### FORM D



# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

wasnington, D.C. 20

#### FORM D

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

SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

	OMB APPROVAL
	OMB Number: 3235-0076
	Expires: November 30, 2001
;=	Estimated average burden
i.	hours per response16.00
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2	003 SEC USE ONLY Prefix Serial
_	Prefix Serial
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•	088 DATE RECEIVED

RECD S.R

APR 16

Common Stock				126	<u> </u>
Filing Under (Check box(es) that	apply): ☐ Rule 504 ☐ Rule 505	<b>⊠</b> Rule 506	5 □ Se	ction 4(6) 🗖 ULOE N/.	A
Type of Filing:	Filing				
	A. BASIC IDENTIFI	CATION DA	ГА		
<ol> <li>Enter the information request</li> </ol>	ed about the issuer				
Name of Issuer (☐ check if this is	an amendment and name has changed, and	I indicate cha	nge.) Gu	u, Inc.	
Address of Executive Offices (Nu	mber and Street, City, State, Zip Code)			Telephone Number (Inclu	ding Area Code)
Suite 110, 607 Herndon Parkwa	y, Herndon, VA 20170				
Address of Principal Business Op	erations (Number and Street, City, 5	State, Zip Co	de)	Telephone Number (Inclu-	ding Area Code)
(:C 1:CC C T O.CC	(a)				
II different from Executive Office	:5)				
A. BASIC IDENTIFICATION DATA  Enter the information requested about the issuer  ame of Issuer ( check if this is an amendment and name has changed, and indicate change.) Guru, Inc.  Iddress of Executive Offices (Number and Street, City, State, Zip Code)  Inite 110, 607 Herndon Parkway, Herndon, VA 20170  Iddress of Principal Business Operations (Number and Street, City, State, Zip Code)  Iddress of Principal Business Operations (Number and Street, City, State, Zip Code)  Iddress of Business  Inite Description of Business Offices (Business Offices)  Inite Description of Business O					
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.) Guru, Inc.  Address of Executive Offices (Number and Street, City, State, Zip Code)  Suite 110, 607 Herndon Parkway, Herndon, VA 20170  Address of Principal Business Operations (Number and Street, City, State, Zip Code)  Gif different from Executive Offices)  Brief Description of Business  Software development  Type of Business Organization  Corporation content in the partnership, already formed  Imited partnership, to be formed  APR 2 1 2003					
Brief Description of Business Software development	25)				eè
Brief Description of Business Software development	25)				PROCES
Brief Description of Business Software development Type of Business Organization		d			PROCES
Brief Description of Business Software development  Type of Business Organization  © corporation	☐ limited partnership, already forme		other (p	olease specify):	PROCES
Brief Description of Business Software development  Type of Business Organization  © corporation	☐ limited partnership, already forme		□ other (p	olease specify):	PROCES
Brief Description of Business Software development  Type of Business Organization  © corporation	☐ limited partnership, already forme		□ other (p	olease specify):	PROCES  APR 217  THOMSE FINANCE

#### 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 jurisdiction)

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 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.

	A. BASIC IDENTII	FICATON DATA		
<ul> <li>Each promoter of the issuer, if the issuer</li> <li>Each beneficial owner having the power of the issuer;</li> </ul>	has been organized withit to vote or dispose, or direct	ect the vote or disposition		
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 security of the issuer;     Each executive office and director of corporate issuers and of corporate general and managing partners of partnership issuers; and executive office and managing partner of partnership issuers.  Check Box(es) that Apply: Promoter				
Full Name (Last name first, if individual)				
Shankar, Ramamurthy				
Business or Residence Address (Number and Stree	et, City, State, Zip Code)			
607 Herndon Parkway, Suite 110, Herndon, VA	20170			
Check Box(es) that Apply: ☐ Promoter ☐	□ Beneficial Owner	E Executive Officer	☐ Director	
Business or Residence Address (Number and Stree	t, City, State, Zip Code)			
607 Herndon Parkway, Suite 110, Herndon, VA	20170			
Check Box(es) that Apply: ☐ Promoter ☐	☐ Beneficial Owner	<b>⊠</b> Executive Officer	□ Director	
Full Name (Last name first, if individual)				
·				
	et, City, State, Zip Code)			
-	· · · · · · · · · · · · · · · · · · ·			
		☐ Executive Officer	☑ Director	
Full Name (Last name first, if individual)			· · · · · · · · · · · · · · · · · · ·	
Mukkamala, Dr. Appa Rao				
Business or Residence Address (Number and Stree	t, City, State, Zip Code)			
607 Herndon Parkway, Suite 110, Herndon, VA	20170			
Check Box(es) that Apply: ☐ Promoter ☐	☐ Beneficial Owner	☐ Executive Officer	<b>■</b> Director	
Full Name (Last name first, if individual)				
3i Group, Inc.				
Business or Residence Address (Number and Stree	t, City, State, Zip Code)			
8520 Brent Hill Court, Vienna, VA 22182				
Check Box(es) that Apply: ☐ Promoter ☐	☑ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or  Managing Partner
Full Name (Last name first, if individual)				
Zodiac Venture Fund I, LLC				
Business or Residence Address (Number and Stree	et, City, State, Zip Code)			
5954 Gilenegies Circle, San Jose, CA 95138				

