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RAMP CORP
Form NT 10-Q
May 17, 2005

SEC File Number: 0-24768

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

FORM 12B-25

NOTIFICATION OF LATE FILING

(Check One): Form 10-K Form 20-F Form 11-K |X| Form 10-Q
 Form N-SAR Form N-CSR

For Period Ended: March 31, 2005

- Transition Report on Form 10-K
 - Transition Report on Form 20-F
 - Transition Report on Form 11-K
 - Transition Report on Form 10-Q
 - Transition Report on Form N-SAR
- For the Transition Period Ended: _____

Read attached instruction sheet before preparing form. Please print or type.
NOTHING IN THIS FORM SHALL BE CONSTRUED TO IMPLY THAT THE COMMISSION HAS
VERIFIED ANY INFORMATION CONTAINED HEREIN.

If the notification relates to a portion of the filing checked above, identify
the Item(s) to which the notification relates: _____

PART I -- REGISTRANT INFORMATION

Full Name of Registrant: RAMP CORPORATION

Former Name if Applicable:

Address of Principal Executive Office (Street and number): 33 Maiden Lane

City, state and zip code: New York, New York 10038

PART II -- RULES 12B-25(B) AND (C)

If the subject report could not be filed without
unreasonable effort or expense and the registrant seeks
relief pursuant to Rule 12b-25(b), the following should be
completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this
 form could not be eliminated without unreasonable effort or
 expense;
 - (b) The subject annual report, semi-annual report, transition
 report on Form 10-K, Form 20-F, 11-K or Form N-SAR, or portion
 thereof, will be filed on or before the fifteenth calendar day
 following the prescribed due date; or the subject quarterly
- [X]

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report of transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and

- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III -- NARRATIVE

State below in reasonable detail the reasons why Form 10-K, 11-K, 20-F, 10-Q, N-SAR, N-CSR or the transition report or portion thereof, could not be filed within the prescribed time period.

SEE ATTACHMENT A.

PART IV -- OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification:

Ronald Munkittrick 212 440-1575
(Name) (Area Code) (Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). [X]

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in [X] the subject report or portion thereof? [X]

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of results cannot be made.

Ramp Corporation

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date May 17, 2005 By: /s/ Ronald Munkittrick
Ronald Munkittrick, Chief Financial Officer and Principal Accounting Officer

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INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal
Violations (See 18 U.S.C. 1001).

ATTACHMENT A

PART III -- NARRATIVE

The Registrant is unable to file, without unreasonable effort and expense, its Form 10-Q Quarterly Report for the period ended March 31, 2005 because its auditors have not yet completed their review of the quarterly financial statements due to the number and complexity of certain financing and other transactions entered into by the Registrant in the first quarter of 2005 and the completion of the Registrant's own internal review. The Registrant's auditors are finalizing the review of the financial statements, and the Registrant is finalizing its own internal review, and it is anticipated that the Form 10-Q Quarterly Report, together with the financial statements, will be filed on or before the 5th calendar day following the prescribed due date of the Form 10-Q.