FORM D

UNITED STATES

OMB APPROVAL

SECURITIES AND EXCHANGE COMMISSION FOR IN

Washington, D.C. 20549 FORM D

OMB Number:

November 30, 2001

3235-0076

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SEC USE ONLY

DATE RECEIVED

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NOTICE OF SALE OF SECURITIÉ 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 Series C Preferred Stock Financing	e.)
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 5 Type of Filing: New Filing Amendment	Section 4(6) ULOE
A. BASIC IDENTIFICATION DA	ATA
1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) VaST Systems Technology Corporation)
Address of Executive Offices (Number and Street, City, State, Zip Code) 1270 Oakmead Parkway, Suite 310, Sunnyvale, CA 94085-4017	Telephone Number (Including Area Code) (408) 328-0909
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if difference from Executive Offices) Same as Executive Offices	Telephone Number (Including Area Code) Same as Executive Offices
Brief Description of Business Wireless Technology	PROCESSE
Type of Business Organization Corporation Dimited partnership, already formed District Dimited partnership, to be formed	APR 14 2003 □ other (please specify):
Month Year	FINANCIAL

GENERAL INSTRUCTIONS

Actual or Estimated Date of Incorporation or Organization:

Jurisdiction of Incorporation or Organization:

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.

CN for Canada; FN for other foreign jurisdiction)

(Enter two-letter U.S. Postal Service Abbreviation for State:

Actual

Estimated

E D

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.

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.

		Δ.	RASIC IDE	NTI	FICATION DATA		er elver		·
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	\boxtimes	Beneficial Owner	\boxtimes	Executive Officer	\boxtimes	Director		General and/or Managing Partner
Full Name (Last name first, i	f individual)								
Hellestrand, Graham		_		_					
Business or Residence Addre	ss (Number and Stree	t, City	, State, Zip Code)						
1270 Oakmead Parkway, S	uite 310, Sunnyvale,	CA 94	085-4017						
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer	\boxtimes	Director		General and/or Managing Partner
Full Name (Last name first, i	f individual)								
Goerke, William S.									
Business or Residence Addre	•	•	•						
1270 Oakmead Parkway, S		CA 94							
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer	⊠ ——	Director		General and/or Managing Partner
Full Name (Last name first, i	f individual)				•				
Christiansen, Robert J.									
Business or Residence Addre	•	-	· -	:					
1270 Oakmead Parkway, S		CA 94	1085-4017						
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer	\boxtimes	Director		General and/or Managing Partner
Full Name (Last name first, i	f individual)								
Scull, John					· · · · · · · · · · · · · · · · · · ·				
Business or Residence Addre	ess (Number and Stree	t, City	, State, Zip Code)						
1270 Oakmead Parkway, S	uite 310, Sunnyvale,	CA 94	1085-4017						
Check Box(es) that Apply:	Promoter	\boxtimes	Beneficial Owner	\boxtimes	Executive Officer	\boxtimes	Director		General and/or Managing Partner
Full Name (Last name first, i	f individual)								
Stein, Alfred J.				_					
Business or Residence Addre	•	_	·						
1270 Oakmead Parkway, S	uite 310, Sunnyvale,						·		
Check Box(es) that Apply:	Promoter	<u>⊠</u>	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	·								
A&B Venture Fund Compa				j I					
Business or Residence Addre									
1270 Oakmead Parkway, S	uite 310, Sunnyvale,	CA 94	1085-4017						
Check Box(es) that Apply:	Promoter	\boxtimes	Beneficial Owner		Executive Officer	 	Director		General and/or Managing Partner
Full Name (Last name first, i	f individual)								
Chan, Ricky				_					
Business or Residence Addre	ess (Number and Stree	t, City	, State, Zip Code)						
1270 Oakmead Parkway, S									
	(Use blank	sheet	, or copy and use add	litiona	al copies of this sheet	, as n	ecessary)		

