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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
(AMENDMENT NO. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934

FOR FISCAL YEAR ENDED DECEMBER 31, 2001

COMMISSION FILE 000-26929

INTERNET CAPITAL GROUP, INC.
(Exact name of registrant as specified in its charter)

<TABLE>
<S>

DELAWARE
(State of other jurisdiction of
incorporation or organization)

<C>

23-2996071
(I.R.S. Employer
Identification Number)

600 BUILDING, 435 DEVON PARK DRIVE, WAYNE, PA
(Address of principal executive offices)

19087
(Zip Code)

</TABLE>

(610) 989-0111
(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities and Exchange Act of 1934 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 [X] No []

Indicated by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not 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-K or any amendment to this Form 10-K. []

The approximate aggregate market value of Common Stock held by non-affiliates of the Company was \$284.0 million as of March 1, 2002. (For purposes of determining this amount only, the Company has defined affiliates as including (a) the executive officers names in Part I of this 10-K Report, (b) all directors of the Company and (c) each stockholder that has informed the Company by March 1, 2002 that it is the beneficial owner of 10% or more of the outstanding common stock of the Company.)

The number of shares of the Company's Common Stock outstanding as of March 1, 2002 was 287,689,624 shares.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive proxy statement (the "Definitive Proxy Statement") filed with the Securities and Exchange Commission relative to the Company's Annual Meeting of Stockholders for the fiscal year ended December 31, 2001 are incorporated by reference into Part III of this Report.

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EXPLANATORY NOTE TO AMENDMENT NO. 1

Amendment No. 1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2001 (the "Form 10-K") is filed solely to include

Exhibit 10.1.4, Internet Capital Group, Inc.'s 1999 Equity Compensation Plan, in its final form. In order to address the filing of this exhibit, the registrant hereby amends Item 15 to the Form 10-K in its entirety as follows:

EXHIBIT INDEX

The following list of exhibits required by item 601 of Regulation S-K filed as part of this Annual Report. Where so indicated by footnote, exhibits which were previously filed are incorporated by reference. For exhibits incorporated by reference, the location of the exhibit in the previous filing is indicated in parentheses.

