SOKOLOW LEONARD J Form 4 January 24, 2003

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## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 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(h) of the Investment Company Act of 1940

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

1.	Name and Address of Reporting Person*	2.	Issuer Symbo	Name and T ol	ficker o	r Trading	3.	I.R.S. Identification Reporting Person, if an entit	
	SOKOLOW, LEONARD J.		vFinan	ice, Inc. (VFI	N)				
	(Last) (First) (Middle)								
	c/o vFinance, Inc. 3010 North Military Trail, Suite 300	4.	Staten	nent for Mor	nth/Day	/Year	5.	<b>If Amendment, D</b> ( <i>Month/Day/Year</i> )	ate of Original
	(Street)		Januar	y 22, 2003					
		6.		onship of Re ler (Check Al		· · ·	7.	Individual or Joir (Check Applicable	1 0
	Boca Raton, Florida 33431		x	Director	x	10% Owner		X	Form Filed by One Reporting Person
	(City) (State) (Zip)		x	Officer (g	ive title	below)		0	Form Filed by More than One Reporting
			0	Other (spe	cify bel	ow)			Person
				President a Officer	nd Chie	f Executive			

 Reminder:
 Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \*
 If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

Title of 2. Security (Instr. 3)	Transaction Date (Month/Day/Year)	Date, if any	3. Transaction 4 Code (Instr. 8)	. Securities Acquired (A) or 3 Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Sec- urities Beneficially Owned Following Reported Trans- action(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price			
Common Stock	1/22/03		J (1)	2,271,715	А	(1)	2,774,677	D	
Common Stock							3,108,333	I	(2)
					-				
				Page 2					

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

	Title of Derivative 2. Security (Instr. 3)	Conversion or Exercise 3. Price of Derivative Security	<b>Transaction</b> <b>Date</b> ( <i>Month/Day/Year</i> )		Deemed Execution 4. Date, if any (Month/Day/Year)	<b>Transaction 5.</b> <b>Code</b> ( <i>Instr. 8</i> )		A) or Disposed of (D)
						Code V	(A)	(D)
				_				
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				I	Page 3			

6. Date Exercisable and 7 Expiration Date (Month/Day/Year)	<b>. Title and</b> <b>Amount</b> <b>of Underlying</b> <b>Securities</b> (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.Nature of Indirect Beneficial Ownershi (Instr. 4)
Date Expiration Exercisable Date	Amount or Number of Title Shares				

## **Explanation of Responses:**

(1) Pursuant to a Mutual Release and Settlement Agreement (the "Agreement") dated December 20, 2002, to which Mr. Sokolow was a party, Mr. Sokolow received 2,271,714 shares of the Company's Common Stock upon fulfillment of the terms of the Agreement, which included his payment of one-half of \$100,000 and other consideration.

(2) Held of record by Genesis Partners, Inc., a corporation controlled by Mr. Sokolow.

/s/ Leonard J. Sokolow January 24, 2003
\*\*Signature of Reporting Date
Person

\*\* 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 is insufficient, see Instruction 6 for procedure.

Page 4