

SECURITIES AND EXCHANGE COMMISSION

FORM 10KSB/A

Annual and transition reports of small business issuers [Section 13 or 15(d), not S-B Item 405]
[amend]

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FILER

VIZACOM INC

CIK: **926331** | IRS No.: **223270045** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **10KSB/A** | Act: **34** | File No.: **001-14076** | Film No.: **02647019**
SIC: **7372** Prepackaged software

Mailing Address
3A OAK RD
UNIT 6
FAIRFIELD NJ 07004

Business Address
3512 VETERANS MEMORIAL
HIGHWAY
BOHEMIA NJ 11716
2019281001

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

FORM 10-KSB/A

(Mark One)

- ANNUAL REPORT PURSUANT TO 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 number: 1-14076

VIZACOM INC.

(Name of small business issuer in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

22-3270045
(I.R.S. Employer
Identification No.)

3512 Veterans Memorial Highway
Bohemia, New York
(Address of principal executive offices)

11716
(Zip Code)

Issuer's telephone number: (631) 981-5500

Securities registered under Section 12(b) of the Exchange Act: COMMON STOCK, PAR VALUE \$.001

Securities registered under Section 12(g) of the Exchange Act: NONE

Check 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 days.

Yes No

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B contained in this form, and no disclosure will 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-KSB or any amendment to this Form 10-KSB.

State issuer's net revenues for its most recent fiscal year: \$12,222,164

The aggregate market value of the voting stock held by non-affiliates of the registrant was \$4,366,522, at March 31, 2002, based on the closing sale price of the Common Stock on such date of \$.82 per share, as reported by The Nasdaq Stock Market, Inc.

As of March 31, 2002, there were a total of 5,845,073 shares of the Common Stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

NONE

EXPLANATORY NOTE

The purpose of this Amendment on Form 10-KSB/A to the Annual Report of Vizacom, Inc. is to revise the disclosure as follows.

Item 11, presented here in its entirety, is amended with respect to the table of Security Ownership of Certain Beneficial Owners and Management, specifically, the addition of Ram Trading, Ltd. as a certain beneficial owner.

ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

EQUITY COMPENSATION PLAN INFORMATION

<TABLE>
<CAPTION>

	(a)	(b)	(c)
	Number of securities to be issued upon exercise of Outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities in column (a))
<S> Equity Compensation plans approved by security holders	<C> 1,612,105	<C> 8.9	<C> 967,881
Equity Compensation plans not approved by security holders	19,338	18.34	

</TABLE>

Our Board of Directors from time-to-time has granted outside consultants, employees, and vendors non-plan options. Specific terms of each such grant are at the sole discretion of the Board of Directors and are generally at prices not less than the fair market value at the date of grant.

Our common stock is the only class of our voting securities presently outstanding. The following table sets forth information with respect to the beneficial ownership of shares of our common stock, as of March 31, 2002, by:

- o each person known by us to beneficially own 5% or more of the outstanding shares of our common stock, based on filings with the SEC and certain other information,
- o each of our executive officers and directors, and
- o all of our executive officers and directors as a group.

Beneficial ownership is determined in accordance with the SEC rules which generally require that beneficial ownership attributed to persons having voting and investment power over securities. In addition, under SEC rules, a person is deemed to be the beneficial owner of securities which may be acquired by such person upon the exercise of options, warrants or convertible securities within 60 days from the date on which beneficial ownership is to be determined.

Except as otherwise indicated in the notes to the following table,

- o we believe that all shares are beneficially owned, and investment and voting power is held by, the persons named as owners, and
- o the address for each beneficial owner listed in the table, unless otherwise indicated, is c/o Vizacom Inc., 3512 Veterans Memorial Highway, Bohemia, New York 11716.

