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RAMP CORP
Form 8-K
June 09, 2004

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

FORM 8-K

Current Report
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): June 9, 2004

RAMP CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE	0-24768	84-1123311
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(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

33 Maiden Lane, New York, NY	10038
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(Address of Principal Executive Offices)	(Zip Code)

(212) 440-1500

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events and Regulation FD Disclosure.

On November 10, 2003, Ramp Corporation (the "Company") announced the completion of its previously disclosed acquisition of substantially all of the assets of The Duncan Group, Inc. d/b/a Frontline Physicians Exchange ("Frontline"). On January 26, 2004, the Company filed a Current Report on Form 8-K/A with the Securities and Exchange Commission including certain financial statements and pro forma information of Frontline for the periods contained therein. The Company hereby files this Current Report on Form 8-K to include the following financial statements and pro forma information of Frontline for the periods set forth below.

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(a) Financial Statements of Business Acquired

- o Audited financial statements of The Duncan Group, Inc. d/b/a Frontline Physicians Exchange ("Frontline") as of and for the years ended December 31, 2002 and 2001, together with independent auditors' report.
- o Unaudited financial statements of Frontline as of September 30, 2003 and for the nine months ended September 30, 2003 and 2002.

(b) Pro Forma Financial Information

- o Unaudited pro forma condensed combined balance sheet as of September 30, 2003, giving pro forma effect to the Company's acquisition of Frontline as if it occurred on September 30, 2003.
- o Unaudited pro forma condensed combined statements of operations for the year ended December 31, 2003 and the nine months ended September 30, 2003, giving pro forma effect to the Company's acquisition of Frontline as if it occurred on January 1, 2003.

(c) Exhibits

- 23 Consent of BDO Seidman, LLP.
- 99.1 o Audited financial statements of Frontline as of and for the years ended December 31, 2002 and 2001, together with independent auditors' report.
- o Unaudited financial statements of Frontline as of September 30, 2003 and for the nine months ended September 30, 2003 and 2002.
- 99.2 o Unaudited pro forma condensed combined balance sheet as of September 30, 2003, giving pro forma effect to the Company's acquisition of Frontline as if it occurred on September 30, 2003.
- o Unaudited pro forma condensed combined statements of operations for the year ended December 31, 2003 and the nine months ended September 30, 2003, giving pro forma effect to the Company's acquisition of Frontline as if it occurred on January 1, 2003.

S I G N A T U R E

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RAMP CORPORATION

By: /s/ Mitchell M. Cohen

Name: Mitchell M. Cohen
Title: Chief Financial Officer and
Executive Vice President

Date: June 9, 2004

