

BROWN ANDREW M  
Form 5  
March 17, 2005

**FORM 5**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0362  
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2005  
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1. Name and Address of Reporting Person \*  
BROWN ANDREW M

(Last) (First) (Middle)

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

(Street)

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)

NEW YORK, NY 10038

(City) (State) (Zip)

☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5)<br>(A)<br>or<br>Amount (D) Price | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 12/27/2002                              | Â                                                           | P                                       | 4,166 A \$ 24 4,166                                                                                         |                                                                                                              | D                                                                    | Â                                                                 |

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

**Persons who respond to the collection of information  
contained in this form are not required to respond unless  
the form displays a currently valid OMB control number.**

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

## Stock

## Warrants

|          |         |            |   |   |       |   |            |            |        |  |
|----------|---------|------------|---|---|-------|---|------------|------------|--------|--|
| to       |         |            |   |   |       |   |            |            |        |  |
| Purchase | \$ 20.7 | 04/01/2003 | Â | A | 2,067 | Â | 04/01/2003 | 04/01/2008 | Common |  |
| Common   |         |            |   |   |       |   |            |            | Stock  |  |
| Stock    |         |            |   |   |       |   |            |            |        |  |

## Warrants

|          |         |            |   |   |       |   |            |            |        |  |
|----------|---------|------------|---|---|-------|---|------------|------------|--------|--|
| to       |         |            |   |   |       |   |            |            |        |  |
| Purchase | \$ 20.7 | 06/24/2003 | Â | A | 4,133 | Â | 06/24/2003 | 06/24/2008 | Common |  |
| Common   |         |            |   |   |       |   |            |            | Stock  |  |
| Stock    |         |            |   |   |       |   |            |            |        |  |

## Warrants

|          |       |            |   |   |       |   |            |            |        |  |
|----------|-------|------------|---|---|-------|---|------------|------------|--------|--|
| to       |       |            |   |   |       |   |            |            |        |  |
| Purchase | \$ 15 | 07/01/2003 | Â | A | 3,000 | Â | 07/01/2003 | 07/01/2008 | Common |  |
| Common   |       |            |   |   |       |   |            |            | Stock  |  |
| Stock    |       |            |   |   |       |   |            |            |        |  |

## Warrants

|          |      |            |   |   |       |   |            |            |        |  |
|----------|------|------------|---|---|-------|---|------------|------------|--------|--|
| to       |      |            |   |   |       |   |            |            |        |  |
| Purchase | \$ 9 | 09/18/2003 | Â | A | 4,167 | Â | 09/18/2003 | 08/27/2006 | Common |  |
| Common   |      |            |   |   |       |   |            |            | Stock  |  |
| Stock    |      |            |   |   |       |   |            |            |        |  |

## Warrants

|          |      |            |   |   |     |   |            |            |        |  |
|----------|------|------------|---|---|-----|---|------------|------------|--------|--|
| to       |      |            |   |   |     |   |            |            |        |  |
| Purchase | \$ 9 | 09/18/2003 | Â | A | 500 | Â | 09/18/2003 | 08/27/2007 | Common |  |
| Common   |      |            |   |   |     |   |            |            | Stock  |  |
| Stock    |      |            |   |   |     |   |            |            |        |  |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships |           |                   |       |
|-------------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                                           | Director      | 10% Owner | Officer           | Other |
| BROWN ANDREW M<br>C/O RAMP CORPORATION<br>33 MAIDEN LANE, 5TH FLOOR<br>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.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.