

Edgar Filing: INTERCALLNET INC - Form 4

INTERCALLNET INC  
Form 4  
March 21, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or  
Section 30(f) of the Investment Company Act of 1940

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations  
may continue. See Instruction 1(b).

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1. Name and Address of Reporting Person\*

|                 |         |          |
|-----------------|---------|----------|
| Gershon         | Scott   |          |
| -----           | -----   | -----    |
| (Last)          | (First) | (Middle) |
| 6340 NW 5th Way |         |          |
| -----           |         |          |
| (Street)        |         |          |
| Fort Lauderdale | FL      | 33309    |
| -----           | -----   | -----    |
| (City)          | (State) | (Zip)    |

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2. Issuer Name and Ticker or Trading Symbol

Intercallnet, Inc. (ICLN)

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3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

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4. Statement for Month/Year

2/02

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5. If Amendment, Date of Original (Month/Year)

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6. Relationship of Reporting Person to Issuer  
(Check all applicable)

|  |  |
|--|--|
| <input type="checkbox"/> Director                              | <input checked="" type="checkbox"/> 10% Owner  |
| <input checked="" type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) |

CEO, Secretary



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FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

| 1.<br>Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conver-<br>sion<br>or<br>Exer-<br>cise<br>Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity | 3.<br>Trans-<br>action<br>Date<br>(Month/<br>Day/<br>Year) | 4.<br>Trans-<br>action<br>Code<br>(Instr.<br>8)<br>-----<br>Code V | 5.<br>Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4 and 5)<br>-----<br>(A) (D) | 6.<br>Exercis-<br>able and<br>Expira-<br>tion<br>Date<br>(Month/Day/Year)<br>-----<br>Date Expi-<br>ration<br>Date | 7.<br>Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)<br>-----<br>Amount<br>or<br>Number<br>of<br>Shares |
|--|---|--|--|--|--|--|
| Stock Option   | \$ .50  | 2/28/02  | A V  | 100,000  | 2/28/03 2/28/12  | Common Stock<br>\$.0001 par<br>value 100,000   |
| Stock Option   | \$ .75  | 2/28/02  | A V  | 100,000  | 2/28/04 2/28/12  | Common Stock<br>\$.0001 par<br>value 100,000   |
| Stock Option   | \$1.00  | 2/28/02  | A V  | 50,000   | 2/28/05 2/28/12  | Common Stock<br>\$.0001 par<br>value 50,000  |
| Warrant  | \$ .50  | 11/29/01   | A V  | 25,000   | Immed. 11/28/03  | Common Stock<br>\$.0001 par<br>value 25,000  |
| Warrant  | \$ .50  | 1/04/02  | A V  | 50,000   | Immed. 1/03/04   | Common Stock<br>\$.0001 par<br>value 50,000  |

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Explanation of Responses:

- \* Issued in connection with Reporting Person's employment with Issuer.
- \*\* Purchase price for purchase of unit consisting of Promissory Note in the amount of \$12,500 and Warrant to purchase 25,000 shares of Issuer's common stock.
- \*\*\* Purchase price for purchase of unit consisting of Promissory Note in the amount of \$25,000 and Warrant to purchase 50,000 shares of Issuer's common stock.

/s/ Scott Gershon

March 19, 2002

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\*\*Signature of Reporting Person

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Date

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.