FORM D



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

APR 17 2003

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

UNIFORM LIMITED OFFERING EXEMPTION

Prefix Serial

DATE RECEIVED

Name of Offering ([] check if this is an am	endment and name has chan	ged, and indicate of	hange.)		· · · · · · · · · · · · · · · · · · ·
Cadent Holdings, Inc Series D Preferro	ed Stock				
Filing Under (Check box(es) that apply):	[] Rule 504	[] Rule 505	[X] Rule 506	[]Section 4(6)	[]ULOE
Type of Filing: [X] New Filing	[] Amendment				
	A. BASIC II	ENTIFICATION	N DATA		
Enter the information requested about	the issuer				
Name of Issuer ([] check if this is an amer	dment and name has change	ed, and indicate ch	ange.)		
Cadent Holdings, Inc.					
Address of Executive Offices	(Number and Street, City,	, State, Zip Code)	Telephone Number	r (Including Area Co	MARECCEN
640 Gotham Parkway, Carlstadt, New Je			(201) 842-0800		KAPPAPP
Address of Principal Business Operations	(Number and Street, City,	State, Zip Code)	Telephone Number	r (Including Area Cod	e) , DD 0 1 2002
(if different from Executive Offices)				4	e) APR 21 2003
Brief Description of Business Provides dig	ital technology services to	orthodontists and	dentists.		THOMSON FINANCIAL
				· · · · · · · · · · · · · · · · · · ·	: ######
Type of Business Organization	F 2 12 24 1			F 2 -1 (1	
[X] corporation		ip, already formed		[] other (please spe	city):
[] business trust	[] limited partnersh				
			ear	7777	F 3 W
Actual or Estimated Date of Incorporation o		[09]	[2001]	[X] Actual	[] Estimated
Jurisdiction of Incorporation or Organization	•		ice abbreviation for S	tate:	(DE)
	CN for Canada	; FN for foreign ju	risaiction)	<u></u>	[DE]

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 (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.

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 [] General and/or	[X] Beneficial Owner Managing Partner	[] Executive Officer	[X] Director
Full Name (Last name first, if indi	vidual)			
Taub, Eldad				
Business or Residence Address (N				
c/o Cadent Holdings, Inc., 640 C			TELL III	5.1D:
Check Box(es) that Apply:	[] Promoter [] General and/or	[] Beneficial Owner Managing Partner	[X] Executive Officer	[] Director
Full Name (Last name first, if indi Sitar, Ed	vidual)			
Business or Residence Address (N	lumber and Street, Cit	y, State, Zip Code)		
c/o Cadent Holdings, Inc., 640 G				
Check Box(es) that Apply:	[] Promoter [] General and/or]	[] Beneficial Owner Managing Partner	[] Executive Officer	[X] Director
Full Name (Last name first, if indi				
Goren, Amos				
Business or Residence Address (N				
c/o Apax Partners & Co., 2 Mas				
Check Box(es) that Apply:	[] Promoter [] General and/or]	[] Beneficial Owner Managing Partner	[] Executive Officer	[X] Director
Full Name (Last name first, if indi	vidual)			
Hill, Eugene D.				
Business or Residence Address (N c/o Schroeder Ventures Life Scie				
Check Box(es) that Apply:	[] Promoter	Beneficial Owner	[] Executive Officer	X Director
	[] General and/or l			
Full Name (Last name first, if indi	vidual)			
Fiore, Michael	· · · · · · · · · · · · · · · · · · ·			
Business or Residence Address (N		y, State, Zip Code)		
865 Third Street, Manhattan Be				
Check Box(es) that Apply:	[] Promoter [] General and/or I	[] Beneficial Owner Managing Partner	[] Executive Officer	[X] Director
Full Name (Last name first, if indi-	vidual)			
Bakst, Evan				
Business or Residence Address (N				
c/o JP Morgan Partners, 1221 A				
Check Box(es) that Apply:		[] Beneficial Owner Managing Partner	[X] Executive Officer	[X] Director
Full Name (Last name first, if indi-	vidual)		*	
Stickney, Douglas				
Business or Residence Address (N				
c/o Cadent Holdings, Inc., 640 G				100
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner Managing Partner	[X] Executive Officer	[] Director
Full Name (Last name first, if indiv		vianaging i artiici		
Kopelman, Avi	riduai)			
Business or Residence Address (N	umber and Street City	Z State Zip Code)		
c/o Cadent Holdings, Inc., 640 G				
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[] Executive Officer	[] Director
Full Name (Last name first, if indiv		Managing Partner		· · · · · · · · · · · · · · · · · · ·
Finitial Servizi S.R.L.	ioum)			
Business or Residence Address (Na	umber and Street, City	, State, Zip Code)		
10121 Torino-Via San Quintino,	28 Cod.Fisc.e Part I.	V.A. 0108339001, Italy		

