

Edgar Filing: CROSSWALK COM - Form 10-K/A

CROSSWALK COM  
Form 10-K/A  
August 14, 2002

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

FORM 10-K/A2

(Mark One)

/X/ ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2001

/ / TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 000-22847

CROSSWALK.COM, INC.

(Exact Name of Registrant in Its Charter)

Delaware

54-1831588

(State or Other Jurisdiction of
Incorporation or Organization)

(IRS Employer Identification No.)

4100 Lafayette Center Dr. Suite 110
Chantilly, VA

20151

(Address of Principal Executive Offices)

(Zip Code)

703-968-4808

Issuer's telephone number, including area code

Securities registered under Section 12(b) of the Exchange Act:

Title of each class

Name of each exchange on which registered

None

None

Securities registered under Section 12(g) of the Exchange Act:

Common Stock, \$0.01 par value

Title of each class

Indicate by check mark whether the issuer (1) filed all reports required to be
filed by Section 13 or 15(d) of the Exchange Act 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

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days. Yes /X/ No / /

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K 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/

The aggregate market value of common stock held by non-affiliates, based on the closing price at which the stock was sold, at March 15, 2002 was approximately \$6.9 million.

The total number of shares outstanding of the issuer's common stock as of March 15, 2002 was 7,968,221.

FORM 10-K/A2

The undersigned registrant hereby amends the following items of its Annual Report on Form 10-K for the fiscal year ended December 31, 2002 to include in Part III, the changes to Item 14, Exhibit 10.49, as set forth herein:

PART III

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a) EXHIBITS:

EXHIBIT NUMBER	DESCRIPTION
2+	Articles and Certificates of Merger and Reorganization of DIDAX ON-LINE L.C. and DIDAX INC. into the Registrant
3.1+	Certificate of Incorporation and Certificates of Amendments thereto of DIDAX INC.
3.1(a)+	Certificate of Correction regarding Certificate of Incorporation
3.1(b)***	Certificate of Amendment thereto of DIDAX INC.
3.2+	Bylaws and amendments thereto of the Registrant
4.5+	Form of Stock Option Agreement
5.1+	Opinion of Berman Wolfe & Rennert, P.A.
5.2+	Opinion of Gammon & Grange, P.C.
10.3+	1997 Stock Option Plan
10.3A*	1997 Stock Option Plan, as amended April 6, 1998
10.4+	Promissory Note and Warrant Certificate between the Registrant and Robert Varney dated July 10, 1996
10.5+	Promissory Note and Warrant Certificate between the Registrant and Robert Varney dated September 26, 1996
10.6+	Amendment to terms of promissory notes between Registrant and Robert Varney dated November 13, 1996

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- 10.7+           Amendment to terms of promissory notes between Registrant and Robert Varney dated July 10, 1997
  
- 10.8+           Promissory note and Warrant Certificate between the Registrant and Bruce Edgington dated July 30, 1996
  
- 10.9+           Promissory note and Warrant Certificate between the Registrant and Bruce Edgington dated October 30, 1996
  
- 10.10+          Amendment to terms of promissory notes between Registrant and Bruce Edgington dated November 13, 1996
  
- 10.11+          Amendment to terms of promissory notes between Registrant and Bruce Edgington dated July 24, 1997
  
- 10.21+          Employment Agreement between the Registrant and Gary Struzik dated as of June 6, 1997.
  
- 10.21A\*         Employment Agreement between the Registrant and Gary Struzik dated March 23, 1998
  
- 10.22+          Agreement between the Registrant and ichat, Inc. dated February 28, 1997
  
- 10.25+          Agreement between the Registrant and CyberCash, Inc. dated February 11, 1997
  
- 10.33#          Agreement between the Registrant and Corporate Resource Development, Inc. dated February 18, 1998
  
- 10.35#          Agreement for Conclusion of Employment Agreement between the Registrant and Robert Varney dated February 17, 1998
  
- 10.36\*          Form of Noncompetition and Proprietary Information Agreement between the Registrant and Messrs. Bowers, West, Parker, and Struzik dated as of March 23, 1998
  
- 10.37\*          Employment Agreement between Registrant and William M. Parker dated March 23, 1998
  
- 10.38\*          1998 Stock Option Plan
  
- 10.41\*\*         Agreements between the Registrant and Quantum American, Inc. dated November 20, 1998
  
- 10.42\*\*         Agreement between the Registrant and Vignette Corporation dated June 1, 1998
  
- 10.43##         1998 Stock Option Plan, as amended March 3, 2000
  
- 10.45\*\*\*        Office Building Lease by and between Enterprise Center Limited Partnership Number Two and the registrant dated August 23, 1999
  
