FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

Filing Date: **2004-08-12** | Period of Report: **2004-06-30**
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FILER

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

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2004

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

COMMISSION FILE NUMBER: 0-27729

ZAP.COM CORPORATION
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

NEVADA	74-0571159
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

100 MERIDIAN CENTRE, SUITE 350 ROCHESTER, NY	14618
(Address of principal executive offices)	(Zip Code)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE
(585) 242-2000

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

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:
TITLE OF EACH CLASS: COMMON STOCK, $0.001 PAR VALUE

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] or No [ ].

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

As of August 2, 2004, the Registrant had outstanding 50,004,474 shares common stock, $0.001 par value.

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS AND NOTES

ZAP.COM CORPORATION

CONDENSED BALANCE SHEETS

<TABLE>
<CAPTION>

<S>	JUNE 30, 2004 (Unaudited) <C>	DECEMBER 31, 2003 <C>
ASSETS:		
Current assets:		
Cash and cash equivalents	$ 1,848,258	$ 1,910,345
Other receivables	710	8,407
Prepaid assets	13,340	33,350
Total current assets	1,862,308	1,952,102
Property and equipment, net of accumulated depreciation of $3,051 and $2,747	1,216	1,520
Total assets	$ 1,863,524	$ 1,953,622
LIABILITIES AND STOCKHOLDERS' EQUITY:		
Current liabilities:		
Accounts payable	$ 10,097	$ 2,485
Accrued liabilities	33,988	58,298
Total current liabilities	$ 44,085	$ 60,783

COMMITMENTS & CONTINGENCIES

STOCKHOLDERS' EQUITY:		
Preferred stock, $0.01 par value, 150,000,000 shares authorized, 0 shares issued and outstanding	--	--
Common stock, $.001 par value, 1,500,000,000 shares authorized; 50,004,474 shares issued and outstanding	50,004	50,004
Additional paid in capital	10,084,120	10,076,708
Additional paid in capital - warrants	743,234	743,234
Accumulated deficit	(9,057,919)	(8,977,107)
Total stockholders' equity	1,819,439	1,892,839
Total liabilities and stockholders' equity	$ 1,863,524	$ 1,953,622

</TABLE>

The accompanying notes are an integral part of these condensed financial statements.

ZAP.COM CORPORATION

UNAUDITED CONDENSED STATEMENTS OF OPERATIONS

<TABLE>
<CAPTION>

<S>	FOR THE THREE MONTHS ENDED JUNE 30, 2004 <C>	FOR THE THREE MONTHS ENDED JUNE 30, 2003 <C>
Revenues	$ --	$ --
Cost of revenues	--	--
Gross income	--	--
Operating expenses:		
General and administrative	47,612	32,751
Total operating expenses	47,612	32,751
Loss from operations	(47,612)	(32,751)
Interest income	4,507	5,598
Loss before income taxes	(43,105)	(27,153)
Income taxes	--	--
Net loss	$ (43,105)	$ (27,153)
Per share data (basic and diluted):		
Net loss per share	$ 0.00	$ 0.00
Weighted average number of common shares and common share equivalents outstanding	50,004,474	50,004,474

</TABLE>

<TABLE>
<CAPTION>

	FOR THE SIX MONTHS ENDED JUNE 30, 2004	FOR THE SIX MONTHS ENDED JUNE 30, 2003

<S> <C> <C>

Revenues	$ --	$ --
Cost of revenues	--	--
Gross income	--	--
Operating expenses:		
General and administrative	89,868	63,142
Total operating expenses	89,868	63,142
Loss from operations	(89,868)	(63,142)
Interest income	9,056	11,429
Loss before income taxes	(80,812)	(51,713)
Income taxes	--	--
Net loss	$ (80,812)	$ (51,713)
Per share data (basic and diluted):		
Net loss per share	$ 0.00	$ 0.00
Weighted average number of common shares and common share equivalents outstanding	50,004,474	50,004,474

</TABLE>

The accompanying notes are an integral part of these condensed financial statements.