Check Box(es) that Apply:	[] Promoter [] General and/or M	[X] Beneficial Owner lanaging Partner	[] Executive Officer	[] Director
Full Name (Last name first, if indiv				
Goldman, Cynthia				
Business or Residence Address (No	umber and Street, City.	State, Zip Code)		-
c/o Alan David Godman, 13 Fern			IT (UK)	
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	Executive Officer	[] Director
FF-5	[] General and/or M		[]	<u> </u>
Full Name (Last name first, if indiv				
First Isratech Fund L.P.	,			
Business or Residence Address (Nu	imber and Street, City.	State, Zip Code)		
40 Einstein Street, Ramat-Aviv 6				
Check Box(es) that Apply:	[]Promoter	X Beneficial Owner	[] Executive Officer	[] Director
	[] General and/or M	L -	[] =	() =
Full Name (Last name first, if indiv				
First Isratech Fund LLC				
Business or Residence Address (Na	imber and Street, City.	State, Zip Code)		
40 Einstein Street, Ramat-Aviv 6		Suite, Esp Code)		
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[] Executive Officer	[] Director
Check Bon(ob) macrippiy.	[] General and/or M		[] Executive Office.	
Full Name (Last name first, if indiv				
Vertical Investments Ltd.				
Business or Residence Address (Nu	imber and Street, City.	State, Zip Code)		
Twenty Two Colomberie, St. Hel		2.mc, 2.p 2020)		
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[] Executive Officer	Director
costant in cost and appropriate	General and/or M		[] 2	() = 11-11-11
Full Name (Last name first, if indiv		8 5		71.5
Apax Israel II, L.P.	,	•		
Business or Residence Address (Nu	mber and Street, City.	State, Zip Code)		
8 Maskit Street, Herzlia Pituach,		·		
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[] Executive Officer	[] Director
The contract of the contract o	General and/or Ma		() =	C 3.
Full Name (Last name first, if indiv				
Schroder Ventures International	•	LP1		
Business or Residence Address (Nu				
c/o Schroder Venture Managers I				
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[] Executive Officer	Director
	General and/or Ma		()	[]
Full Name (Last name first, if indiv				
J.P. Morgan Partners (BHCA), L	•			<i>y</i>
Business or Residence Address (Nu		State, Zip Code)		
c/o J.P. Morgan Partners, LLC, 1			1	
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[] Executive Officer	[] Director
	[] General and/or Ma	anaging Partner		
Full Name (Last name first, if indivi-				
ProgressNow! (Overseas) Ltd.	<u> </u>			
Business or Residence Address (Nu	mber and Street, City,	State, Zip Code)		
Leeward One Building, Safe Have			6, Seven Mile Beach, Grand C	ayman, Cayman Islands, B.W.I.
	(Use blank sheet	or copy and use additional copies	of this sheet, as necessary)	

