

Edgar Filing: GOLDMAN ELLIOT - Form SC 13D

GOLDMAN ELLIOT
Form SC 13D
May 01, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(AMENDMENT NO.)

CONNECTIVCORP

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

784495103

(CUSIP Number)

Elliot Goldman
3 Chester Drive
Rye, New York 10580
(914) 698-6605

Joel M. Handel, Esq.
Brown Raysman Millstein Felder & Steiner LLP
900 Third Avenue
New York, New York 10022
(212) 895-2000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications)

March 18, 2002

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g) check the following box
 .

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)
(Page 1 of 5 Pages)

1 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 disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange

Edgar Filing: GOLDMAN ELLIOT - Form SC 13D

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).

CUSIP No. 784495103 13D Page 2 of 5 Pages

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Elliot Goldman
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [X]
 3. SEC USE ONLY
 4. SOURCE OF FUNDS
SC
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e) _____
 6. CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.A.
- | | | | |
|---------------|------------------------------|---------|--------|
| NUMBER OF | 7. SOLE VOTING POWER | 500,000 | shares |
| SHARES | 8. SHARED VOTING POWER | 500,000 | shares |
| BENEFICIALLY | 9. SOLE DISPOSITIVE POWER | 500,000 | shares |
| OWNED BY EACH | 10. SHARED DISPOSITIVE POWER | 500,000 | shares |
| REPORTING | | | |
| PERSON WITH | | | |
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,000,000 shares
 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES _____
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
9.6%
 14. TYPE OF REPORTING PERSON
IN

CUSIP No. 784495103 13D Page 3 of 5 Pages

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

The Elliot Goldman Group Pension Plan Trust

Edgar Filing: GOLDMAN ELLIOT - Form SC 13D

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [X]
- 3. SEC USE ONLY
- 4. SOURCE OF FUNDS
OO
- 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e) _____
- 6. CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.A.

NUMBER OF	7. SOLE VOTING POWER	0 shares
SHARES	8. SHARED VOTING POWER	500,000 shares
BENEFICIALLY	9. SOLE DISPOSITIVE POWER	0 shares
OWNED BY EACH	10. SHARED DISPOSITIVE POWER	500,000 shares
REPORTING		
PERSON WITH		

- 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
500,000 shares
- 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES _____
- 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.8%
- 14. TYPE OF REPORTING PERSON
OO

CUSIP No. 784495103 13D Page 4 of 5 Pages

ITEM 1. SECURITY AND ISSUER.

This statement on Schedule 13D (this "Statement") relates to the common stock, par value \$0.001 per share (the "Common Stock"), of ConnectivCorp (f/k/a SpinRocket.com Inc.), a Delaware corporation (the "Company"). The address of the principal executive offices of the Company is 750 Lexington Avenue, 23rd Floor, New York, NY 10022.

ITEM 2. IDENTITY AND BACKGROUND.

(a) The names of the persons filing this Statement are Elliot Goldman and The Elliot Goldman Group Pension Plan Trust (the "Plan", and together with Mr. Goldman, the "Reporting Persons").

(b) Mr. Goldman's residence and the business address of the Plan is 3 Chester Drive, Rye New York 10580.

(c) Mr. Goldman's present principal employment is serving as the President, Chief Executive Officer and a director of the Company. Mr. Goldman is the trustee of the Plan and, as of the date hereof, the sole beneficiary of the Plan.

Edgar Filing: GOLDMAN ELLIOT - Form SC 13D

(d) Neither Reporting Person has been convicted during the past five years in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) Neither Reporting Person has been, during the last five years, a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Mr. Goldman is a citizen of the United States of America.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

On March 18, 2002: (i) the Plan purchased 500,000 shares of Common Stock in a private transaction with the Company for an aggregate purchase price of \$50,000 and (ii) the Company issued 500,000 shares of Common Stock to Mr. Goldman in cancellation of any and all existing unexercised options for Common Stock and in cancellation of any and all indebtedness and/or obligations (contractual, cash, stock or otherwise) between Mr. Goldman and the Company. The source of funds used by the Plan to make the March 18, 2002 purchase of Common Stock was contributions from its participants.

ITEM 4. PURPOSE OF TRANSACTION.

The shares of Common Stock owned by the Reporting Persons were acquired for investment purposes. Except for actions which Mr. Goldman takes in his capacity as a director and executive officer of the Company, as of the date hereof the Reporting Persons have not formulated any plans or proposals that relate to or would result in: (a) the acquisition by any person of additional securities of the Company, or the disposition of securities of the Company; (b) an extraordinary corporate transaction; (c) a sale or transfer of a material amount of assets of the Company or any of its subsidiaries; (d) any change in the present board of directors or management of the Company; (e) any material change in the present capitalization or dividend policy of the Company; (f) any other material change in the Company's business or corporate structure; (g) changes in the Company's charter or bylaws or other actions that may impede the acquisition of control of the Company by any person; (h) causing a class of securities of the Company to be delisted from a national securities exchange or securities association; (i) causing a class of equity securities of the Company to become eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934, as amended; or (j) any action similar to those enumerated above. The Reporting Persons may at any time, or from time to time, acquire additional shares of Common Stock or dispose of their shares of Common Stock, propose or pursue any of the foregoing actions or matters or change their intentions with respect to the matters referred to herein.

CUSIP No. 784495103 13D Page 5 of 5 Pages

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) Mr. Goldman beneficially owns an aggregate of 1,000,000 shares of Common Stock, representing approximately 9.6% of the issued and outstanding shares of Common Stock. The Common Stock beneficially owned by Mr. Goldman consists of 500,000 shares of Common Stock owned by the Plan and 500,000 shares of Common Stock directly owned by Mr. Goldman.

(b) Mr. Goldman has sole power to vote and dispose of the 500,000 shares of

Edgar Filing: GOLDMAN ELLIOT - Form SC 13D

Common Stock directly owned by him. Mr. Goldman and the Plan share the power to vote and dispose of the 500,000 shares of Common Stock owned by the Plan.

(c) During the 60 days preceding the filing of this Statement, the Reporting Persons effected the transactions described in Item 3 of this Statement.

(d) Not applicable.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Except as otherwise disclosed in this Statement, there are no contracts, arrangements, understandings or relationships between the Reporting Persons and any other person with respect to securities of the Company.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

EXHIBIT 1. Joint Filing Agreement of the Reporting Persons pursuant to Rule 13d-1(k).

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this Statement on Schedule 13D is true, complete and correct.

Dated: April 30, 2002

/s/ Elliot Goldman

Elliot Goldman

THE ELLIOT GOLDMAN GROUP
PENSION PLAN TRUST

By: /s/ Elliot Goldman

Elliot Goldman, Trustee

EXHIBIT 1

JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D with respect to the Common Stock, par value \$.001 per share, of CONNECTIVCORP, is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible

Edgar Filing: GOLDMAN ELLIOT - Form SC 13D

for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent it knows or has reason to believe that such information is inaccurate.

Dated: April 30, 2002

/s/ Elliot Goldman

Elliot Goldman

THE ELLIOT GOLDMAN GROUP
PENSION PLAN TRUST

By: /s/ Elliot Goldman

Elliot Goldman, Trustee