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

	A. BASIC IDENT	FICATON DATA	·	****
<ul> <li>Enter the information requested for the f</li> <li>Each promoter of the issuer, if the i</li> <li>Each beneficial owner having the p of the issuer;</li> <li>Each executive office and director of Each general and managing partner</li> </ul>	ssuer has been organized with ower to vote or dispose, or di of corporate issuers and of cor	rect the vote or disposition		
Check Box(es) that Apply: Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Solar Venture Partners, LP				
Business or Residence Address (Number and	Street, City, State, Zip Code)			
2575 Augustine Drive, Santa Clara, CA 95	054			
Check Box(es) that Apply: ☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or  Managing Partner
Full Name (Last name first, if individual)				
WK Growth Enterprises Limited				
Business or Residence Address (Number and 1021 South Wolfe Road, Sunnyvale, CA 94	• • • •			
Check Box(es) that Apply: ☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or  Managing Partner
Full Name (Last name first, if individual)				
Guru Ventures Limited				
Business or Residence Address (Number and 7546 Rymoor Court, Sylvania, OH 43560	Street, 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, if individual)				
Sud, Anup Dr.				
Business or Residence Address (Number and	Street, City, State, Zip Code)			
G-3346 A Beecher Road, Flint, MI 48532				
Check Box(es) that Apply: ☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or  Managing Partner
Full Name (Last name first, if individual)				
Lakshmi Ventures LLC				
Business or Residence Address (Number and 4545 Warwick Circle, Grand Blanc, MI 48	• • • •			
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number and	Street, City, State, Zip Code)			
(Use bl	ank sheet, or copy and use additi	onal copies of this sheet, as	necessary.)	

				B. INI	FORMAT	ION ABO	UT OFFE	RING				
1.				er intend to	sell, to non-	-accredited i	nvestors in	this offering?	•			
Yes  \( \) No \( \) Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual? \$N/A  3. Does the offering permit joint ownership of a single unit? \( \) Yes \( \) No  4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person 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 five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)												
3.	Does the of	fering perm	it joint owner	ship of a si	ngle unit?		Yes 🗷	No				
remune	ration for solid fa broker or d	citation of pealer registe	purchasers in ered with the	connection SEC and/o	ı with sales r with a stat	of securities e or states, li	in the offe st the name	ring. If a per of the broke	rson to be I r or dealer.	isted is an If more tha	associated p	person or
Full Na	me (Last name	e first, if inc	lividual)									
Busines	s or Residence	e Address (	Number and	Street, City	, State, Zip	Code)						
Name o	f Associated E	Broker or D	ealer									
States in	Which Perso	n Listed H	as Solicited o	r Intends to	Solicit Pur	chasers						
(Check	"All States" o	r check ind	ividual States	)			******		*****		□ All S	States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]		[ID]
									-			[PR]
Full Na	me (Last name	e first, if inc	dividual)									
Busines	s or Residence	e Address (	Number and !	Street, City	, State, Zip	Code)						
Name o	f Associated E	Broker or D	ealer									
States in	n Which Perso	n Listed H	as Solicited o	r Intends to	Solicit Pur	chasers			<u></u>			****
(Check	"All States" o	r check ind	ividual States	)							🗆 All Si	tates
	"All States" o [AK]											
[IL] [MT]	[IN] [NE]	[IA] [VV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last name	e first, if inc	lividual)									
Busines	s or Residence	e Address (	Number and	Street, City	, State, Zip	Code)						**************************************
Name o	f Associated E	Broker or D	ealer									
States in	n Which Perso	n Listed H	as Solicited o	r Intends to	Solicit Pur	chasers			<del></del>			
(Check	"All States" o	r check ind	ividual States	)							🗆 All Si	tates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL] [MT]	[IN] [NE]	[IA] [VV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