			BASIC IDENTIFIC	CATIO	ON DATA (CONTI	NUE	D)	
Each beneficial owrEach executive office	e issuer, if the issuer h	as been vote o orate is	r dispose, or direct the ssuers and of corporat	vote	or disposition of, 10%			 securities of the issuer; nd
Check Box(es) that Apply:	Promoter	\boxtimes	Beneficial Owner		Executive Officer		Director	General and/or Managing Partner
Full Name (Last name first, in Hughes, Patricia	f individual)							
Business or Residence Addre 1270 Oakmead Parkway, Se								•
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director	General and/or Managing Partner
Full Name (Last name first, i Toshiba Corporation	f individual)							
Business or Residence Addre 1270 Oakmead Parkway, S	•	-	- '					
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Full Name (Last name first, i	f individual)							
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Full Name (Last name first, i	f individual)							
Business or Residence Addre	ess (Number and Stree	et, City	, State, Zip Code)					
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)							
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Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)							
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Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)							
Business or Residence Addre	ess (Number and Stre	et, City	, State, Zip Code)					
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				В.	INFOR	MATION A	ABOUT OF	FERING	···			:
. Has the	icener cold	or does the is	suer intend t	o sell to no	1-accredited	nvestors in t	his offering?				Yes	No X
. Has the	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?									-		
. What is	What is the minimum investment that will be accepted from any individual?									\$	N/A_	
. Does th	e offering ne	ermit ioint ou	merchin of a	single unit?							Yes ⊠	No
	Does the offering permit joint ownership of a single unit?								الخبيا			
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 fiv	e (5) persons							rth the inform				
dealer (Tull Name (I		st, if individu	al)	· · · · ·								
Business or I	Residence Ad	Idress (Numb	er and Stree	t, City, State	, Zip Code)							****
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		isted Has Sol										
(Check "A	all States" or	check individ	duals States)	•••••••••••••••••••••••••••••••••••••••	••••		•••••	••••••	••••••		∐ Al	l States
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	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 \(\square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	.	Amount Alorado
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	-	\$0_
	Equity	\$7,000,000.23	\$ 7,000,000.23
	Common Preferred		
	Convertible Securities (including warrants)	\$0	\$0
	Partnership Interests	\$0	\$0
	Other (Specify)	\$0	\$0
	Total	\$ 7,000,000.23	\$ 7,000,000.23
	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 Purchase
	Accredited investors	2	\$_7,000,000.23_
	Non-accredited Investors	0	\$0
	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	Type of Security	Dollar Amount Sold
	Rule 505	•	\$
	Regulation 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.		-
	Transfer Agent's Fees	\boxtimes	\$0
	Printing and Engraving Costs	\boxtimes	\$0
	Legal Fees	\boxtimes	\$50,000.00
	Accounting Fees	\boxtimes	\$0
	Engineering Fees	\boxtimes	\$0
	Sales Commissions (specify finders' fees separately)		\$0
	Other Expenses (identify)	\boxtimes	\$0
	Total		\$50,000.00

	total expenses furnished in response to Part C -	offering price given in response to Part C - Question 1 and Question 4.a. This difference is the "adjusted gross	d		\$ <u>6,950</u>	,000.23
5.	Indicate below the amount of the adjusted gross the purposes shown. If the amount for any purp	proceeds to the issuer used or proposed to be used for each ose is not known, furnish an estimate and check the box to isted must equal the adjusted gross proceeds to the issuer e.	the			
			Office	ayments to ers, Directors & Affiliates	-	ents To hers
	Salaries and fees		⊠ \$ _	0	⊠ \$	0
	Purchase of real estate		⊠ \$_	0	⊠ s	0
	Purchase, rental or leasing and installation of r	nachinery and equipment	⊠ \$_	0	⊠ s	0
	Construction or leasing of plant buildings and	facilities	⊠ \$ _	0	⊠ s	0
	Acquisition of other businesses (including the used in exchange for the assets or securities of	value of securities involved in this offering that may be another issuer pursuant to a merger)	⊠ s_	0	⊠ \$	0
	Repayment of indebtedness		⊠ \$_	0	⊠ \$	0
	Working capital		. ⊠ s _	0	⊠ \$ <u>6,95</u>	50,000.23
	Other (specify):		. 🛭 \$_	0	⊠ \$	0
	Column Totals		. 🛛 s _	0	⊠ \$ <u>6,95</u>	50,000.23
	Total Payments Listed (column totals add	led)		⊠ \$ <u>6,950</u> ,	000.23	
		D. FEDERAL SIGNATURE				
unc			the info			
	ner (Print or Type)	Signature		0.00		
	ST Systems Technology Corporation me of Signer (Print or Type)	Title of Signer (Print of Type)	pril 1, 2	003	 .	
	ham Hellestrand	President				
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ATTENTION ______ Intentional Misstatements or Omissions of Fact Constitute Federal Criminal Violations. (See 18. U.S.C. 1001.)

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

C.