

VERTICALNET INC
 Form 3
 November 13, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | |
|--|---------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â BRAVOLUTION U.S.A., INC. | | (Month/Day/Year) | VERTICALNET INC [VERT] | |
| (Last) | (First) | (Middle) | | |
| C/O ESQUIRE ASSIST LTD., Â 300 NORTH 2ND STREET, SUITE 630 | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | (Check all applicable) | |
| HARRISBURG, Â PA Â 17101 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|---|---|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|--------------------------|------------------|-----------------|--------------------------------|----------------------------|----------|---------------------------------------|
| Series C Preferred Stock | Â (1) | Â (1) | Common Stock, \$0.01 par value | 322,007 (2) | \$ 2.56 | D (3) (4) (5) (6) Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|------------------|
| | Director | 10% Owner | Officer | Other |
| BRAVOSOLUTION U.S.A., INC. C/O ESQUIRE ASSIST LTD. 300 NORTH 2ND STREET, SUITE 630 HARRISBURG, PA 17101 | Â | Â X | Â | Â |
| BRAVOSOLUTION S.p.A. VIA ROMBON 11 MILAN, L6 20134 | Â | Â | Â Chief Executive Officer | Â |
| ITALCEMENTI S.p.A. VIA CAMOZZI 124 BERGAMO, L6 24121 | Â | Â | Â | Attorney-in-fact |
| ITALMOBILIARE S.p.A. VIA BORGONUOVO 20 MILAN, L6 20121 | Â | Â | Â | Attorney-in-Fact |

Signatures

/s/ Antonino Pisana 11/09/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The Series C Preferred Stock, par value \$0.01 per share (the "Series C Preferred"), of Verticalnet, Inc. (the "Company") is convertible at any time, at the holder's election, and has no expiration date.
- On October 31, 2007, upon consummation of the transactions contemplated by the Stock Purchase Agreement (the "Purchase Agreement"), dated October 25, 2007, by and between the Company and BravoSolution U.S.A., Inc. ("BravoSolution U.S.A."),
- (2) BravoSolution U.S.A. acquired from the Company 322,077 shares (the "Shares") of Series C Preferred, which on the date of this filing is convertible into 322,077 shares of common stock of the Company, \$0.01 par value (the "Common Stock"), in exchange for total consideration in cash of \$824,337.92, or \$2.56 per share of Series C Preferred.
- The sole shareholder of BravoSolution U.S.A. is BravoSolution S.p.A., which may thus be deemed to indirectly have sole power to direct the voting and disposition of the Shares held by BravoSolution U.S.A. BravoSolution S.p.A. is a corporation organized under the laws of the Republic of Italy, and its principal business is providing eSourcing software solutions. The principal place of business of BravoSolution S.p.A., which also serves as its principal office, is Via Rombon 11, 20134, Milan (Italy).
- (3)
- (4)

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BravoSolution S.p.A. is majority-owned by Italcementi S.p.A., which may thus be deemed to indirectly have sole power to direct the voting and disposition of the Shares held by BravoSolution U.S.A. Italcementi S.p.A. is a corporation organized under the laws of the Republic of Italy, and its principal business is cement manufacturing. Italcementi S.p.A.'s securities are listed on the Milan Stock Exchange. The principal place of business of Italcementi S.p.A., which also serves as its principal office, is Via G. Camozzi 124, 24121 Bergamo (Italy).

- (5) Italcementi S.p.A. is majority-owned by Italmobiliare S.p.A., which may thus be deemed to indirectly have sole power to direct the voting and disposition of the Shares held by BravoSolution U.S.A. Italmobiliare S.p.A. is a corporation organized under the laws of the Republic of Italy, and its principal business is as a corporation that invests in, and owns, companies operating in Italy and abroad. Italmobiliare S.p.A.'s securities are listed on the Milan Stock Exchange. The principal place of business of Italmobiliare S.p.A., which also serves as its principal office, is Via Borgonuovo 20, 20121 Milan (Italy).

- Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, each of the Reporting Persons, other than BravoSolution U.S.A., herein states that this filing shall not be deemed to be an admission that it is a beneficial owner of any of the
- (6) Shares covered by this Initial Statement of Beneficial Ownership of Securities on Form 3. Each of BravoSolution S.p.A., Italcementi S.p.A., and Italmobiliare S.p.A. disclaims beneficial ownership of the Shares, except to the extent of their respective pecuniary interest in the Shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.