ZAP.COM CORPORATION

UNAUDITED CONDENSED STATEMENTS OF CASH FLOWS

<TABLE>
<CAPTION>

	FOR THE SIX MONTHS ENDED JUNE 30, 2004	FOR THE SIX MONTHS ENDED JUNE 30, 2003
<S>	<C>	<C>
Cash flows from operating activities:		
Net loss	$ (80,812)	$ (51,713)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	304	305
Contributed capital from Zapata for unreimbursed management services and rent	7,412	6,059
Changes in assets and liabilities:		
Other receivables	7,697	(742)
Prepaid assets	20,010	8,400
Accounts payable	7,612	(15,859)
Accrued liabilities	(24,310)	(17,317)
Total adjustments	18,725	(19,154)
Net cash used in operating activities	(62,087)	(70,867)
Net change in cash and cash equivalents	(62,087)	(70,867)
Cash and cash equivalents at beginning of period	1,910,345	2,063,812

Cash and cash equivalents at end of period	$ 1,848,258	$ 1,992,945

</TABLE>

The accompanying notes are an integral part of these condensed financial statements.

ZAP.COM CORPORATION

NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS

NOTE 1. SUMMARY OF OPERATIONS AND BASIS OF PRESENTATION

The unaudited condensed financial statements included herein have been prepared by Zap.Com Corporation ("Zap.Com" or the "Company") without audit, pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). The financial statements reflect all adjustments that are, in the opinion of management, necessary to fairly present such information. All such adjustments are of a normal recurring nature. Although Zap.Com believes that the disclosures are adequate to make the information presented not misleading, certain information and footnote disclosures, including a description of significant accounting policies normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States, have been condensed or omitted pursuant to such rules and regulations. These unaudited condensed financial statements should be read in conjunction with the financial statements and the notes thereto included in Zap.Com's latest Annual Report on Form 10-K filed with the SEC. The results of the operations for the three months and six months ended June 30, 2004 are not necessarily indicative of the results for any subsequent quarter or the entire year ending December 31, 2004.

BUSINESS DESCRIPTION

Zapata Corporation ("Zapata") formed Zap.Com for the purpose of creating and operating a global network of independently owned web sites. In April 1999, Zap.Com announced its plan to establish the ZapNetwork by connecting web sites through a proprietary multi-functional, portal-like Internet banner known as the ZapBox. Zap.Com intended to distribute advertising and e-commerce opportunities over this network. From its inception on April 2, 1998 through November 12, 1999, Zap.Com operated as a wholly owned subsidiary of Zapata. In November 1999, Zapata and two of its directors invested $10.1 million of equity in Zap.Com. On November 12, 1999, Zapata distributed to its stockholders 477,742 shares of Zap.Com common stock, leaving Zapata as the holder of approximately 98 percent of Zap.Com's outstanding common stock. On November 30, 1999, Zap.Com's stock began to trade on the NASD's OTC Electronic Bulletin Board under the symbol "ZPCM," establishing Zap.Com as a separate public company.

During 1999 and 2000, Zap.Com engaged primarily in the research and investigation of the Internet industry, the development of the Company's business model, the establishment of strategic relationships to provide Internet connectivity and technology systems to support the ZapNetwork, the development of the ZapBox and the Zap.Com homepage, the filing of patent and trademark applications and the solicitation of web sites to join the ZapNetwork.

On December 15, 2000, the Zap.Com Board of Directors concluded that Zap.Com's operations were not likely to become profitable in the foreseeable future and therefore, it was in the best interest of the Company and its stockholders to cease all Internet operations. Zap.Com terminated all salaried employees and all third party contractual relationships entered into in connection with its Internet business.

Since ceasing its Internet operations, the Company has had no existing business operations, other than to comply with its reporting requirements under the

Securities Exchange Act of 1934. Currently, Zap.Com's principal activities are exploring methods to enhance stockholder value. Zap.Com is likely to search for assets or businesses that it can acquire so that it can become an operating company. Zap.Com may also consider developing a new business suitable for its situation.

Management believes that it has sufficient resources to satisfy its existing and contingent liabilities and its anticipated operating expenses for at least the next twelve months.

NOTE 2. STOCK-BASED COMPENSATION

The Company accounts for its employee stock-based compensation plans under Accounting Principles Board ("APB") No. 25, "Accounting for Stock Issued to Employees." Accordingly, no recognition of compensation expense is required for stock options granted to employees for which the exercise price equals or exceeds the fair market value of the stock at the grant date. The Company has adopted the required disclosure provisions under SFAS No. 148, "Accounting for Stock-Based Compensation -- Transition and Disclosure, an amendment of the Financial Accounting Standards Board ("FASB") Statement No. 123," at December 31, 2002. SFAS No. 148 amends SFAS No.123, "Accounting for Stock-Based Compensation."

