FORM D

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 Name of Offering (check if this is an amendment and name has changed, and indicate change.) Lipid Sciences, Inc. Filing Under (Check box(es) that apply):
Rule 504 Rule 505 Rule 506 ☐ Section 4(6) ☐ ULOE Type of Filing: 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.) Lipid Sciences, Inc. Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Afea Code) (310) 526-5004 401 Wilshire Blvd., Suite 1020, Santa Monica, CA 90401 Address of Principal Business Operations Telephone Number (Including Area Code) (Number and Street, City, State, Zip Code) (if different from Executive Offices) Same Brief Description of Business Development stage medical technology company engaged in the research and development of products that can treat major medical indications by regulating plasma lipid levels. Type of Business Organization
Scorporation 🔲 limited partnership, already formed other (please specify): business trust limited partnership, to be formed Actual or Estimated Date of Incorporation or Organization: Month Year ☐ Actual ☐ Estimated 05 99

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).

CN for Canada; FN for other foreign jurisdictions)

D

E

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.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

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.

ATTENTION

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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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DATE RECEIVED ..

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A. BASIC IDENTIFICATION DATA 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; 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) Marlett, Christopher A. Business or Residence Address (Number and Street, City, State, Zip Code) 401 Wilshire Blvd, Suite 1020, Santa Monica, CA 90401 Beneficial Owner Executive Officer □ Director General and/or Check Box(es) that Apply: ☐ Promoter Managing Partner Full Name (Last name first, if individual) Cham, Bill E. Business or Residence Address (Number and Street, City, State, Zip Code) 401 Wilshire Blvd, Suite 1020, Santa Monica, CA 90401 Beneficial Owner Executive Officer Director General and/or Check Box(es) that Apply: ☐ Promoter Managing Partner Full Name (Last name first, if individual) Djordjevic, Bosko ag magueru, an au Business or Residence Address (Number and Street, City, State, Zip Code) 401 Wilshire Blvd., Suite 1020, Santa Monica, CA 90401 が、19-201日度 Data (アッセンログル) ☐ Promoter Beneficial Owner Executive Officer Director General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) MDB Capital Group, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 401 Wilshire Blvd., Suite 1020, Santa Monica, CA 90401 ☐ Promoter ☐ Beneficial Owner Executive Officer Director Check Box(es) that Apply: General and/or Managing Partner Full Name (Last name first, if individual) Marlett, Dyana Williams Business or Residence Address (Number and Street, City, State, Zip Code) 401 Wilshire Blvd., Suite 1020, Santa Monica, CA 90401 Check Box(es) that Apply: ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or ☐ Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Beneficial Owner Executive Officer ☐ Director Check Box(es) that Apply: □ Promoter General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

					В. 1	NFORMA	TION AB	OUT OFF	ERING				
												Yes	
1.	Has the	issuer so	id, or does	the issuer i	ntend to self	l, to non-acc	redited inve	stors in this	offering?				⊠
	Answe	r also in A	appendix, C	Column 2, it	filing unde	r ULOE.							
2.	What i	s the mini	mum inves	ment that w	ill be accep	ted from any	individual?	٠	•••••		*******	\$ <u>N/A</u>	<u> </u>
												Yes	No
3.	Does t	ne offerin	g permit joi	nt ownershi	p of a single	e unit?			••••••		•	Ø	
4.	or indi with sa a brok broker	rectly, any les of sect er or deal or dealer	commission the commission of t	on or simila e offering. ed with the than five (r remunerat If a person SEC and/c (5) persons	ho has been ion for solic to be listed or with a sta to be listed	itation of pu is an associa ate or states are associa	archasers in ated person , list the na ted persons	connection or agent of ame of the		·		
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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

