006

By: *Gene S. Godick*

Name: Gene S. Godick

Title: Executive Vice President and Chief Financial Officer