

Edgar Filing: THEGLOBE COM INC - Form 10-K/A

THEGLOBE COM INC  
Form 10-K/A  
September 23, 2003

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-K/A-1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF  
THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2002 COMMISSION FILE NO.: 0-25053

THEGLOBE.COM, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

14-1782422

(State or other jurisdiction of  
incorporation or organization)

(IRS Employer  
Identification Number)

110 East Broward Blvd., Suite 1400  
Fort Lauderdale, FL

33301

(Address of principal executive offices)

(Zip Code)

(954) 769-5900

(Registrant's Telephone Number, including area code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT: NONE

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:

Common Stock, par value \$.001 per share

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes [X] No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Sec.229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K [X].

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). Yes No [X]

The number of shares outstanding of the Registrant's Common Stock, \$.001 par value (the "Common Stock") as of March 18, 2003 was 30,382,293.

Aggregate market value of the voting Common Stock held by non-affiliates of the registrant as of the close of business on June 28, 2002: \$892,594.

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\*Includes voting stock held by third parties, which may be deemed to be beneficially owned by affiliates, but for which such affiliates have disclaimed

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beneficial ownership.

## DOCUMENTS INCORPORATED BY REFERENCE

The information required by Part III of this report, to the extent not set forth herein, is incorporated by reference from the registrant's definitive proxy statement relating to the annual meeting of stockholders to be held in 2003 which definitive proxy statement shall be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year to which this Report relates.

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PRELIMINARY NOTE: This Annual Report of Form 10-K/A-1 amends Part IV, Item 15 of the previously filed Annual Report on Form 10-K by providing an additional Exhibit 23.2 to such Report.

### ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

(a) The following documents are filed as part of this report:

#### (3) EXHIBITS

Exhibit No.	Description
2.1	Agreement and Plan of Merger dated as of February 1, 1999 by and among theglobe.com, inc., Nirvana Acquisition Corp., Factorymall.com, inc. d/b/a Azazz, and certain selling stockholders thereof (18)
2.2	Agreement and Plan of Merger dated as of April 5, 1999 by and among theglobe.com, inc., Bucky Acquisition Corp., Attitude Network, Ltd. and certain shareholders thereof (19)
2.3	Agreement and Plan of Merger dated as of January 13, 2000 by and among theglobe.com, inc., Chips & Bits, Inc., Strategy Plus, CB Acquisition Corp., SP Acquisition Corp., Yale Brozen and Tina Brozen(11)
3.1	Form of Fourth Amended and Restated Certificate of Incorporation of the Company(3)
3.2	Form of By-Laws of the Company(2)
3.3	Certificate relating to Previously Outstanding Series of Preferred Stock and Relating to the Designation, Preferences and Rights of Series F Preferred Stock.*
4.1	Second Amended and Restated Investor Rights Agreement among the Company and certain equity holders of the Company, dated as of August 13, 1997(2).
4.2	Amendment No.1 to Second Amended and Restated Investor Rights

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Agreement among the Company and certain equity holders of the Company, dated as of August 31, 1998(2).

- 4.3 Amendment No.2 to Second Amended and Restated Investor Rights Agreement among the Company and certain equity holders of the Company, dated April 9, 1999(8).
- 4.4 Form of Amendment No.3 to the Second Amended and Restated Investor Rights Agreement among the Company and certain equity holders of the Company(9).
- 4.5 Registration Rights Agreement, dated as of September 1, 1998(6).
- 4.6 Amendment No.1 to Registration Rights Agreement, dated as of April 9, 1999(8).
- 4.7 Specimen certificate representing shares of Common Stock of the Company(4).
- 4.8 Amended and Restated Warrant to Acquire Shares of Common Stock(2).
- 4.9 Form of Rights Agreement, by and between the Company and American Stock Transfer & Trust Company as Rights Agent(3).

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- 4.10 Registration Rights Agreement among the Company and certain equity holders of the Company, dated February 1, 1999, in connection with the acquisition of factorymall.com(6).
- 4.11 Form of Amended and Restated Registration Rights Agreement among the Company and certain equity holders of the Company in connection with the acquisition of factorymall.com(8).
- 4.12 Registration Rights Agreement among the Company and certain shareholders of the Company, dated April 9, 1999, in connection with the acquisition of Attitude Network, Ltd(8).
- 4.13 Registration Rights Agreement among the Company and certain shareholders of the Company, dated November 30, 1999, in connection with the acquisition of Webjump.com from Infonent.com, Inc.(12).
- 4.14 Registration Rights Agreement among the Company and certain shareholders of the Company, dated February 24, 1999, in connection with the acquisition of Chips & Bits, Inc. and Strategy Plus, Inc.(12).
- 4.15 Form of Warrant dated November 12, 2002 to acquire shares of Common Stock.(17).
- 4.16 Form of Warrant dated March 28, 2003 to acquire shares of Common Stock.\*
- 9.1 Stockholders' Agreement by and among Dancing Bear Investments, Inc., Michael Egan, Todd V. Krizelman, Stephan J. Paternot, Edward A. Cespedes and Rosalie V. Arthur, dated as of February 14, 1999(6).

