

VERTICALNET INC
Form S-8 POS
January 25, 2008

Registration No. 333-72143
Registration No. 333-89305
Registration No. 333-34222
Registration No. 333-46016
Registration No. 333-76326
Registration No. 333-112705

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

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-72143
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-89305
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-34222
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-46016
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-76326
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-112705

Under The Securities Act of 1933

VERTICALNET, INC.
(Exact Name of Registrant as Specified in Its Charter)

Pennsylvania
(State or Other Jurisdiction of
Incorporation or Organization)

23-2815834
(I.R.S. Employer
Identification No.)

400 Chester Field Parkway
Malvern, Pennsylvania
(Address of Principal Executive Offices)

19355
(Zip Code)

**Amended and Restated 1996 Equity Compensation Plan and the Employee Stock Purchase Plan
VerticalNet, Inc. 1999 Equity Compensation Plan and the Isadra, Inc. 1997 Stock Option Plan, as amended
VerticalNet, Inc. Equity Compensation Plan for Employees (1999) , as amended, the Tradeum, Inc. 1999 Stock
Option Plan for Officers, Directors and Key Service Providers, and the Tradeum, Inc. 1999 Stock Option Plan
VerticalNet, Inc. Employee Stock Purchase Plan, as amended, VerticalNet, Inc. 2000 Equity Compensation
Plan and VerticalNet, Inc. Equity Compensation Plan for Employees (1999)
VerticalNet, Inc. Equity Compensation Plan for Employees (1999), as amended, and the Atlas Commerce Inc.
1999 Long Term Incentive Plan
Tigris Corp. 1998 Stock Option Program**

Christopher G. Kuhn
Vice-President & General Counsel
VerticalNet, Inc.
400 Chester Field Parkway,
Malvern, Pennsylvania 19355
(Name and Address of Agent for Service)

(610) 240-0600
(Telephone Number, Including Area Code, of Agent For Service)

Copy to:

Daniel P. Raglan, Esq.
Greenberg Traurig, LLP
200 Park Avenue,
New York, New York 10166
(212) 801-9200

TERMINATION OF REGISTRATION

These Post-Effective Amendments (the Amendments), filed by VerticalNet, Inc. (the Company), deregister all shares of the Company s Common Stock, \$0.01 par value per share, that had been registered for issuance under the following Registration Statements on Form S-8 (the Registration Statements):

File No. 333-72143, which was filed with the Securities and Exchange Commission (the SEC) and became effective on February 11, 1999;

File No. 333-89305, which was filed with the SEC and became effective on October 19, 1999;

File No. 333-34222, which was filed with the SEC and became effective on April 6, 2000;

File No. 333-46016, which was filed with the SEC and became effective on September 18, 2000;

File No. 333-76326, which was filed with the SEC and became effective on January 4, 2002; and

File No. 333-112705, which was filed with the SEC and became effective on February 11, 2004.

On January 25, 2008, pursuant to the Agreement and Plan of Merger, dated as of October 25, 2007, among the Company, Bravo Solution S.p.A., a corporation organized under the laws of the Republic of Italy (Parent) and Bravo Solution U.S.A., Inc., a Delaware corporation (Merger Sub), Merger Sub merged with and into the Company (the Merger), with the Company being the surviving entity and becoming controlled by Parent. As a result, the Company has terminated all offerings of its securities pursuant to the Registration Statements. In accordance with undertakings made by the Company in the Registration Statements, the Company hereby removes from registration all securities under the Registration Statements which remained unsold as of the effective time of the Merger.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused these Post-Effective Amendments to be signed on its behalf by the undersigned, thereunto duly authorized, in Malvern, Pennsylvania, on January 25, 2008.

VERTICALNET, INC.

By: /s/ Christopher G. Kuhn
Christopher G. Kuhn,
Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, these Post-Effective Amendments No. 1 to the Registration Statements have been signed by the following persons in the capacities and on the dates indicated:

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|--|---------------------|
| /s/ Nathanael V. Lentz | President, Chief Executive Officer (Principal Executive Officer) | January 25, 2007 |
| Nathanael V. Lentz /s/ Jonathan T. Cohen | Vice President and Chief Accounting Officer (Principal Financial Officer and Principal Accounting Officer) | January 25, 2007 |
| Jonathan T. Cohen /s/ Christopher G. Kuhn | Vice President and General Counsel | January 25, 2007 |
| Christopher G. Kuhn /s/ Antonino Pisana | Director | January 25, 2007 |
| Antonino Pisana /s/ Nader Sabbaghian | Director | January 25, 2007 |
| Nader Sabbaghian /s/Federico Vitaletti | Director | January 25, 2007 |
| Federico Vitaletti | | |