- 10.46\*\*\*        1998 Stock Option Plan, as amended February 26, 1999
  
- 10.48###        Employment Agreement between Registrant and Scott Fehrenbacher dated March 16, 2001
  
- 10.49           Agreement between Registrant and Worldcom dated November 8, 2001

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- 10.50 Stock Purchase Agreement between Registrant and A. Scott Dufford for Series A Preferred Stock dated September 29, 2000
- 10.51 Stock Purchase Agreement between Registrant and John R. Norwwod for Series A Preferred Stock dated September 29, 2000
- 10.52 Stock Purchase Agreement between Registrant and J. Mineral and Land Co. for Series A Preferred Stock dated September 29, 2000
- 10.53 Stock Purchase Agreement between Registrant and Jon M. Morgan Pension Plan for Series A Preferred Stock dated September 29, 2000
- 10.54 Stock Purchase Agreement between Registrant and Stallings Properties, Ltd. for Series A Preferred Stock dated September 29, 2000
- 10.55 Stock Purchase Agreement between Registrant and John D. Bergman for Series A Preferred Stock dated September 29, 2000
- 10.56 Stock Purchase Agreement between Registrant and Julia Jones Family Trust for Series A Preferred Stock dated September 29, 2000
- 10.57 Stock Purchase Agreement between Registrant and Dodge Jones Foundation for Series A Preferred Stock dated September 29, 2000
- 10.58 Stock Purchase Agreement between Registrant and Soft Op, L.P. for Series A Preferred Stock dated September 29, 2000
- 10.59 Stock Purchase Agreement between Registrant and Lighthous Partners, L.P. for Series A Preferred Stock dated September 29, 2000
- 10.60 Stock Purchase Agreement between Registrant and Ray McGlothlin, Jr. for Series A Preferred Stock dated September 29, 2000
- 10.61 Stock Purchase Agreement between Registrant and Gary J. Lamb for Series A Preferred Stock dated September 29, 2000
- 10.62 Stock Purchase Agreement between Registrant and Frosty Gilliam, Jr. for Series A Preferred Stock dated September 29, 2000
- 10.63 Stock Purchase Agreement between Registrant and Bruce Edgington for Series B Preferred Stock dated December 31, 2001
- 10.64 Stock Purchase Agreement between Registrant and Dodge Jones Foundation for Series B Preferred Stock dated December 31, 2001
- 10.65 Stock Purchase Agreement between Registrant and Earl E. Gjelde for Series B Preferred Stock dated December 31, 2001
- 10.66 Stock Purchase Agreement between Registrant and Jon M. Morgan for Series B Preferred Stock dated December 31, 2001
- 10.67 Stock Purchase Agreement between Registrant and Soft Op, L.P. for Series B Preferred Stock dated December 31, 2001
- 10.68 Annex to the Stock Purchase Agreement for Series A Preferred Stock dated September 29, 2000

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10.69 Annex to the Stock Purchase Agreement for Series B Preferred Stock dated December 31, 2001

11 Statement of computation of earnings per share

23.1 Consent of Ernst & Young LLP

+ Incorporated by reference to the Company's Registration Statement on Form SB-2 declared effective by the Securities and Exchange Commission on September 24, 1997, SEC File No. 333-25937

\* Incorporated by reference to the Company's Registration Statement Post Effective Amendment No. 1 to Form SB-2 declared effective by the Securities and Exchange Commission on July 2, 1998, SEC File No. 333-25937

# Incorporated by reference to the Company's Registration Statement on Form 10-KSB declared effective by the Securities and Exchange Commission on March 20, 1998, SEC File No. 333-25937

\*\* Incorporated by reference to the Company's Registration Statement on Form 10-KSB declared effective by the Securities and Exchange Commission on March 22, 1999, SEC File No. 333-25937

## Filed as an Appendix to the Company's Proxy Statement on Schedule 14-A to be filed with the Securities and Exchange Commission in connection with the Company's 2000 Annual Meeting of Stockholders

\*\*\* Incorporated by reference to the Company's Registration Statement on Form 10-K declared effective by the Securities and Exchange Commission on March 30, 2000, SEC File No. 333-25937

### Incorporated by reference to the Company's Registration Statement on Form 10-K declared effective by the Securities and Exchange Commission on March 23, 2001, SEC File No. 333-25937

(b) Reports on Form 8-K

None during the fourth quarter of 2001.

SIGNATURES

In accordance with the requirements of Section 13 or 15(d) of the Exchange Act, the registrant has caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

Crosswalk.com, Inc.

August 13, 2002

By: /s/ Scott Fehrenbacher

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Scott Fehrenbacher,  
Chief Executive Officer and President and director

August 13, 2002

By: /s/ Gary A. Struzik

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Gary A. Struzik, Chief Financial Officer  
and Secretary, Chief Accounting Officer

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