Had compensation expense for the 1999 Plan been determined based on fair value at the grant date consistent with SFAS No. 123, the Company's net loss and net loss per share (basic and diluted) would have been as follows:

<TABLE>
<CAPTION>

	THREE MONTHS ENDED JUNE 30,	
	2004	2003
<S>	<C>	<C>
Net loss, as reported	$ (43,105)	$ (27,153)
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards	--	--
Pro forma net loss	$ (43,105)	$ (27,153)
Loss per share:		
Basic and diluted - as reported	$ .00	$ .00
Basic and diluted - pro forma	$ .00	$ .00

</TABLE>

<TABLE>
<CAPTION>

	SIX MONTHS ENDED JUNE 30,	
	2004	2003
<S>	<C>	<C>
Net loss, as reported	$ (80,812)	$ (51,713)
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards	--	--
Pro forma net loss	$ (80,812)	$ (51,713)
Loss per share:		

Basic and diluted - as reported	$ .00	$ .00
Basic and diluted - pro forma	$ .00	$ .00

</TABLE>

NOTE 3. ACCRUED LIABILITIES

Accrued liabilities consist of the following:

<TABLE>
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<S>	JUNE 30, 2004 <C>	DECEMBER 31, 2003 <C>
Accrued audit and legal costs	$ 16,529	$ 27,245
Accrued printing costs	17,459	31,053
Total accrued liabilities	$ 33,988	$ 58,298

</TABLE>

NOTE 4. RELATED PARTY TRANSACTIONS

Since its inception, the Company has utilized the services of the management and staff of its majority stockholder, Zapata Corporation, under a shared services agreement that allocated these costs on a percentage of time basis. Zap.Com also subleases its office space in Rochester, New York from Zapata Corporation. Under the sublease agreement, annual rental payments are allocated on a cost basis. Zapata Corporation has waived its rights under the shared services agreement to be reimbursed for these expenses since May 2000. For these services, the Company recorded contributed capital of $4,000 and $3,000 for the three months ended June 30, 2004 and 2003, respectively, and $7,000 and $6,000 for the six months ended June 30, 2004 and 2003, respectively.

NOTE 5. COMMITMENTS AND CONTINGENCIES

The Company has applied the disclosure provisions of FASB Interpretation No. 45 (FIN 45), "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others," to its agreements containing guarantee or indemnification clauses. These disclosure provisions expand those required by SFAS No. 5, "Accounting for Contingencies," by requiring a guarantor to disclose certain types of guarantees, even if the likelihood of requiring the guarantor's performance is remote. The following is a description of arrangements in which the Company is the guarantor.

Zap.Com's articles of incorporation, bylaws and certain other agreements contain indemnification clauses for its officers and directors for losses incurred as a result of claims made against such individuals arising out of, or because of their service to the Company. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited; however, Zap.Com maintains Director and Officer Liability insurance that limits this exposure. As a result of this insurance coverage, it is the opinion of Zap.Com's management that the estimated fair value of any liabilities under these indemnification agreements is minimal and should not materially impact the Company's financial position, results of operations or cash flows. These indemnification obligations were in effect prior to December 31, 2002 and are therefore grandfathered under the provisions of FIN No. 45. Accordingly, no liabilities have been recorded for the indemnification clauses in these agreements.