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

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF	PROCEE	S	
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				
	☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security		Aggregate	A	Amount Already
		U	ffering Price		Sold
	Debt	\$_		. \$_	
	Equity	\$	1,500,000	. :	\$ <u>1,500,000</u>
	☑ Common ☐ Preferred				
	Convertible Securities (including warrants)	\$_		\$_	
	Partnership Interests	\$_		\$_	
	Other (Specify	\$_		. \$_	
	Total	\$_	1,500,000	_ :	\$ _1,500,000
	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		7	æ	1,022,124
	Non-accredited Investors				0
	Non-accredited investors	_		Φ_	0
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		Dollar Amount
	Type of offering		Security		Sold
	Rule 505			_	S
	Regulation A			_ 5	ß
	Rule 504			_	S
	Total				5
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		П	¢	
	Printing and Engraving Costs				
	Legal Fees				25,000
	Accounting Fees.				23,000
	Engineering Fees.			-	
	Sales Commissions (specify finders' fees separately)			-	
	Other Expenses (identify)				-1 - H
	Other Expenses (Identity)		<b>ப</b>	Ψ_	

Total .....

\$ 25,000

	C. OFFERING PRICE, N	NUMBER OF	INVESTORS, EXPENS	ES AND USE O	F PROCEEDS			
	b. Enter the difference between the aggregate of total expenses furnished in response to Part proceeds to the issuer."	C-Question 4.a	a. This difference is the "a	djusted gross		\$		1,475,000
5.	Indicate below the amount of the adjusted gros for each of the purposes shown. If the amount check the box in the left of the estimate. The to proceeds to the issuer set forth in response to F	for any purpos otal of the pay	se is not known, furnish ar ments listed must equal the	estimate and				
					Payments to Officers, Director & Affiliates	S	Pε	lyments to Others
	Salaries and fees				\$		\$	
	Purchase of real estate							
	Purchasing, rental or leasing and installati	ion of machine	ry and equipment		\$		\$	
	Construction or leasing of plant buildings							
	Acquisition of other businesses (including	g the value of s	ecurities involved in this					
	offering that may be used in exchange for	the assets or s	ecurities of another					
	issuer pursuant to a merger)				\$		\$	
	Repayment of indebtedness			□	l		\$	
	Working capital				\$	×	\$.	1,475,000
	Other (Specify)				\$		\$	
	Capital Investment	•••••	»,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		\$		\$	
	Column Totals		• • • • • • • • • • • • • • • • • • • •		\$		\$	
	Total Payments Listed (column totals add	ed)			🗷 \$ <u>1,</u> 4	75,0	00	
		D. FEI	DERAL SIGNATURE					
sigi	e issuer has duly caused this notice to be signed by mature constitutes an undertaking by the issuer to permation furnished by the issuer to any non-accordance.	furnish to the	U.S. Securities and Excha	inge Commission,				
Issı	uer (Print or Type)	Signature			Date		_	
Gu	ru, Inc.		Kshanhar		04/14/03			
Nar	me of Signer (Print or Type)	Title of Sign	er (Print or Type)		0 47 1700		—	
ı Tui	the of Signer (Frint of Type)	Title of Sign	er (Time or Type)					
Sha	ankar Ramamurthy	President a	and Chief Executive O	fficer				
		<u>.                                    </u>						
	Tua-national miles		ATTENTION	ant violatia	10 H C C 100	1 \		
	Intentional misstatements or on	dissions of fact	i constitute federal crimii	iai violations. (S	ee 18 U.S.C. 100	1.)		

	E. STATE SIGNATURE			
1.	Is any party described in 17 CFR 230.262(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule?	Yes	No	
	See Appendix, Column 5, for state response.			

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 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.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Guru, Inc.	Manhar	04/14/03
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Shankar Ramamurthy	President and Chief Executive Officer	

# 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	:	2	3			4			5
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				under Sta (if yes explan waiver	ification ate ULOE , attach ation of granted) -Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									<u>.</u>
AR									
CA									
СО									
СТ									
DE									
DC					,,,				
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI		Х	\$161,829	2	\$161,829				х
			Common Stock						
MN									
MS									
МО									

1	1	2	3	1			<u> </u>	[	5
1	*Intend to non-actinvestor	,	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pi	f investor and urchased in State t C-Item 2)		Disqual under Sta (if yes, explana	ification ate ULOE , attach ation of granted)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT									
NE									
NV									-
NH									
NJ									1.1
NM								-	
NY									
NC									
ND									
ОН									
OK		Х	\$2,500 Common Stock	1	\$2,500				X
OR			Common Stock						
PA									
RI									
SC			<u> </u>						
SD	<u> </u>								
TN									
TX									
UT									
VT									
VA		Х	\$860,295 Common Stock	4	\$860,295				Х
WA									

WV

WI

WY

PR