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\$75,000, the registrant agreed to issue to such individuals an aggregate of 41,667 restricted shares (the "Shares") of its common stock, par value \$.001 per share, which shares may be sold by such individuals following registration of such shares during a 15 business day trading period. In order to secure the obligations, the registrant agreed to deposit the amount of \$75,000 due and owing to it from a third party in an escrow account. The escrow account shall be utilized to satisfy any amounts still due and owing to the individuals following the sale of the Shares, less an amount of \$25,000 payable from the escrow account to a third party. Following all disbursements from the escrow account, the parties will execute mutual releases and file stipulations to dismiss any pending action with prejudice. The registrant has agreed to register the Shares with the Securities and Exchange Commission as soon as possible but not later than April 30, 2005. The sale was made pursuant to an exemption from registration requirements under Regulation D and/or Section 4(2) of the Securities Act of 1933, as amended.

SIGNATURES

According 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, thereunto duly authorized on March 29, 2005.

RAMP CORPORATION

/s/ Ron Munkittrick

By: Ron Munkittrick
Its: Chief Financial Officer

Date: March 29, 2005