<TABLE>
<CAPTION>

Name of Beneficial Owner	Amount and Nature of Common Stock Beneficially Owned		Percentage of Shares Beneficially Owned
	<C>	<C>	<C>
<S>			
Vincent DiSpigno.....	306,898	(1)	5.2
David N. Salav.....	306,898	(2)	5.2
Paul J. Block.....	300,000	(3)	4.9
Alan W. Schoenbart.....	21,000	(4)	*
Ever M. Elivo.....	4,750	(5)	*
Francis X. Murphy.....	9,498	(6)	*
David A. Buckel.....	6,498	(7)	*
RAM Trading, Ltd.....	769,231	(8)	13.2

</TABLE>

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* Less than 1.0%.

- (1) Includes 48,375 shares of our common stock issuable upon exercise of options granted to Mr. DiSpigno under our various stock plans which are exercisable within the next 60 days. Does not include 75,125 shares of our common stock issuable upon exercise of options granted to Mr. DiSpigno under our various stock plans which are not exercisable within the next 60 days.
- (2) Includes 48,375 shares of our common stock issuable upon exercise of options granted to Mr. Salav under our various stock plans which are exercisable within the next 60 days. Does not include 75,125 shares of our common stock issuable upon exercise of options granted to Mr. Salav under our various stock plans which are not exercisable within the next 60 days.
- (3) Consists of 300,000 shares of our common stock issuable upon exercise of options granted to Mr. Block which are exercisable within the next 60 days.
- (4) Consists of 21,000 shares of our common stock issuable upon exercise of options granted to Mr. Schoenbart which are exercisable within the next 60 days. Does not include options to purchase 8,000 shares of common stock granted to Mr. Schoenbart which are not exercisable within the next 60 days.
- (5) Consists of 4,750 shares of our common stock issuable upon exercise of options granted to Ms. Elivo which are exercisable within the next 60 days. Does not include options to purchase 3,750 shares of common stock granted to Ms. Elivo which are not exercisable within the next 60 days.
- (6) Includes 6,498 shares of our common stock issuable upon exercise of options granted to Mr. Murphy under our various stock plans which are exercisable within the next 60 days. Does not include options to purchase 4,502 shares of common stock granted to Mr. Murphy which are not exercisable within the next 60 days.
- (7) Consists of 6,498 shares of our common stock issuable upon exercise of options granted to Mr. Buckel under our various stock plans which are exercisable within the next 60 days. Does not include options to purchase 4,502 shares of our common stock granted to Mr. Buckel which are not exercisable within the next 60 days.
- (8) The address of such beneficial owner is c/o Caledonian Bank & Trust Limited, Caledonian House, P.O. Box 1043, George Town, Grand Cayman. Includes 153,846 shares of our common stock owned by DeMaio Partners LLC, over which RAM Trading, Ltd. has shared voting and dispositive powers. Based on a Schedule 13G filed as April 8, 2002, each of DeMaio Partners LLC, Ritchie Capital Management, LLC, RAM Capital, LLC, RAM Capital Investments, Ltd., Warren L. DeMaio, THR, Inc. and A.R. Thane Ritchie have shared voting and dispositive power with respect to all such 769,231 shares of our common stock.
- (9) Includes an aggregate 435,496 shares of our common stock issuable upon the exercise of the options discussed in notes (1) through (7) above which are exercisable within the next 60 days.

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SIGNATURES

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

VIZACOM INC.

Dated: May 14, 2002

By /s/Vincent DiSpigno

Vincent DiSpigno
Chief Executive Officer, President,
Chairman of the Board
(Principal Executive Officer)

Dated: May 14, 2002

By:/s/Alan W. Schoenbart

Alan W. Schoenbart
Vice President - Finance, Treasurer
and Chief Financial Officer
(Principal Financial Officer)

In accordance with the requirements of the Exchange Act, this report has been signed below by the following persons on behalf of the registrant in the capacities indicated, on the 14th day of May 2002.

/s/David N. Salav

David N. Salav

Vice President and Director

/s/Paul J. Block

Paul J. Block

Executive Vice President and Director

Francis X. Murphy

Director

David A. Buckel

Director

/s/Vincent DiSpigno

Vincent DiSpigno

Director