

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



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RECEIVED
APR 17 2003
SECTION 155

OMB APPROVAL table with fields: OMB Number: 3235-0076, Expires: May 31, 2002, Estimated average burden hours per response: 1.00

SEC USE ONLY table with fields: Prefix, Serial, DATE RECEIVED

Name of Offering (Cadent Holdings, Inc. - Series D Preferred Stock)
Filing Under (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 (Cadent Holdings, Inc.)
Address of Executive Offices (640 Gotham Parkway, Carlstadt, New Jersey 07072)
Address of Principal Business Operations
Brief Description of Business (Provides digital technology services to orthodontists and dentists.)

PROCESSED
APR 21 2003
THOMSON FINANCIAL

Type of Business Organization (corporation)
Actual or Estimated Date of Incorporation or Organization (2001)
Jurisdiction of Incorporation or Organization (DE)

GENERAL INSTRUCTIONS

Federal: Who Must File, When To File, Where to File, Copies Required, Information Required, 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.

ATTENTION
Failure to file notice in the appropriate states will not result in a loss of the federal exemption.

Handwritten signature

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 Beneficial Owner Executive Officer Director
 General and/or Managing Partner

Full Name (Last name first, if individual)
Taub, Eldad

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Cadent Holdings, Inc., 640 Gotham Parkway, Carlstadt, New Jersey 07072

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director
 General and/or Managing Partner

Full Name (Last name first, if individual)
Sitar, Ed

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Cadent Holdings, Inc., 640 Gotham Parkway, Carlstadt, New Jersey 07072

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director
 General and/or Managing Partner

Full Name (Last name first, if individual)
Goren, Amos

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Apax Partners & Co., 2 Maskit Street, Herzliya 46120, Israel

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director
 General and/or Managing Partner

Full Name (Last name first, if individual)
Hill, Eugene D.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Schroeder Ventures Life Sciences, 60 State Street, Boston, MA 02109

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director
 General and/or Managing Partner

Full Name (Last name first, if individual)
Fiore, Michael

Business or Residence Address (Number and Street, City, State, Zip Code)
865 Third Street, Manhattan Beach, CA 90266

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director
 General and/or Managing Partner

Full Name (Last name first, if individual)
Bakst, Evan

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o JP Morgan Partners, 1221 Avenue of the Americas, N.Y., NY 10020

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director
 General and/or Managing Partner

Full Name (Last name first, if individual)
Stickney, Douglas

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Cadent Holdings, Inc., 640 Gotham Parkway, Carlstadt, New Jersey 07072

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director
 General and/or Managing Partner

Full Name (Last name first, if individual)
Kopelman, Avi

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Cadent Holdings, Inc., 640 Gotham Parkway, Carlstadt, New Jersey 07072

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director
 General and/or Managing Partner

Full Name (Last name first, if individual)
Finitial Servizi S.R.L.

Business or Residence Address (Number 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:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director
	<input type="checkbox"/> General and/or Managing Partner			
Full Name (Last name first, if individual)				
Goldman, Cynthia				
Business or Residence Address (Number and Street, City, State, Zip Code)				
c/o Alan David Godman, 13 Fernville Rd., Gosforth, Newcastle Upon Tyne, NE3 4HT (UK)				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director
	<input type="checkbox"/> General and/or Managing Partner			
Full Name (Last name first, if individual)				
First Isratech Fund L.P.				
Business or Residence Address (Number and Street, City, State, Zip Code)				
40 Einstein Street, Ramat-Aviv 691010, Israel				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director
	<input type="checkbox"/> General and/or Managing Partner			
Full Name (Last name first, if individual)				
First Isratech Fund LLC				
Business or Residence Address (Number and Street, City, State, Zip Code)				
40 Einstein Street, Ramat-Aviv 691010, Israel				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director
	<input type="checkbox"/> General and/or Managing Partner			
Full Name (Last name first, if individual)				
Vertical Investments Ltd.				
Business or Residence Address (Number and Street, City, State, Zip Code)				
Twenty Two Colomberie, St. Helier, Jersey JE1 4XA				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director
	<input type="checkbox"/> General and/or Managing Partner			
Full Name (Last name first, if individual)				
Apax Israel II, L.P.				
Business or Residence Address (Number and Street, City, State, Zip Code)				
8 Maskit Street, Herzlia Pituach, Israel				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director
	<input type="checkbox"/> General and/or Managing Partner			
Full Name (Last name first, if individual)				
Schroder Ventures International Life Sciences Fund II LP1				
Business or Residence Address (Number and Street, City, State, Zip Code)				
c/o Schroder Venture Managers Limited, 22 Church St., Hamilton HM11, Bermuda				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director
	<input type="checkbox"/> General and/or Managing Partner			
Full Name (Last name first, if individual)				
J.P. Morgan Partners (BHCA), L.P.				
Business or Residence Address (Number and Street, City, State, Zip Code)				
c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, NY 10020				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director
	<input type="checkbox"/> General and/or Managing Partner			
Full Name (Last name first, if individual)				
ProgressNow! (Overseas) Ltd.				
Business or Residence Address (Number and Street, City, State, Zip Code)				
Leeward One Building, Safe Haven Corporate Center, West Bay Rd., P.O. Box 31106, Seven Mile Beach, Grand Cayman, Cayman Islands, B.W.I.				

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

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
 [] [X]
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$No Minimum
3. Does the offering permit joint ownership of a single unit? Yes No
 [X] []
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 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 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. **NONE**

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) [] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

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) [] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

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) [] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[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 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 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	\$ _____	\$ _____
Equity.....	\$ <u>7,999,985</u>	\$ <u>5,330,001.93</u>
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred – Series D		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (specify).....	\$ _____	\$ _____
 Total.....	 \$ <u>7,999,985</u>	 \$ <u>5,330,001.93</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>25</u>	\$ <u>5,330,001.93</u>
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	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.....	[]	\$ _____
Printing and Engraving Costs	[]	\$ _____
Legal Fees.....	[X]	\$ <u>175,000</u>
Accounting Fees	[]	\$ _____
Engineering Fees	[]	\$ _____
Sales Commissions (Specify finder's fees separately)	[]	\$ _____
Other Expenses (identify):	[]	\$ _____
Total.....	[X]	\$ <u>175,000</u>

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

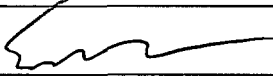
b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” \$ 7,824,985

5. 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.....	[]	\$ _____ []	\$ _____
Purchase of real estate.....	[]	\$ _____ []	\$ _____
Purchase, rental or leasing and installation of machinery and equipment	[]	\$ _____ []	\$ _____
Construction or leasing of plant buildings and facilities.....	[]	\$ _____ []	\$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets of securities of another issuer pursuant to a merger)	[]	\$ _____ []	\$ _____
Repayment of indebtedness	[]	\$ _____ []	\$ _____
Working capital	[]	\$ _____ [X]	\$ <u>7,824,985</u>
Other:	[]	\$ _____ []	\$ _____
Column totals	[]	\$ _____ [X]	\$ <u>7,824,985</u>
Total payments listed (column totals added)		[X] \$ <u>7,824,985</u>	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) CADENT HOLDINGS, INC.	Signature 	Date <u>9/11/90</u>
Name of Signer (Print or Type) EDWARD J. SITAR	Title of Signer (Print or Type) CHIEF FINANCIAL OFFICER	

Attention

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