

ANGELO GORDON & CO LP/NY  
Form SC 13G/A  
September 11, 2003

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

VERTICALNET, INC.  
-----  
(Name of Issuer)

Common Stock, \$0.01 par value  
-----  
(Title of Class of Securities)

92532L206  
-----  
(CUSIP Number)

September 10, 2003  
-----  
(Date of Event which Requires Filing  
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*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 the 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 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).

Continued on following pages  
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SCHEDULE 13G

CUSIP No. 92532L206

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1 Names of Reporting Persons

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I.R.S. Identification Nos. of above persons (entities only)

ANGELO, GORDON & CO., L.P.

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a. [ ]  
b. [X]

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

|  |   |                               |
|--|---|-------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned By<br>Each<br>Reporting<br>Person<br>With | 5 | Sole Voting Power<br>0        |
|  | 6 | Shared Voting Power<br>0      |
|  | 7 | Sole Dispositive Power<br>0   |
|  | 8 | Shared Dispositive Power<br>0 |

9 Aggregate Amount Beneficially Owned by Each Reporting Person

0

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain  
Shares (See Instructions)

[ ]

11 Percent of Class Represented By Amount in Row (9)

0%

12 Type of Reporting Person (See Instructions)

BD, IA, PN

SCHEDULE 13G

CUSIP No. 92532L206

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1 Names of Reporting Persons  
I.R.S. Identification Nos. of above persons (entities only)

JOHN M. ANGELO

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a. [ ]

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b.

3 SEC Use Only

4 Citizenship or Place of Organization

UNITED STATES

|  |   |                               |
|--|---|-------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned By<br>Each<br>Reporting<br>Person<br>With | 5 | Sole Voting Power<br>0        |
|  | 6 | Shared Voting Power<br>0      |
|  | 7 | Sole Dispositive Power<br>0   |
|  | 8 | Shared Dispositive Power<br>0 |

9 Aggregate Amount Beneficially Owned by Each Reporting Person

0

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain  
Shares (See Instructions)

11 Percent of Class Represented By Amount in Row (9)

0%

12 Type of Reporting Person (See Instructions)

IN, HC

SCHEDULE 13G

CUSIP No. 92532L206

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1 Names of Reporting Persons  
I.R.S. Identification Nos. of above persons (entities only)

MICHAEL L. GORDON

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a.

b.

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

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|  |  |  |
|--|--|--|
| Number of<br>Shares<br>Beneficially<br>Owned By<br>Each<br>Reporting<br>Person<br>With | 5<br><br>6<br><br>7<br><br>8   | Sole Voting Power<br>0<br><br>Shared Voting Power<br>0<br><br>Sole Dispositive Power<br>0<br><br>Shared Dispositive Power<br>0 |
| 9  | Aggregate Amount Beneficially Owned by Each Reporting Person                               | 0  |
| 10   | Check Box If the Aggregate Amount in Row (9) Excludes Certain<br>Shares (See Instructions) | [   ]  |
| 11   | Percent of Class Represented By Amount in Row (9)  | 0%   |
| 12   | Type of Reporting Person (See Instructions)  | IN, HC   |

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Item 1(a)      Name of Issuer:  
  
                  VerticalNet, Inc. (the "Issuer")

Item 1(b)      Address of the Issuer's Principal Executive Offices:  
  
                  400 Chester Field Parkway, Malvern, Pennsylvania 19355

Item 2(a)      Name of Person Filing:  
  
                  The Statement is filed on behalf of each of the following persons  
(collectively, the "Reporting Persons"):

- i)    Angelo, Gordon & Co., L.P. ("Angelo, Gordon");
- ii)   John M. Angelo, in his capacities as a general partner of AG  
Partners, L.P., the sole general partner of Angelo, Gordon,  
and as the chief executive officer of Angelo, Gordon ("Mr.  
Angelo"); and
- iii) Michael L. Gordon, in his capacities as the other general  
partner of AG Partners, L.P., the sole general partner of  
Angelo, Gordon, and as the chief operating officer of  
Angelo, Gordon ("Mr. Gordon").

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This statement relates to Shares (as defined herein) formerly held for the account of a private investment fund for which Angelo, Gordon acts as general partner and/or investment adviser.

Item 2(b) Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of the Reporting Persons is 245 Park Avenue, New York, New York 10167.

Item 2(c) Citizenship:

- 1) Angelo, Gordon is a Delaware limited partnership;
- 2) Mr. Angelo is a citizen of the United States; and
- 3) Mr. Gordon is a citizen of the United States.

Item 2(d) Title of Class of Securities:

Common Stock, \$0.01 par value per share (the "Shares").

Item 2(e) CUSIP Number:

92532L206

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Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- i) Angelo, Gordon is a broker-dealer registered under Section 15 of the Act and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
- ii) Mr. Angelo is a control person of Angelo, Gordon.
- iii) Mr. Gordon is a control person of Angelo, Gordon.

Item 4. Ownership:

Item 4(a) Amount Beneficially Owned:

As of September 10, 2003, each of Angelo, Gordon, Mr. Angelo and Mr. Gordon may no longer be deemed the beneficial owner of any Shares.

Item 4(b) Percent of Class:

The number of shares of which each of Angelo, Gordon, Mr. Angelo and Mr. Gordon may be deemed to be the beneficial owner constitutes 0% of the total number of Shares outstanding.

Item 4(c) Number of shares as to which such person has:

Angelo, Gordon

-----

(i) Sole power to vote or direct the vote: 0

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|  |   |
|--|---|
| (ii) Shared power to vote or to direct the vote              | 0 |
| (iii) Sole power to dispose or to direct the disposition of  | 0 |
| (iv) Shared power to dispose or to direct the disposition of | 0 |
| Mr. Angelo   |   |
| -----  |   |
| (i) Sole power to vote or direct the vote:                   | 0 |
| (ii) Shared power to vote or to direct the vote              | 0 |
| (iii) Sole power to dispose or to direct the disposition of  | 0 |
| (iv) Shared power to dispose or to direct the disposition of | 0 |
| Mr. Gordon   |   |
| -----  |   |
| (i) Sole power to vote or direct the vote:                   | 0 |
| (ii) Shared power to vote or to direct the vote              | 0 |
| (iii) Sole power to dispose or to direct the disposition of  | 0 |
| (iv) Shared power to dispose or to direct the disposition of | 0 |

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Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be the beneficial owner of more than five percent of the Shares, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

The limited partners of (or investors in) the private investment fund for which Angelo, Gordon acts as general partner and/or investment adviser have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for the account of the fund in accordance with their respective limited partnership interests (or investment percentages) in the private investment fund.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Angelo, Gordon is the relevant entity for which Mr. Angelo and Mr. Gordon may each be considered a control person.

Angelo, Gordon is a broker-dealer registered under Section 15 of the Act and an investment adviser registered under the Investment Advisers Act of 1940.

Item 8. Identification and Classification of Members of the Group:

This Item 8 is not applicable.

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Item 9. Notice of Dissolution of Group:

This Item 9 is not applicable.

Item 10. Certification:

By signing below each of the Reporting Persons certifies that, to the best of such person's knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: September 11, 2003

ANGELO, GORDON & CO., L.P.

By: AG Partners, L.P.  
Its General Partner

By: /s/ Michael L. Gordon

-----  
Name: Michael L. Gordon  
Title: General Partner

Date: September 11, 2003

JOHN M. ANGELO

/s/ John M. Angelo  
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Date: September 11, 2003

MICHAEL L. GORDON

/s/ Michael L. Gordon  
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