cheek that box and microare in the coultman below the amounts of the securities of creatings and all residy exchanged. Type of Security	1.	already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering,	,	
Type of Security Debt		check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
Debt Squity				
Convertible Securities (including warrants) S S S Partnership Interests Other (Specify) Total 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 paccredited announts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities in this offering and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Non-accredited Investors Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 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 Rule 504 Rule 504 Rule 504 Rule 504 Total A. Furnish a tatement 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. Transfer Agent's Fees. Printing and Engraving Costs Legal Fees. Accounting Fees. Sales Commissions (specify finders' fees separately). Other Expenses (identify) general and administrative.		,	\$	\$
Convertible Securities (including warrants) S S S Partnership Interests Other (Specify) Total 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 paccredited announts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities in this offering and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Non-accredited Investors Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 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 Rule 504 Rule 504 Rule 504 Rule 504 Total A. Furnish a tatement 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. Transfer Agent's Fees. Printing and Engraving Costs Legal Fees. Accounting Fees. Sales Commissions (specify finders' fees separately). Other Expenses (identify) general and administrative.		Equity	\$112,000	\$112,000
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Partnership Interests S S S S S S S S S S S S S S S S S S		Convertible Securities (including warrants)	\$	\$
Other (Specify) Total			<u> </u>	\$
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Rule 504		Rule 505	0	\$0
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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. Transfer Agent's Fees.		Rule 504	0	\$0
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Other Expenses (identify) general and administrative		Sales Commissions (specify finders' fees separately)		\$
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				\$0

	 Enter the difference between the aggregate offering p Question 1 and total expenses furnished in response to 	Part C - Question 4.a. This					
	difference is the "adjusted gross proceeds to the issue				S11	2,000	
5.	Indicate below the amount of the adjusted gross proceeds to be used for each of the purposes shown. If the amount for furnish an estimate and check the box to the left of the estilisted must equal the adjusted gross proceeds to the issuer Question 4.b above.	any purpose is not known, mate. The total of the payments					
	Question 4.0 above.				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees		. 🗆	<u>s</u>			<u>s</u>
	Purchase of real estate		. 🗆	<u>s_</u>			<u>\$</u>
	Purchase, rental or leasing and installation of machinery an	d equipment	. 🗆	<u>s</u>			<u>s</u>
	Construction or leasing of plant buildings and facilities		. 🗆	\$			<u>s</u>
	Acquisition of other businesses (including the value of secu Offering that may be used in exchange for the assets or secu	rities of another	_	•	, pa		•
	Issuer pursuant to a merger)			<u>s</u>			<u>\$</u>
	Repayment of indebtedness	***************************************	. 🛚	<u>s</u>	* 177 s.		. <u>\$</u> .
	Working capital		٠. Ц٠	<u>\$</u>	***************************************		2
	Other (specify)Stock issued in exchange for recruiting ser	vices to the Company.				Ċ.	
				\$	الله العاملية الله الله الله الله الله الله الله الل	×	\$112,000
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	D. FEI	DERAL SIGNATURE					
constit	uer has duly caused this notice to be signed by the undersignates an undertaking by the issuer to furnish to the U.S. Securissuer to any non-accredited investor pursuant to paragraph (I	ed duly authorized person. If this rather and Exchange Commission, up	nofice i	s filed tten re	under Rule 505, equest of its staff	the fo	ollowing signature nformation furnished
ssuer	(Print or Type) Sciences, Inc.	(nature)	W	W	Date		20/00
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Vame (e President ATTENTION					

- of such rule?	ntly subject to any of the disqualification provisions	Yes N
· · · · · · · · · · · · · · · · · · ·	See Appendix, Column 5, for state response.	
2. The undersigned issuer hereby undertakes to furn — D (17 CFR 239-500) at such times as required by	nish to any state administrator of any state in which this notice is filed, a notice on Form y state law-	
3. The undersigned issuer-hereby undertakes to furn — to offerees.	nish to the state administrators, upon written request, information furnished by the issue.	•
	is familiar with the conditions that must be satisfied to be entitled to the Uniform in which this notice is filed and understands that the issuer claiming the availability of at these conditions have been satisfied.	
The issuer has read this notification and knows the coduly authorized person-	contents to be true and has duly caused this notice to be signed on its behalf by the under	signed
Issuer (Print or Type)	Signardor Date 6/20/00	
Finia Calanana Tan		
Lipid Sciences, Inc. Name (Print or Type)	Tido (Print or Type)	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				APPENDIX					
1	Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No	Common Stock	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
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AK									
AZ									
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				APPENDIX					
1	Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No	Common Stock	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
MT									
NE							,		
NV					- · · · · · · · · · · · · · · · · · · ·				
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OR			A CONTRACTOR OF THE CONTRACTOR		protesting the second second second	\$15. The state of	****		* 40
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