

Edgar Filing: VERTICALNET INC - Form SC 13G

VERTICALNET INC
Form SC 13G
August 05, 2002

SCHEDULE 13G
CUSIP NO. 92532L 20 6

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. _____) *

Verticalnet, Inc.

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

92532L 20 6

(CUSIP Number)

July 30, 2002

(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)
- 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 cover 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 ("Act") 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 Notes).

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1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Alexandra Global Investment Fund I, Ltd.
(No. I.R.S. ID Number)

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b) (See Item 6)

3. SEC Use Only

4. Citizenship or Place of Organization

British Virgin Islands

5. Sole Voting Power

Number of Shares -0-

- Beneficially Owned by Each Reporting Person 6. Shared Voting Power

812,062 shares of Common Stock (See Item 4)

7. Sole Dispositive Power
With:

-0-

8. Shared Dispositive Power

812,062 shares of Common Stock (See Item 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

812,062 shares of Common Stock (See Item 4)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11. Percent of Class Represented by Amount in Row (9)

6.28% (See Item 4)

12. Type of Reporting Person (See Instructions)

CO

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1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Alexandra Investment Management, LLC
13-4092583

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b) (See Item 6)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of Shares -0-

- Beneficially Owned by 6. Shared Voting Power

Each Reporting Person 812,062 shares of Common Stock (See Item 4)

- With: 7. Sole Dispositive Power

-0-

8. Shared Dispositive Power

812,062 shares of Common Stock (See Item 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

812,062 shares of Common Stock (See Item 4)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11. Percent of Class Represented by Amount in Row (9)

6.28% (See Item 4)

12. Type of Reporting Person (See Instructions)

OO

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1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Mikhail A. Filimonov

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.

5. Sole Voting Power

Number of Shares -0-

- Beneficially Owned by 6. Shared Voting Power

Each Reporting Person 812,062 shares of Common Stock (See Item 4)

- With: 7. Sole Dispositive Power

-0-

8. Shared Dispositive Power

812,062 shares of Common Stock (See Item 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

812,062 shares of Common Stock (See Item 4)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

6.28% (See Item 4)

12. Type of Reporting Person (See Instructions)

IN

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1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Dimitri Sogoloff

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.

5. Sole Voting Power

Number of Shares -0-

- Beneficially Owned by 6. Shared Voting Power

Each Reporting Person 812,062 shares of Common Stock (See Item 4)

- With: 7. Sole Dispositive Power

-0-

8. Shared Dispositive Power

812,062 shares of Common Stock (See Item 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

812,062 shares of Common Stock (See Item 4)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11. Percent of Class Represented by Amount in Row (9)

6.28% (See Item 4)

12. Type of Reporting Person (See Instructions)

IN

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Verticalnet, Inc.(the "Issuer")

- Item 1(b). Address of Issuer's Principal Executive Offices:
- 300 Chester Field Parkway
Malvern, Pennsylvania 19355
- Item 2(a). Names of Persons Filing:
- Alexandra Global Investment Fund I, Ltd. ("Alexandra")
Alexandra Investment Management, LLC ("Management")
Mikhail A. Filimonov ("Filimonov")
Dimitri Sogoloff ("Sogoloff")
- Item 2(b). Address of Principal Business Office:
- Alexandra - Citco Building, Wickams Cay, P.O. Box 662,
Road Town, Tortola, British Virgin Islands
Management - 767 Third Avenue, 39th Floor, New York,
New York 10017
Filimonov - 767 Third Avenue, 39th Floor, New York,
New York 10017
Sogoloff - 767 Third Avenue, 39th Floor, New York,
New York 10017
- Item 2(c). Place of Organization or Citizenship:
- Alexandra - British Virgin Islands
Management - Delaware
Filimonov - U.S.
Sogoloff - U.S.
- Item 2(d). Title of Class of Securities:
- Common Stock, \$0.01 par value per share of the Issuer (the
"Common Stock")
- Item 2(e). CUSIP Number:
- 92532L 20 6
- Item 3. This Schedule is filed pursuant to Rule 13d-1(c) by
Alexandra, Management, Filimonov and Sogoloff
- Item 4. Ownership:
- (a) Amount Beneficially Owned:
- Alexandra: 812,062 shares*
Management: 812,062 shares*
Filimonov: 812,062 shares*
Sogoloff: 812,062 shares*
- (b) Percent of Class:
- Alexandra: 6.28%

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Management: 6.28%
Filimonov: 6.28%
Sogoloff: 6.28%

(Based on 11,653,313 shares of Common Stock outstanding, as of July 15, 2002, as stated by the Issuer to Alexandra, plus 1,270,854 shares of Common Stock issued by the Issuer on July 30, 2002)

(c) Number of Shares as to which the Person has:

(i) sole power to vote or to direct the vote

-0-

(ii) shared power to vote or to direct the vote:

812,062 shares of Common Stock*

(iii) sole power to dispose or to direct the disposition of

-0-

(iv) shared power to dispose or to direct the disposition of

812,062 shares of Common Stock*

*Management serves as investment advisor to Alexandra. By reason of such relationship, Management may be deemed to share voting and dispositive power over the shares of Common Stock owned by Alexandra. Management disclaims beneficial ownership of the shares of Common Stock listed as beneficially owned by Alexandra or any other person reporting on this Schedule.

Filimonov serves as the Chairman, a Managing Member and the Chief Investment Officer of Management. Sogoloff serves as a Managing Member and the Chief Operations Officer of Management. By reason of such relationships, each of Filimonov and Sogoloff may be deemed to share voting and dispositive power over the shares of Common Stock listed as beneficially owned by Management. Filimonov and Sogoloff each disclaims beneficial ownership of the shares of Common Stock listed as beneficially owned by Management or any other person reporting on this Schedule.

Item 5. Ownership of Five Percent or Less of a Class:

Not applicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable

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Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent

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Holding Company:

Not applicable

Item 8. Identification and Classification of Members of the Group:

Not applicable

Item 9. Notice of Dissolution of Group:

Not applicable

Item 10. Certification:

By signing below each signatory certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits:

Exhibit I: Joint Filing Agreement, dated as of August 2, 2002, by and among Alexandra, Management, Filimonov and Sogoloff.

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SIGNATURE

By signing below each signatory certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

ALEXANDRA GLOBAL INVESTMENT FUND I, LTD.

By: ALEXANDRA INVESTMENT MANAGEMENT, LLC,
Investment Advisor

By: /s/ Mikhail A. Filimonov

Mikhail A. Filimonov
Title: Managing Member

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ALEXANDRA INVESTMENT MANAGEMENT, LLC

By: /s/ Mikhail A. Filimonov

Mikhail A. Filimonov
Title: Managing Member

/s/ Mikhail A. Filimonov

Mikhail A. Filimonov

/s/ Dimitri Sogoloff

Dimitri Sogoloff

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Exhibit I

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Common Stock, \$0.01 par value, of Verticalnet, Inc., a Pennsylvania corporation, is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated as of August 2, 2002

ALEXANDRA GLOBAL INVESTMENT FUND I, LTD.

By: ALEXANDRA INVESTMENT MANAGEMENT, LLC,
Investment Advisor

By: /s/ Mikhail A. Filimonov

Mikhail A. Filimonov
Title: Managing Member

ALEXANDRA INVESTMENT MANAGEMENT, LLC

By: /s/ Mikhail A. Filimonov

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Mikhail A. Filimonov
Title: Managing Member

/s/ Mikhail A. Filimonov

Mikhail A. Filimonov

/s/ Dimitri Sogoloff

Dimitri Sogoloff