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FORM D

JUL 1 2 2002

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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

SEC USI	E ONLY
Prefix	Serial
DATE RE	CEIVED
1	1

BECTION 4(0), AND/ON						
UNIFORM LIMITED OFFERING EXEMPTION						
Name of Offering (Check if this is an amendment and name has changed, and indicate change.)						
DataPower Technology, Inc. Series B Convertible Preferred Stock						
Filing Under (Check box(es) that apply): Rule 504 Rule 505 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.)						
DataPower Technology, Inc.						
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)						
One Alewife Center, Cambridge, MA 02140 PROCESSE 1864-0455						
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)						
(if different from Executive Offices) JUL 2 4 2002						
Brief Description of Business THOMSON						
Design, development and sale of computer software and electronic devices FINANCIAL						
Design, development and sale of computer software and electronic devices						
Type of Business Organization						
corporationlimited partnership, already formedlother (please specify):						
business trust limited partnership, to be formed						
Month Year						
Actual or Estimated Date of Incorporation or Organization: 03 99 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) MA_						

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 copies (5) 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.

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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; 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) Kuznetsov, Eugene Business or Residence Address (Number and Street, City, State, Zip Code) c/o DataPower Technology, Inc., One Alewife Center, Cambridge, MA 02140 ☐ Promoter Beneficial Owner ☐ Director General and/or Check Box(es) that Apply: ☐ Executive Officer Managing Partner Full Name (Last name first, if individual) Latona DPT Investment LLC Business or Residence Address (Number and Street, City, State, Zip Code) Liberty Lane, Hampton, NH 03842 Beneficial Owner ☐ Executive Officer General and/or Check Box(es) that Apply: ☐ Promoter Director Managing Partner Full Name (Last name first, if individual) Seed Capital Partners II LLC Business or Residence Address (Number and Street, City, State, Zip Code) c/o SCP Management LLC, 620 Main Street, Buffalo, NY 14202 Beneficial Owner ☐ Executive Officer Director General and/or Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual)

Mobius Technology Ventures VI L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 200 West Evelyn Avenue, Mountain View, CA 94041 Check Box(es) that Apply: ☐ Promoter Beneficial Owner ☐ Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Softbank U.S. Ventures Fund VI L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 200 West Evelyn Avenue, Mountain View, CA 94041 Director General and/or ☐ Promoter Beneficial Owner Executive Officer Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Venrock Associates III, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) One Canal Park, Suite 1120, Cambridge, MA 02142 Executive Officer □ Director ☐ General and/or Check Box(es) that Apply: Promoter ☐ Beneficial Owner Managing Partner Full Name (Last name first, if individual) Wu, Cheng Business or Residence Address (Number and Street, City, State, Zip Code) c/o DataPower Technology, Inc., One Alewife Center, Cambridge, MA 02140 □ Director ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Burnham, Bill Business or Residence Address (Number and Street, City, State, Zip Code) c/o DataPower Technology, Inc., One Alewife Center, Cambridge, MA 02140

Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner				
Full Name (Last name first, if Fagnan, Jeff	individual)								
Business or Residence Address (Number and Street, City, State, Zip Code) c/o DataPower Technology, Inc., One Alewife Center, Cambridge, MA 02140									
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual) Tyrell, Mike									
Business or Residence Address (Number and Street, City, State, Zip Code) c/o DataPower Technology, Inc., One Alewife Center, Cambridge, MA 02140									
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	□ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual) Kelly, Steve									
Business or Residence Address (Number and Street, City, State, Zip Code) c/o DataPower Technology, Inc., One Alewife Center, Cambridge, MA 02140									

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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					В.	INFORM	1ATION	ABOUT (OFFERIN	G		Adams I	
1.	Has the	issuer sold	, or does t					ed investor lumn 2, if			Yes :	No ⊠.	
2.	What is the minimum investment that will be accepted from any individual?												
3.	Does the	offering p	permit joir	nt ownersh	ip of a sin	igle unit?.		,,,			Yes ⊠	No □	
4.													
Full	Name (L N/A	ast name f	irst, if ind	ividual)									
Bus		esident A	ddress (Nu	ımber and	Street, Ci	ty, State, 2	Zip Code)	·		· - · - ·			
Nan	ne of Asso	ociated Bro	ker or De	aler									
Stat	es in Whi	ch Person	Listed Ha	s Solicited	or Intend	ls to Solici	t Purchase	ers					
	(Check '[AL] [IL] [MT] [RI]	'All States' [AK] [IN] [NE] [SC]	" or check [AZ] [IA] [NV] [SD]	individua [AR] [KS] [NH] [TN]	l States) . [CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	
Full		ast name f							<u> </u>	<u> </u>			[]
Bus	iness or R	esident Ac	ldress (Nu	ımber and	Street, Ci	ty, State, 2	Zip Code)						
Nan	ne of Asso	ciated Bro	ker or De	aler					···				
Stat	es in Whi	ch Person	Listed Ha	s Solicited	or Intend	s to Solici	t Purchase	ers					
Full	[AL] [IL] [MT] [RI]	All States' [AK] [IN] [NE] [SC] ast name fi	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	l States) [CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	All States [ID] [MO] [PA] [PR]
Bus	iness or R	esident Ac	ldress (Nu	mber and	Street, Ci	ty, State, Z	(ip Code)						
Name of Associated Broker or Dealer													
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers													
	(Check " [AL] [IL] [MT] [RI]	All States' [AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	individua [AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	All States [ID] [MO] [PA] [PR]

ose thank sheet, of copy and use additional copies of this sheet, as necessary.