Related to its 1999 Initial Public Offering, the Company entered into numerous transactions with third parties and with Zapata. Pursuant to certain of these transactions, the Company may be obligated to indemnify other parties to these agreements. These obligations include indemnifications for losses incurred by such parties arising out of the inaccuracy of representations of information supplied by the Company in connection with such transactions. These indemnification obligations were in effect prior to December 31, 2002 and are therefore grandfathered under the provisions of FIN No. 45. Accordingly, no liabilities have been recorded for the indemnification clauses in these agreements.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

INFORMATION CONCERNING FORWARD-LOOKING STATEMENTS

CAUTIONARY STATEMENT FOR PURPOSES OF THE "SAFE HARBOR" PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995. This document contains certain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and includes this statement for purposes of such safe harbor provisions. Forward-looking statements, which are based upon certain assumptions and describe future plans, strategies and expectations of the Company, are generally identifiable by use of the words like "may," "will," "should," "expect," "anticipate," "estimate," "plan," "intend," "believe," "predicts," "potential," "continue" and the negative of such terms or other similar or comparable terminology. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot assure you that our expectations will be correct. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by these forward-looking statements. These risks are qualified in their entirety by cautionary

language and risk factors set forth in the Company's filings with the Securities and Exchange Commission (SEC), including the Company's 2003 Annual Report on Form 10-K. The Company assumes no obligation to update forward-looking statements or to update the reasons actual results could differ from those projected in the forward-looking statements.

GENERAL

Zap.Com Corporation ("Zap.Com" or the "Company") was founded by Zapata Corporation ("Zapata") (NYSE:ZAP) in April 1998 as a Nevada corporation. Zap.Com's principal corporate offices are located at 100 Meridian Centre, Suite 350, Rochester, New York 14618.

Zapata formed Zap.Com for the purpose of creating and operating a global network of independently owned web sites. In April 1999, Zap.Com announced its plan to establish the ZapNetwork by connecting web sites through a proprietary multi-functional, portal-like Internet banner known as the ZapBox. Zap.Com intended to distribute advertising and e-commerce opportunities over this network. From its inception on April 2, 1998 through November 12, 1999, Zap.Com operated as a wholly owned subsidiary of Zapata. In November 1999, Zapata and two of its directors invested $10.1 million of equity in Zap.Com. On November 12, 1999, Zapata distributed to its stockholders 477,742 shares of Zap.Com common stock, leaving Zapata as the holder of approximately 98 percent of Zap.Com's outstanding common stock. On November 30, 1999, Zap.Com's stock began to trade on the NASD's OTC Electronic Bulletin Board under the symbol "ZPCM," establishing Zap.Com as a separate public company.

During 1999 and 2000, Zap.Com engaged primarily in the research and investigation of the Internet industry, the development of the Company's business model, the establishment of strategic relationships to provide Internet connectivity and technology systems to support the ZapNetwork, the development of the ZapBox and the Zap.Com homepage, the filing of patent and trademark applications and the solicitation of web sites to join the ZapNetwork.

On December 15, 2000, the Zap.Com Board of Directors concluded that Zap.Com's operations were not likely to become profitable in the foreseeable future and therefore, it was in the best interest of the Company and its stockholders to cease all Internet operations. Zap.Com terminated all salaried employees and all third party contractual relationships entered into in connection with its Internet business.

Since ceasing its Internet operations, the Company has had no existing business operations, other than to comply with its reporting requirements under the Securities Exchange Act of 1934. In the future Zap.Com may acquire an operating company. Zap.Com may also consider developing a new business suitable for its situation.

The Company will have broad discretion in identifying and selecting both the industries and the possible acquisition candidates within those industries that it will acquire. The Company has not identified a specific industry on which it initially intends to focus and has no present plans, proposals, arrangements or understandings with respect to the acquisition of any specific business. There can be no assurance that the Company will be able to identify or successfully complete any acquisitions.

The Company has no preference as a general matter as to whether to issue shares of common stock or cash in making acquisitions and it may use either shares of its common stock or cash, or a combination thereof. The form of the consideration that the Company uses for a particular acquisition will depend upon the form of consideration that the sellers of the business require and the most advantageous way for the Company to account for, or finance the acquisition. To the extent the Company uses common stock for all or a portion of the consideration to be paid for future acquisitions, existing stockholders may experience significant dilution.

In order to effect an acquisition, Zap.Com may need additional financing. There is no assurance that any such financing will be available, or available on terms favorable or acceptable to the Company. In particular, potential third party equity investors may be unwilling to invest in Zap.Com due to Zapata's voting control over Zap.Com and the significant potential for dilution of a potential investor's ownership in the Company's common stock. Zapata's voting control may be unattractive because it makes it more difficult for a third party to acquire the Company even if a change of control could benefit the Company's stockholders by providing them with a premium over the then current market price for their shares. If the Company raises additional funds through the issuance of equity, equity-

related or debt securities, these securities may have rights, preferences or privileges senior to those of the rights of Zap.Com's common stockholders, who would then experience dilution.

