

RAMP CORP  
Form 5  
March 21, 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 \*  
**SHORR STEVEN A**  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

**C/O RAMP CORPORATION, 33 MAIDEN LANE, 5TH FLOOR**  
  
(Street)

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

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

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 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	03/22/2004	^	P	(1)	29,300 A \$ 0.775	29,300 D	^
Common Stock	04/01/2004	^	P	(1)	2,350 A \$ 0.595	2,350 D	^
Common Stock	04/29/2004	^	P	(1)	700 A \$ 0.3757	700 D	^
Common Stock	05/05/2004	^	P	(1)	900 A \$ 0.282	900 D	^

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

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(9-02)

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

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 Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Option to Purchase Common Stock	\$ 9.6	07/19/2004	Â	A	3,333	Â	Â (2)	07/19/2009	Common Stock	3,333
Option to Purchase Common Stock	\$ 1.14	12/02/2004	Â	A	140,978	Â	Â (3)	12/02/2009	Common Stock	140,978

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SHORR STEVEN A  
C/O RAMP CORPORATION  
33 MAIDEN LANE, 5TH FLOOR  
NEW YORK, NY 10038

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## Signatures

/s/ Steven A.  
Shorr

03/10/2005

\*\*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) Pre-split shares.

(2) Vests in eight equal quarterly installments commencing on January 19, 2005; fully vests on October 19, 2007.

(3) 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.

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