

Edgar Filing: VERTICALNET INC - Form SC 13G

VERTICALNET INC
Form SC 13G
February 14, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13-d-2(b)
(AMENDMENT NO. 1)*

VerticalNet, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

92532L 10 7

(CUSIP Number)

December 31, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

- [] Rule 13d-1(b)
[] Rule 13d-1(c)
[X] Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which would
alter the disclosures provided in a prior coverage page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the

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Notes).

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1. NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Internet Capital Group, Inc. 23-2996071

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
 (b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	0

	6. SHARED VOTING POWER	25,318,644

	7. SOLE DISPOSITIVE POWER	0

	8. SHARED DISPOSITIVE POWER	25,318,644

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,318,644

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

22.3%

12. TYPE OF REPORTING PERSON*

CO

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1. NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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Douglas A. Alexander

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	28,376
	6. SHARED VOTING POWER	25,318,644
	7. SOLE DISPOSITIVE POWER	28,376
	8. SHARED DISPOSITIVE POWER	25,318,644

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,347,020 (1)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

22.3%

12. TYPE OF REPORTING PERSON*

IN

(1) Mr. Alexander is a Managing Director of Internet Capital Group, Inc. Mr. Alexander disclaims beneficial ownership of all shares held by Internet Capital Group.

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Walter W. Buckley, III

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER	51,592
	6.	SHARED VOTING POWER	25,318,644
	7.	SOLE DISPOSITIVE POWER	51,592
	8.	SHARED DISPOSITIVE POWER	25,318,644

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,370,236 (1)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

22.3%

12. TYPE OF REPORTING PERSON*

IN

(1) Mr. Buckley is Chief Executive Officer and Chairman of the Board of Directors of Internet Capital Group, Inc. Mr. Buckley disclaims beneficial ownership of all shares held by Internet Capital Group.

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ITEM 1(a). NAME OF ISSUER:

VerticalNet, Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

700 Dresher Road
Horsham, PA 19044

ITEM 2(a). NAME OF PERSON FILING:

- (1) Internet Capital Group, Inc.
- (2) Douglas A. Alexander
- (3) Walter W. Buckley, III

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

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- (1) 435 Devon Park Drive, Building 600
Wayne, PA 19087
- (2) c/o Internet Capital Group, Inc.
435 Devon Park Drive, Building 600
Wayne, PA 19087
- (3) c/o Internet Capital Group, Inc.
435 Devon Park Drive, Building 600
Wayne, PA 19087

ITEM 2(c). CITIZENSHIP:

- (1) Delaware
- (2) U.S.A.
- (3) U.S.A.

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$.01 per share

ITEM 2(e) CUSIP NUMBER:

92532L 10 7

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) Investment company registered under Section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

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- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
 - (1) 25,318,644
 - (2) 25,347,020
 - (3) 25,370,236

- (b) Percent of class:
 - (1) 22.3%
 - (2) 22.3%
 - (3) 22.3%

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote
 - (1) 0
 - (2) 28,376
 - (3) 51,592

 - (ii) Shared power to vote or to direct the vote
25,318,644

 - (iii) Sole power to dispose or to direct the disposition of
 - (1) 0
 - (2) 28,376
 - (3) 51,592

 - (iv) Shared power to dispose or to direct the disposition of
25,318,644

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

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ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

N/A

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not Applicable. This is a joint filing pursuant to Rule 13d-1(k)(1), and Internet Capital Group, Inc., Mr. Alexander and Mr. Buckley disclaim the existence of a group. Mr. Alexander is a Managing Director of Internet Capital Group and Mr. Buckley is Chief Executive Officer and Chairman of the Board of Directors of Internet Capital Group. Mr. Alexander and Mr.

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Buckley each disclaim beneficial ownership of all shares held by Internet Capital Group and Internet Capital Group disclaims beneficial ownership of all shares held by each of Mr. Alexander and Mr. Buckley.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

N/A

ITEM 10. CERTIFICATIONS.

Not Applicable to filings pursuant to Rule 13d-1(d).

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. On executing the statement, the undersigned agrees, to the extent required by Rule 13d-1(k)(1), that this statement is being filed on behalf of each of the Reporting Persons herein.

INTERNET CAPITAL GROUP, INC.

By: /s/ Henry N. Nassau

Name: Henry N. Nassau
Title: Managing Director, General
Counsel & Secretary

Dated: February 14, 2002

/s/ Douglas A. Alexander

Douglas A. Alexander

Dated: February 14, 2002

/s/ Walter W. Buckley, III

Walter W. Buckley, III

Dated: February 14, 2002

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