<TABLE> <CAPTION>	
Exhibit Number	Document
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<S>	<C>
2.1	Agreement of Merger, dated February 2, 1999, between Internet Capital Group, L.L.C. and Internet Capital Group, Inc. (incorporated by reference to Exhibit 2.1 to the Registration Statement on Form S-1 filed by the Company on May 11, 1999 (Registration No. 333-78193) (the "IPO Registration Statement"))
3.1	Restated Certificate of Incorporation (incorporated by reference to Exhibit 2.1 to the Registration Statement on Form 8-A filed by the Company on August 4, 1999 (Registration No. 000-26989) (the "8-A Registration Statement"))
3.2	Amended and Restated Bylaws (incorporated by reference to Exhibit 2.2 to the 8-A Registration Statement)
4.1	Specimen Certificate for Internet Capital Group's Common Stock (incorporated by reference to Exhibit 4.1 to Amendment No. 3 to the IPO Registration Statement filed by the Company on August 2, 1999 (Registration No. 333-78193) (the "IPO Amendment No. 3"))
4.2	Indenture between Internet Capital Group, Inc. and Chase Manhattan Trust Company, National Association, as Trustee, for the 5 1/2% Convertible Subordinated Notes due 2004 (incorporated by reference to Exhibit 4.2 to the Company's Annual Report on Form 10-K filed on March 16, 2000 (File No. 000-26929) (the "10-K Annual Report"))
4.3	Form of 5 1/2% Convertible Subordinated Notes due 2004 of Internet Capital Group (incorporated by reference to Exhibit 4.2 to the 10-K Annual Report)
10.1	Internet Capital Group, L.L.C. 1998 Equity Compensation Plan (incorporated by reference to Exhibit 10.1 to the IPO Registration Statement)
10.1.1	Internet Capital Group, Inc. 1999 Equity Compensation Plan (incorporated by reference to Exhibit 10.1.1 to the IPO Registration Statement)
10.1.2	Internet Capital Group, Inc. 1999 Equity Compensation Plan as Amended and Restated May 1, 1999 (incorporated by reference to Exhibit 10.1.2 to the IPO Registration Statement)
10.1.3	Amendment No. 1 to the Internet Capital Group, Inc. 1999 Equity Compensation Plan as Amended and Restated May 1, 1999 (incorporated by reference to Exhibit 10.1.3 to Amendment No. 2 to the IPO Registration Statement filed by the Company on July 16, 1999 (Registration No. 333-79193) (the "IPO Amendment No. 2"))
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 - 10.7 Securities Purchase Agreement dated as of December 28, 1999 between Weirton Steel Corporation and Internet Capital Group, Inc. This exhibit contains a list of schedules to the exhibit, all of which have been omitted. Upon request of the Securities and Exchange Commission, the Company will furnish a copy to it supplementally (incorporated by reference to the Company's Current Report on Form 8-K filed January 11, 2000 (File No. 0-26929))
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 - 10.11 Recapitalization and Exchange Offer Agreement and Plan of Reorganization by and among Internet Capital Group, Inc., Rain Acquisition Corp., RightWorks Corporation, Suhas Patal, as Shareholder Representative, and Chase Manhattan Trust Company, National Association, as Escrow Agent, dated as of March 7, 2000 (incorporated by reference to Exhibit 2.3 of the S-4)
 - 10.12 Rights Agreement, dated as of November 22, 2000, between Internet Capital Group, Inc. and ChaseMellon Shareholder Services, L.L.C., as Rights Agent, which includes as Exhibit B thereto the Form of Rights Certificate, incorporated by reference to Exhibit 1.1 to Internet Capital Group, Inc.'s Registration Statement on Form 8-A, dated December 1, 2000 (incorporated by reference to the Company's Current Report on Form 8-K filed December 1, 2000 (File No. 0-26929))
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- 10.19 Office Lease dated September, 1999 between Internet Capital Group Operations, Inc. and 45 Milk Street, L.P. for premises located in Boston, Massachusetts (incorporated by reference to Exhibit 10.12 to the Registration Statement filed by the Company on November 22, 1999 (Registration No. 333-91447) (the "Follow-on Registration Statement"))
- 10.20 Office Lease dated February 25, 1999 between OTR and Internet Capital Group Operations, Inc. for premises located in San Francisco, California (incorporated by reference to Exhibit 10.28 to the IPO Amendment No. 1)
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- 10.31 Syncra Software, Inc. Option Agreement dated August 1, 1998 by and between Michael H. Forester and Internet Capital Group, L.L.C.

(incorporated by reference to Exhibit 10.29 to the IPO Registration Statement)

