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

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION



DATE RECEIVED

Name of Offering [] check if this is an amendment and name has changed, and indicate change.)
Merger Transaction - Series H Automatically Converting Preferred Stock

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [x] Rule 506 [] Section 4(6) [] ULOE
Type of Filing: [X] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)
theglobe.com, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
110 E. Broward Boulevard, Suite 1400, Fort Lauderdale, FL 33301 954/769-5900

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
Operations (if different from Executive Offices)

Brief Description of Business

Seller of voice over internet services

Type of Business Organization
[x] corporation [] limited partnership, already formed [] other (please specify):
[] business trust [] limited partnership, to be formed

Month Year May 1995
Actual or Estimated Date of Incorporation or Organization: [x] Actual [] Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service
abbreviation for State: CN for Canada;
FN for other foreign jurisdiction) [D] [E]

PROCESSED
SEP 16 2004
THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal:
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.
Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.
Filing Fee: There is no federal filing fee.

State:
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

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A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/
or Managing Partner

Full Name (Last name first, if individual):

Egan, Michael S.

Business or Residence Address (Number and Street, City, State, Zip Code):
110 E. Broward Boulevard, Suite 1400, Fort Lauderdale, FL 33301

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/
or Managing Partner

Full Name (Last name first, if individual):

Cespedes, Edward A.

Business or Residence Address (Number and Street, City, State, Zip Code):
110 E. Broward Boulevard, Suite 1400, Fort Lauderdale, FL 33301

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/
or Managing Partner

Full Name (Last name first, if individual):

Segaul Lebowitz, Robin

Business or Residence Address (Number and Street, City, State, Zip Code):
110 E. Broward Boulevard, Suite 1400, Fort Lauderdale, FL 33301

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/
or Managing Partner

Full Name (Last name first, if individual):

E&C Capital Partners, LLLP

Business or Residence Address (Number and Street, City, State, Zip Code):
110 E. Broward Boulevard, Suite 1400, Fort Lauderdale, FL 33301

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/
or Managing Partner

Full Name (Last name first, if individual):

Dancing Bear Investments, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code):
110 E. Broward Boulevard, Suite 1400, Fort Lauderdale, FL 33301

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/
or Managing Partner

Full Name (Last name first, if individual):

Detz, Al

Business 110 E. Broward Boulevard, Suite 1400, Fort Lauderdale, FL 33301

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/
or Managing Partner

Full Name (Last name first, if individual):

Soltoff, Paul

Business 877 Executive Center Drive, Suite 300, St. Petersburg, FL 337021

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
 [X] []

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? **N/A** \$

3. Does the offering permit joint ownership of a single unit?..... Yes No
 [X] []

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Beach Capital Advisors, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

600 North Westshore Blvd., Suite 800, Tampa, FL 33609

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

| | | | | | | | | | | | | |
|------|------|------|------|------|------|------|------|------|--------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] X | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

| | | | | | | | | | | | | |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

| Type of Security: | Aggregate Offering Price | | Amount Already Sold |
|---|-----------------------------|----------------|---------------------|
| Debt | \$ | See Schedule A | \$ See Schedule A |
| Equity | \$ | See Schedule A | \$ See Schedule A |
| Convertible Securities (including warrants) | \$ | See Schedule A | \$ See Schedule A |
| Partnership Interests | \$ | 0 | \$ 0 |
| Other (Specify | \$ | 0 | \$ 0 |
| Total | \$ | See Schedule A | \$ See Schedule A |

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

| | Number Investors | Aggregate Dollar Amount of Purchases |
|---|------------------|---|
| Accredited Investors | 29 | \$ 0* |
| Non-accredited Investors | 6 | \$ |
| Total (for filings under Rule 504 only) | 35 | 0* |

* This is a share exchange pursuant to a merger transaction. No cash consideration was paid to the issuer.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

| Type of Offering | Type of Security | Dollar Amount Sold |
|---------------------|------------------|--------------------|
| Rule 505 | | \$ |
| Regulations A | | \$ |
| Rule 504 | | \$ |
| Total | | \$ |

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

| | | | |
|------------------------------------|-------------------------------------|----|--------|
| Engineering Fees | <input type="checkbox"/> | \$ | 0 |
| Printing and Engraving Costs | <input type="checkbox"/> | \$ | 0 |
| Legal Fees | <input checked="" type="checkbox"/> | \$ | 75,000 |
| Accounting Fees | <input checked="" type="checkbox"/> | \$ | 10,000 |

Schedule A to Form D

theglobe.com, inc.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. The following securities of theglobe.com, Inc. were offered and exchanged in connection with the merger transaction:

| | <u>Amount Offered</u> | <u>Amount Exchanged</u> |
|--|-----------------------|-------------------------|
| Common Stock: | 17,500,000 shares | 17,500,000 shares * |
| Series H Automatically Converting Preferred Stock: | 175,000 shares | 175,000 shares * |
| Other Convertible Securities (including options and warrants): | 3,974,160 shares | 3,974,160 shares * |
| \$1,000,009.09 Promissory Note | \$1,000,009.09 | \$1,000,009.09 * |

* The "Amount Exchanged" assumes that none of the shareholders of the corporation acquired in the merger will dissent from the merger transaction. As of the date of filing of this Form D, the time period during which such shareholders may elect to dissent from the merger has not elapsed. The issuer has not, as of this date, received notice from any shareholder of his/her/its election to dissent.

4.b. This Form D is being filed in connection with an offering of securities pursuant to a merger transaction where the sole consideration was the issuance of securities of theglobe.com, inc. in exchange for the securities of the corporation being acquired. Since the issuer did not receive any cash proceeds in connection with the offering, there were similarly no "adjusted gross proceeds to the issuer."