					B.IN	FORMA	TION A	BOUT O	FFERIN	$\hat{\mathbf{G}}$				
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.								Yes []	s No [X]				
2.	What is the	minimum	investmen	t that will b	oe accepte	d from any	individua	?					\$No I	Minimum
3.	Does the off	ering pern	nit joint ow	mership of	a single u	nit?							Yes	
4.		n for solic roker or de	itation of p caler regist	ourchasers ered with t	in connect the SEC ar	tion with s nd/or with	ales of sec a state or s	urities in the tates, list t	he offering he name o	. If a pers f the broke	on to be list or or dealer	sted is an a	ssociated pers than five (5) p	
Full	Name (Last	name first,	if individu	ial)										
Bus	iness or Resid	lence Addi	ress (Numl	per and Str	eet, City, S	State, Zip C	Code)							
Nan	ne of Associa	ted Broker	or Dealer							·				
State	es in Which P	erson List	ed Has Sol	icited or Ir	tends to S	olicit Purc	hasers							
	(Chaola	" A 11 Ctoto	a'' on abaal	k individua	1 Ctatas)								[] All S	totos
	[AL]	[AK]	S OF CHECK	K maividuz [AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[]Ali S [ID]	iates
	(IL) (MT) [RI]	[IN] [NE] [SC]	[IA] [NV] _[SD]	[KS] [NH] [TN]	[KY] [NJ] [TX]	[LA] [NM] [UT]	[ME] [NY] [VT]	[MD] [NC] [VA]	[MA] [ND] [WA]	MI] [OH] [WV]_	[MN] [OK] [WI]	MS] [OR] [WY]	[MO] [PA] [PR]	
Full	Name (Last r	name first,	if individu	al)										
Busi	ness or Resid	ence Addr	ess (Numb	er and Stre	eet, City, S	State, Zip C	Code)							
Nam	ne of Associat	ed Broker	or Dealer	·	-				_					
State	es in Which P	erson Liste	ed Has Sol	icited or In	tends to S	olicit Purcl	hasers							
	(Check	"All State	s" or check	c individua	l States)	•••••	•••••					•••••	[] All St	ates
	[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[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]	[ID] [MO] [PA] [PR]	
Full	Name (Last n	ame first,	if individu	al)										
Busi	ness or Resid	ence Addr	ess (Numb	er and Stre	et, City, S	tate, Zip C	Code)		-					
Nam	e of Associat	ed Broker	or Dealer			1								· · · · · · · · · · · · · · · · · · ·
State	s in Which P	erson Liste	d Has Soli	icited or In	tends to Se	olicit Purch	nasers							
	(Check	"All States	s" or check	individua	l States)	•••••		••••••					[] All St	ates
	[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[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]	[ID] [MO] [PA] [PR]	
				Lise blank	sheet or o	conv and u	se addition	al conies o	of this shee	t as neces	sary)			

Enter the aggregate offering price of securities included in this offering and the total 1. 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. Amount Already Type of Security Aggregate Offering Price Sold Debt <u>5,330,0</u>01.93 Equity..... 7,999,985 [] Common [X] Preferred – Series D Convertible Securities (including warrants) Partnership Interests.... Other (specify)..... 7,999,985 5,330,001.93 Total..... Answer also in Appendix, Column 3, if filing Under ULOE Enter the number of accredited and non-accredited investors who have purchased 2 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 Aggregate Dollar Amount of Purchases Investors 5,330,001.93 25 Accredited Investors Non-accredited Investors Total (for filings Under Rule 504 Only) Answer also in Appendix, Column 4 if filing under ULOE If this filing is for an offering Under Rule 504 or 505, enter the information requested 3. 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..... Regulation A.... Rule 504..... Total 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 [Legal Fees......[X] 175,000 \$ 175,000

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

	C. OFFERING PRICE, NUMBER O	F INVESTORS, EXPEN	SES AND USE OF TR	OCEEDS
	 b. Enter the difference between the aggregate offering price Question 1 and total expenses furnished in response to I difference is the "adjusted gross proceeds to the issuer." 	Part C - Question 4.a. This		\$7,824,985
5.	Indicate below the amount of the adjusted gross proce proposed to be used for each of the purposes shown. If the not known, furnish an estimate and check the box to the le of the payments listed must equal the adjusted gross proce response to Part C – Question 4.b above.	e amount for any purpose is ft of the estimate. The total		
	110poi220 10 1 10 10 10 10 10 10 10 10 10 10 10		Payments to Officers, Directors, & Affiliates	Payments To Others
	Salaries and fees	[]	\$[] \$
	Purchase of real estate	[]	\$[] \$
	Purchase, rental or leasing and installation of machine	ry and equipment []	\$[] \$
	Construction or leasing of plant buildings and facilities	s[]	\$[] \$
	Acquisition of other businesses (including the value offering that may be used in exchange for the ass issuer pursuant to a merger)	ets of securities of another	\$[] \$
	Repayment of indebtedness	[]	\$[] \$
	Working capital	[]	\$(X] \$ <u>7,824,985</u>
	Other:	[]	\$[]
	Column totals	[]	\$[2	X] \$ <u>7,824,985</u>
	Total payments listed (column totals added)	,	[X] <u>\$ 7,824,985</u>	
	D.	FEDERAL SIGNATURE		
onstit	suer has duly caused this notice to be signed by the undersigned utes an undertaking by the issuer to furnish to the U.S. Securition uer to any non-accredited investor pursuant to paragraph (b)(2)	es and Exchange Commission,	is notice is filed under Rule 5, upon written request of its s	i05, the following signature taff, the information furnished b
	(Print or Type) CADENT HOLDINGS, INC.	Signature	m	Date 4/11/50
	of Signer (Print or Type) EDWARD J. SITAR	Title of Signer (Pr	int or Type) NCIAL OFFICER	7

Attention

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)