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- 10.1 Employment Agreement dated June 6, 2000, by and between the Company and Todd V. Krizelman(10), (14).
  - 10.2 Employment Agreement dated June 6, 2000, by and between the Company and Stephan J. Paternot(10), (14).
  - 10.3 Employment Agreement dated July 14, 2000, by and between the Company and Charles Peck(10), (14).
  - 10.4 Form of Indemnification Agreement between the Company and each of its Directors and Executive Officers(1).
  - 10.5 Lease Agreement dated January 12, 1999 between the Company and Broadpine Realty Holding Company, Inc.(6).
  - 10.6 2000 Broad Based Stock Option Plan(13).
  - 10.7 1998 Stock Option Plan, as amended(8).
  - 10.8 1995 Stock Option Plan(1).
  - 10.9 factorymall.com, inc. 1998 Stock Option Plan(7).
  - 10.10 Form of Nonqualified Stock Option Agreement with James McGoodwin, Kevin McKeown and Mark Tucker(7).
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- 10.11 Attitude Network, Ltd. Stock Option Plan(10).
  - 10.12 Employee Stock Purchase Plan(6).
  - 10.13 Technology Purchase Agreement dated November 12, 2002, among theglobe.com, inc., and Brian Fowler(17).
  - 10.14 Employment Agreement dated November 12, 2002, among theglobe.com, inc. and Brian Fowler(17).
  - 10.15 Payment Agreement dated November 12, 2002, among theglobe.com, inc., 1002390 Ontario Inc., and Robert S. Giblett(17).
  - 10.16 Release Agreement dated November 12, 2002, among theglobe.com, inc. and certain other parties named therein(17).
  - 10.17 Preferred Stock Purchase Agreement dated March 28, 2003 between theglobe.com, inc. and E&C Capital Partners, LLLP.\*
  - 16. Letter dated August 13, 2002 from KPMG LLP relating to change of independent certified accountants(16).
  - 23.1 Consent of KPMG LLP.\*
  - 23.2 Consent of Rachlin Cohen & Holtz LLP.\*\*
  - 99.1 Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.\*
  - 99.2 Certification of the Chief Financial Officer pursuant to 18

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U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.\*

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1. Incorporated by reference from our registration statement on Form S-1 filed July 24, 1998 (Registration No. 333-59751).
  2. Incorporated by reference as Exhibit to our Form S-1/A filed August 20, 1998.
  3. Incorporated by reference from our Form S-1/A filed September 15, 1998.
  4. Incorporated by reference from our Form S-1/A filed October 14, 1998.
  5. Incorporated by reference from our Form S-1/A filed November 15, 1998.
  6. Incorporated by reference from our Form 10-K for the year ended December 31, 1998 filed March 30, 1999.
  7. Incorporated by reference from our Registration of Form S-8 (No.333-75503), filed on April 1, 1999.
  8. Incorporated by reference from our Form S-1 filed April 13, 1999.
  9. Incorporated by reference from our Form S-1/A filed May 3, 1999.
  10. Incorporated by reference from our Form S-1/A filed May 17, 1999.
  11. Incorporated by reference from our report on Form 8-K filed on March 8, 2000.
  12. Incorporated by reference from our Form 10-K for the year ended December 31, 1999 filed March 30, 2000.
  13. Incorporated by reference from our Form 10-Q for the quarter ended March 31, 2000 dated May 15, 2000.
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  17. Incorporated by reference from our Form 8-K filed on November 26, 2002.
  18. Incorporated by reference from our Form 8-K filed on February 16, 1999.
  19. Incorporated by reference from our Form 8-K filed on April 9, 1999.
  - \* Previously filed with our Form 10-K for the year ended December 31, 2002, filed March 30, 2003.

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\*\* Filed herewith.

(b) Reports on Form 8-K

Form 8-K related to an event dated November 12, 2002, relating to an Item 5 disclosure of certain digital telephony assets acquired by the Registrant.

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### SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: September 22, 2003

theglobe.com, inc.

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By: /s/ Robin Segaul Lebowitz

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Chief Financial Officer

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