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RAMP CORP
Form S-3MEF
February 27, 2004

As filed with the Securities and Exchange Commission on February 27, 2004
REGISTRATION NO. 333-

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

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

RAMP CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE

84-1123311

(State or other jurisdiction of
Incorporation or organization)

(I.R.S. Employer
Identification No.)

THE GRAYBAR BUILDING
420 LEXINGTON AVENUE, SUITE 1830
NEW YORK, NEW YORK 10170
(212) 697-2509

(Address, including zip code, and telephone number,
Including area code, of registrant's principal executive offices)

DARRYL R. COHEN
THE GRAYBAR BUILDING
420 LEXINGTON AVENUE, SUITE 1830
NEW YORK, NEW YORK 10170
(212) 697-2509

(Name, address, including zip code, and telephone number,
Including area code, of agent for service)

Copy to:

Martin Eric Weisberg, Esq.
Jenkins & Gilchrist Parker Chapin LLP
The Chrysler Building
405 Lexington Avenue
New York, New York 10174
(212) 704-6000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO PUBLIC: As soon as
practicable after the effective date of this Registration Statement.

If the only securities on this Form are being offered pursuant to

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dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. Registration No. 333-112321

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

 If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED AGGR OFFERIN
Common Stock, \$.001 par value per share....	1,875,000 (2)	\$0.70 (3)	\$1,3
Total Registration Fee.....			

(1) Represents the shares of common stock being registered for resale by the selling stockholder and the number of shares of common stock issuable upon the exercise of warrants to purchase shares of our common stock by the selling stockholder.

(2) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), the shares of common stock offered hereby also include such presently indeterminate number of shares of common stock as shall be issued by us to the selling stockholders upon adjustment under anti-dilution provisions covering the additional issuance of shares by Ramp resulting from stock splits, stock dividends or similar transactions.

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (g) of the Securities Act; based on the average (\$0.70) of the closing bid (\$0.70) and asked (\$0.70) price on the American Stock Exchange on February 26, 2004.

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- (4) Calculated pursuant to Section 6(b) of the Securities Act based upon Proposed Maximum Aggregate Offering Price multiplied by .0001267.

INCORPORATION BY REFERENCE
OF REGISTRATION STATEMENT ON FORM S-3 FILE NO. 333-112321

Ramp Corporation is incorporating by reference the information contained in its registration statement on Form S-3 File No. 333-112321 in its entirety, including any amendments, as well as any exhibits relating to it. The registration statement was declared effective by the Securities and Exchange Commission on February 12, 2004.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 16. EXHIBITS.

Number -----	Description of Exhibit -----
5.1 (1)	Opinion of Jenkens & Gilchrist Parker Chapin LLP

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- 23.1 (1) Consent of Ehrhardt Keefe Steiner & Hottman PC.
- 23.2 (1) Consent of BDO Seidman, LLP.
- 23.3 (1) Consent of Jenkens & Gilchrist Parker Chapin LLP
(included in Exhibit 5.1 hereto)
- 24.1 (2) Power of Attorney

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- (1) Filed herewith.
 - (2) Filed with Ramp Corporation's registration statement on Form S-3 (Registration No. 333-112321) which was filed with the Securities and Exchange Commission on January 29, 2004 and declared effective on February 12, 2004.

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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-3 and has duly caused this Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on February 27, 2004.

RAMP CORPORATION

By: /s/ Darryl R. Cohen

Darryl R. Cohen
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
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/s/ Darryl R. Cohen ----- Darryl R. Cohen	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	February
/s/ Mitchell Cohen ----- Mitchell Cohen	Chief Financial Officer, Executive Vice President and Secretary (Principal Financial and Accounting Officer)	February
/s/ Andrew Brown ----- Andrew Brown	President and Director	February
* ----- David Friedensohn	Director	February
* ----- Samuel H. Havens	Director	February
* ----- J.D. Kleinke	Director	February
* ----- Jeffrey A. Stahl	Director	February

* By: /s/ Andrew Brown
Andrew Brown
Attorney-in-Fact

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

EXHIBITS TO FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

EXHIBIT INDEX

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