- 10.32 Letter Agreement between Internet Capital Group, L.L.C. and Douglas Alexander dated July 18, 1997 (incorporated by reference to Exhibit 10.31 to the IPO Amendment No. 1)
- 10.33 Letter Agreement between Internet Capital Group, L.L.C. and Robert Pollan dated April 27, 1998 (incorporated by reference to Exhibit 10.32 to the IPO Amendment No. 1)
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- 10.36 Securities Purchase Agreement dated October 27, 1999 by and among eMerge Interactive, Inc., J. Technologies, LLC and Internet Capital Group, Inc. (incorporated by reference to the Company's Current Report on Form 8-K filed November 22, 1999 (File No. 0-26929))
- 10.37 Joint Venture Agreement dated October 26, 1999 by and between Internet Capital Group, Inc. and Safeguard Scientifics, Inc. (incorporated by reference to Exhibit 10.23 to the Follow-on Registration Statement)
- 10.38 Purchase Agreement dated November 5, 1999 between JusticeLink, Inc. and Internet Capital Group, Inc. (incorporated by reference to Exhibit 10.24 to the Registration Statement filed by the Company on December 6, 1999 (Registration No. 333-91447) (the "Follow-on Amendment No. 1"))
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- 10.40 Purchase Agreement dated December 6, 1999 between Internet Capital Group, Inc. and Internet Assets, Inc. (incorporated by reference to Exhibit 10.26 to the Follow-on Amendment No. 1)
- 10.41 Purchase Agreement dated December 6, 1999 between Internet Capital Group, Inc. and Ford Motor Company (incorporated by reference to Exhibit 10.27 to the Follow-on Amendment No. 3)
- 10.42 Securities Purchase Agreement dated December 28, 1999 between Internet Capital Group, Inc. and Weirton Steel Corporation (incorporated by reference to the Company's Current Report on Form 8-K filed January 11, 2000 (File No. 0-26929))
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- 10.43 Severance and Change in Control Agreement dated as of January 1, 2001 by and between Internet Capital Group, Inc. and Edward H. West
- 10.44 Form of Letter Agreement dated September 20, 2001 between Internet Capital Group, Inc. and certain of its officers
- 10.45 Separation of Employment Agreement and General Release between Nigel Andrews and Internet Capital Group, Inc. dated March 2, 2001 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report of Form 10-Q for the quarter ending March 31, 2001)
- 10.46 Warrant to Purchase Shares of Common Stock of Internet Capital Group, Inc. issued to AT&T Corp., dated January 29, 2001 (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report of Form 10-Q for the quarter ending March 31, 2001)
- 10.47 Sublease Agreement between Internet Capital Group Operations, Inc. and RightWorks Corporation, dated January 16, 2001 (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report of Form 10-Q for the quarter ending March 31, 2001)
- 10.48 Tender Agreement among Fir Tree Value Fund, L.P., Fir Tree Institutional Value Fund, L.P., Fir Tree Value Partners, LDC, Fir Tree Recovery Master Fund, L.P. and Internet Capital Group, Inc.

dated October 29, 2001 (incorporated by reference to the Company's filing on Form SC TO-I/A filed on November 1, 2001 (File No. 005-578-57841))

- 10.49 First Amendment to Tender Agreement among Fir Tree Value Fund, L.P., Fir Tree Institutional Value Fund, L.P., Fir Tree Value Partners, LDC, Fir Tree Recovery Master Fund, L.P. and Internet Capital Group, Inc. dated October 31, 2001 (incorporated by reference to the Company's filing on Form SC TO-I/A filed on November 1, 2001 (File No. 005-578-57841))
- 11.1 Statement Regarding Computation of Per Share Earnings (included herein at Note 1-"Significant Accounting Policies" in the subsection "Net Income (Loss) Per Share" to the Consolidated Financial Statements and Note 18-"Net Income (Loss) Per Share" to the Consolidated Financial Statements)
- 13.1 Sections entitled "Election of Directors (Item 1 on Proxy Card)," "Section 16(a) Beneficial Ownership Reporting Compliance," "Executive Compensation," "Other Forms of Compensation," "Security Ownership of Certain Beneficial Owners and Directors and Officers" and "Certain Relationships and Related Transactions" in the Company's Definitive Proxy Statement relative to its annual meeting of shareholders, to be filed within 120 days after the end of the year covered by this Form 10-K Report pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended
- 21.1 Subsidiaries of Internet Capital Group
- 23.1 Consent of KPMG LLP regarding Internet Capital Group, Inc.
- 23.2 Consent of Deloitte & Touche LLP regarding Onvia.com, Inc.
- 23.3 Consent of KPMG LLP regarding Verticalnet, Inc.
- 99.1 Consolidated Financial Statements of Verticalnet, Inc. (incorporated by reference to Verticalnet, Inc.'s financial statements included in its Report on Form 10-K, filed on April 1, 2002)

</TABLE>

* filed herewith
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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

<TABLE>

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Date: August 5, 2003

INTERNET CAPITAL GROUP, INC.