In general, any new business development is difficult, and the Company's particular realities impose significant constraints that make such an undertaking even more difficult. These constraints include the following: the need to acquire or develop the business without paying substantial cash or taking on significant debt, unless it can be serviced by cash flow from the new business; the handicap of not having actively traded stock to use to procure this business; the requirement that, after launch, the new business should not need a significant capital investment to fund its initial operations unless this can be accomplished through cash flow from the new business; and the requirement that the new business should produce a positive cash flow in the near term.

RESULTS OF OPERATIONS

For the three months ended June 30, 2004, Zap.Com recorded a net loss of $43,000 as compared to a net loss of $27,000 for the three months ended June 30, 2003. For the six months ended June 30, 2004, Zap.Com recorded a net loss of $81,000 as compared to a net loss of $52,000 for the six months ended June 30, 2003. Since inception (which commenced on April 2, 1998), Zap.Com has incurred a cumulative net loss of $9.1 million, including $743,000 in non-cash charges associated with warrants issued to American Internetwork Sports and all of the costs associated with the public registration of Zap.Com's common stock and the development and wind-down of Internet operations.

For the three month and six month periods ended June 30, 2004 as compared to the three month and six month periods ended June 30, 2003, operations consisted of the following:

REVENUES. Zap.Com did not generate any revenue for the three month and six month periods ended June 30, 2004 and 2003, nor does it presently have any business from which it may generate revenue in the future.

COST OF REVENUES. As a result of ceasing all Internet operations, Zap.Com incurred no cost of revenues for the three month and six month periods ended June 30, 2004 and 2003.

GENERAL AND ADMINISTRATIVE. General and administrative expenses consist primarily of legal and accounting services, insurance premiums, printing and filing costs, salaries and wages (including costs allocated by Zapata pursuant to a services agreement), and various other costs. General and administrative expenses for the quarter ended June 30, 2004 were $48,000 as compared to $33,000 for the quarter ended June 30, 2003. For the six months ended June 30, 2004, general and administrative expenses were $90,000 as compared to $63,000 for the six months ended June 30, 2003. The increased general and administrative expenses for 2004 relates primarily to an increase in legal expense recognized as compared to the prior year.

INTEREST INCOME. Interest income is generated on cash reserves which are invested in short-term U.S. Government Agency securities. Interest earned for the quarter ended June 30, 2004 and 2003 was $5,000 and $6,000, respectively. Interest earned for the six months ended June 30, 2004 was $9,000 as compared to $11,000 for the six months ended June 30, 2003. The decreased interest income for 2004 was primarily a result of sustained lower interest rates on short-term U.S. Government Agency securities as compared to rates in 2003, as well as declining cash reserves available for investment.

LIQUIDITY AND CAPITAL RESOURCES

Zap.Com has not generated any significant revenue since its inception. As a result, the Company's primary source of liquidity has been its initial capitalization from Zapata Corporation and two Zapata directors, and thereafter, the interest income generated on cash reserves invested in short-term US Government Agency securities. As of June 30, 2004, Zap.Com's cash and cash equivalents were $1.8 million.

Since its inception, the Company has utilized services of the management and staff and office space of its majority stockholder, Zapata Corporation, under a shared services agreement that allocated these costs. Effective May 1, 2000, Zapata has waived its rights under the services agreements to be reimbursed these costs. For the three months ended June 30, 2004 and 2003, the Company recorded approximately $4,000 and $3,000, respectively, and for the six months ended June 30, 2004 and 2003 the Company recorded approximately $7,000 and $6,000, respectively, as

contributed capital for these services. Should Zapata not renew its waiver, Zap.Com may incur future cash payments under the shared services agreement.

Zap.Com believes that it has sufficient resources to satisfy its existing and contingent liabilities and its anticipated operating expenses for the next twelve months. Until such time as a business combination is consummated, Zap.Com expects these expenses to consist mainly of general and administrative expenses incurred in connection with maintaining its status as a publicly traded company. The Company has no commitments for capital expenditures and foresees none, except for possible future acquisitions. In order to effect an acquisition, however, Zap.Com may need additional financing. There is no assurance that any such financing will be available or available on the terms favorable or acceptable to the Company.