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l.	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 \square 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	S <u> </u>	\$ <u>0</u>
	Equity: Series B Convertible Preferred Stock, no par value	\$ <u>9,511,265</u>	\$ <u>9,511,265</u>
	Common Preferred		
	Convertible Securities (including warrants)	\$ <u>0</u>	\$ <u>0</u>
	Partnership Interests	\$ <u> </u>	\$ <u>0</u>
	Other (Specify)	\$ <u> </u>	\$ <u> </u>
	Total	<u>\$9,511,265</u>	<u>\$9,511,265</u>
	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	<u>16</u>	<u>\$9,511,265</u>
	Non-accredited Investors.	0	\$ <u>0</u>
	Total (for filings under Rule 504 only)	0	\$ <u> </u>
	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	Type of Security	Dollar Amount Sold
	Rule 505	N/A	N/A
	Regulation A	<u>N/A</u>	N/A
	Rule 504	N/A	N/A
	Total	<u>N/A</u>	<u>N/A</u>
1 .	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		□ \$ <u> </u>
	Printing and Engraving Costs		□ \$ <u> </u>
	Legal Fees		∑ \$ <u>130,000</u>
	Accounting Fees		□ s <u> </u>
	Engineering Fees		□ s <u> </u>

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

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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND US	E OF PROCEEDS	3
Sales Commissions (specify finders' fees separately)	•	□ s <u> </u>
Other Expenses (identify)		□ \$ <u> </u>
		□ \$ <u> </u>
Total		⊠ \$ <u>130,000</u>
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$ <u>9,381,265</u>
Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.		
	Payments to Officers, Directors & Affiliates	Payments To Others
Salaries and fees	□ \$ <u> </u>	□ \$ <u> </u>
Purchase of real estate	□ s <u> </u>	□ \$ <u> </u>
Purchase, rental or leasing and installation of machinery and equipment	□ \$ <u> </u>	□ \$ <u> </u>
Construction or leasing of plant buildings and facilities	□ \$ <u> </u>	□ \$ <u> </u>
Acquisition of other business (including the value of securities involved in this offering		
that may be used in exchange for the assets or securities of another issuer pursuant to a		
merger)	□ \$ <u> </u>	\$0
Repayment of indebtedness	□ s <u> </u>	□ \$ <u> </u>
Working capital and General Corporate Purposes	□ \$ <u> </u>	⊠ \$ <u>9,381,265</u>
Other (specify):	□ \$ <u> </u>	□ \$ <u> </u>
	□ \$ <u> </u>	□ s <u> </u>
	□ s <u> </u>	□ S <u> </u>
Column Totals	□ \$ <u> </u>	⊠ \$ <u>9,381,265</u>
Total Payments Listed (column totals added)	⊠ \$ <u>9,381,</u> 2	<u> 265</u>

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	D. FEDE	ERAL SIGNATURE				
fol	e issuer has duly caused this notice to be signed by the unders lowing signature constitutes an undertaking by the issuer to furnits staff, the information furnished by the issuer to any non-accre-	ish to the U.S. Securities and Exc	change Commissio	n, upon written request		
	ssuer (Print or Type) DataPower Technology, Inc.	Signature Mmy		Date July 11, 2002		
N	Jame of Signer (Print or Type) Jugene Kuznetsov	Title of Signer (Print or Ty President	ype)	, , , , , , , , , , , , , , , , , , ,		
	A	ATTENTION				
	Intentional misstatements or omissions of fact co	constitute federal criminal viola	tions. (See 16 U.S	.C. 1001).		
	E. STA	ATE SIGNATURE				
1.	Is any party described in 17 CFR 230.262 presently subject to	any of the disqualification provis	sions of such rule?	. Yes No		
	See Appendix, Colo	lumn 5, for state response.				
2.	The undersigned issuer hereby undertakes to furnish to any state D (17 CFR 239.500) at such times as required by state law.	ate administrator of any state in w	which this notice is	filed, a notice on Form		
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.					
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.					
	e issuer has read this notification and knows the contents to be dersigned duly authorized person.	be true and has duly caused this	notice to be signe	ed on its behalf by the		
	uer (Print or Type)	Signature	2/1	Date July 11, 2002		
	taPower Technology, Inc. me of Signer (Print or Type)	Title (Print or Type)		July 11, 2002		
	gene Kuznetsov	President				
		//				

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.