By: /s/ Anthony P. Dolanski

Name: Anthony P. Dolanski
Title: Chief Financial Officer (Principal
Financial and Accounting Officer)

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EXHIBIT INDEX

<TABLE>

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Exhibit

Number	Document
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- 10.40 Purchase Agreement dated December 6, 1999 between Internet Capital Group, Inc. and Internet Assets, Inc. (incorporated by reference to Exhibit 10.26 to the Follow-on Amendment No. 1)
- 10.41 Purchase Agreement dated December 6, 1999 between Internet Capital Group, Inc. and Ford Motor Company (incorporated by reference to Exhibit 10.27 to the Follow-on Amendment No. 3)
- 10.42 Securities Purchase Agreement dated December 28, 1999 between Internet Capital Group, Inc. and Weirton Steel Corporation (incorporated by reference to the Company's Current Report on Form 8-K filed January 11, 2000 (File No. 0-26929))
- 10.43 Severance and Change in Control Agreement dated as of January 1, 2001 by and between Internet Capital Group, Inc. and Edward H. West
- 10.44 Form of Letter Agreement dated September 20, 2001 between Internet Capital Group, Inc. and certain of its officers
- 10.45 Separation of Employment Agreement and General Release between Nigel Andrews and Internet Capital Group, Inc. dated March 2, 2001 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report of Form 10-Q for the quarter ending March 31, 2001)
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10.46 Warrant to Purchase Shares of Common Stock of Internet Capital Group, Inc. issued to AT&T Corp., dated January 29, 2001 (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report of Form 10-Q for the quarter ending March 31, 2001)
- 10.47 Sublease Agreement between Internet Capital Group Operations, Inc. and RightWorks Corporation, dated January 16, 2001 (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report of Form 10-Q for the quarter ending March 31, 2001)
- 10.48 Tender Agreement among Fir Tree Value Fund, L.P., Fir Tree Institutional Value Fund, L.P., Fir Tree Value Partners, LDC, Fir Tree Recovery Master Fund, L.P. and Internet Capital Group, Inc. dated October 29, 2001 (incorporated by reference to the Company's filing on Form SC TO-I/A filed on November 1, 2001 (File No. 005-578-57841))
- 10.49 First Amendment to Tender Agreement among Fir Tree Value Fund, L.P., Fir Tree Institutional Value Fund, L.P., Fir Tree Value Partners, LDC, Fir Tree Recovery Master Fund, L.P. and Internet Capital Group, Inc. dated October 31, 2001 (incorporated by reference to the Company's filing on Form SC TO-I/A filed on November 1, 2001 (File No. 005-578-57841))
- 11.1 Statement Regarding Computation of Per Share Earnings (included herein at Note 1-"Significant Accounting Policies" in the subsection "Net Income (Loss) Per Share" to the Consolidated Financial Statements and Note 18-"Net Income (Loss) Per Share" to the Consolidated Financial Statements)
- 13.1 Sections entitled "Election of Directors (Item 1 on Proxy Card)," "Section 16(a) Beneficial Ownership Reporting Compliance," "Executive Compensation," "Other Forms of Compensation," "Security Ownership of Certain Beneficial Owners and Directors and Officers" and "Certain Relationships and Related Transactions" in the Company's Definitive Proxy Statement relative to its annual meeting of shareholders, to be filed within 120 days after the end of the year covered by this Form 10-K Report pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended
- 21.1 Subsidiaries of Internet Capital Group

23.1	Consent of KPMG LLP regarding Internet Capital Group, Inc.
23.2	Consent of Deloitte & Touche LLP regarding Onvia.com, Inc.
23.3	Consent of KPMG LLP regarding Verticalnet, Inc.
99.1	Consolidated Financial Statements of Verticalnet, Inc. (incorporated by reference to Verticalnet, Inc.'s financial statements included in its Report on Form 10-K, filed on April 1, 2002)

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* filed herewith

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