CASH FLOWS

Cash used in operating activities was $62,000 for the six months ended June 30, 2004 as compared to cash used of $71,000 for the comparable period of the prior year. The decrease in cash used in operating activities resulted in timing of payments made for accounts payable and accrued liabilities.

For the six months ended June 30, 2004 and 2003, the Company had no cash flows from investing or financing activities.

CRITICAL ACCOUNTING POLICIES

As of June 30, 2004, the Company's consolidated critical accounting policies and estimates have not changed materially from those set forth in the Company's Annual Report on Form 10-K for the year ended December 31, 2003.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risks relating to the Company's operations result primarily from changes in interest rates. The Company invests its cash and cash equivalents in short-term US Government Agency securities with maturities generally not more than 90 days. Due to the short duration and conservative nature of these instruments, the Company does not believe that the value of these instruments have a material exposure to interest rate risk. However, changes in interest rates do affect the investment income the Company earns on its cash equivalents and marketable securities and, therefore, impacts its cash flows and results of operations. Accordingly, there is inherent roll-over risk for the Company's investment grade securities as they mature and are renewed at current market rates. Using the investment grade security balance of $1.8 million at June 30, 2004 as a hypothetical constant cash balance, an adverse change of 1% in interest rates would decrease interest income by approximately $5,000 and $9,000 during a three month and six month period, respectively.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures

An evaluation was performed under the supervision of the Company's management, including the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13a-14(c) and 15-d-14(c)) as of the end of the period covered by this report. Based on that evaluation, the Company's management, including the CEO and CFO, concluded that the Company's disclosure controls and procedures were effective to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

Changes in internal controls

No changes in internal control over financial reporting occurred during the quarter ended June 30, 2004 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 2. CHANGES IN SECURITIES, USE OF PROCEEDS AND ISSUER PURCHASES OF EQUITY SECURITIES

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Zap.Com held an annual meeting of stockholders on June 8, 2004. Avram A. Glazer, sole director of Zap.Com was re-elected to that position at the meeting. Mr. Glazer received 48,972,258 votes for his election, none against and no abstentions. The other matter voted on at the meeting was the ratification of the Board of Directors' selection of PricewaterhouseCoopers LLP as Zap.Com's independent public accountants. That matter was ratified with 48,972,258 votes for, none against and no abstentions.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits:

31.1 Certification of CEO Pursuant to SEC Rule 13a-14.

31.2 Certification of CFO Pursuant to SEC Rule 13a-14.

32.1 Certification of CEO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32.2 Certification of CFO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(b) Reports on Form 8-K:

None.

SIGNATURES

Pursuant to the requirements 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.

ZAP.COM CORPORATION
(Registrant)

August 12, 2004

By: /s/ LEONARD DISALVO

(Vice President and
Chief Financial Officer)

EXHIBIT 31.1

CERTIFICATION UNDER SECTION 302(A) OF THE
SARBANES-OXLEY ACT OF 2002

I, Avram A. Glazer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Zap.Com Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 12, 2004

/s/ Avram A. Glazer

Avram A. Glazer
President and CEO

EXHIBIT 31.2

CERTIFICATION UNDER SECTION 302(A) OF THE
SARBANES-OXLEY ACT OF 2002

I, Leonard DiSalvo, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Zap.Com Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 12, 2004

/s/ Leonard DiSalvo

Leonard DiSalvo
Vice President - Finance and CFO

EXHIBIT 32.1

CERTIFICATION OF CEO PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Zap.Com Corporation (the "Company") on Form 10-Q for the period ending June 30, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Avram A. Glazer, as Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 to the best of my knowledge, that:

(1) The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Avram A. Glazer

Avram A. Glazer
President and Chief Executive Officer
August 12, 2004

This Certification accompanies this Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

EXHIBIT 32.2

CERTIFICATION OF CFO PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Zap.Com Corporation (the "Company") on Form 10-Q for the period ending June 30, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Leonard DiSalvo, as the Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 to the best of my knowledge, that:

(1) The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Leonard DiSalvo

Leonard DiSalvo
Vice President - Finance and Chief Financial Officer
August 12, 2004

This Certification accompanies this Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.