1228445

FORM D

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

FORM D

FORM D

TYPE OF SALE OF SECURITIES

WASHINGTON TO REGULATION D,

SECTION 4(6) AND/OR

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

OMB APP	ROVAL
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average	age burden
hours per respo	nse 16.00

SEC US	SE ONLY
Prefix	Serial
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Name of Offering (check if this is an amendment at			
netRegulus, Inc. Private Placement of Series B-	1 and B-2 Preferred Stock		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
Filing Under (Check box(es) that apply): Rule 50-	Rule 505 Rule 506 Section 4(6)	ULOE	
Type of Filing: New Filing Amendment			II III BAIR BUR BUR DER
	A. BASIC IDENTIFICATION DATA		
1. Enter the information requested about the issuer			
Name of Issuer (check if this is an amendment and r	ame has changed, and indicate change.)		03056376
netRegulus, Inc.			
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (include	ding Area Code)
One Tower Lane, Suite 1700, Oakbrook, Illino	is 60181	(630) 573-6053	
Address of Principal Business Operations	(Number and Street, City. State, Zip Code)	Telephone Number (Inclu	iding Area Code)
(if different from Executive Offices) same as above		same as above	and FSSE
Brief Description of Business	entino por como tentro de la como desperanha entino de la ententida entino de la como de la ententida ententid	and the contract of the second	The same of the sa
Software provider to FDA-regulated medical d	evice and pharmaceutical companies.		APR 23 2003
		<u> </u>	APR 20 See
Type of Business Organization			HOMSON
	· · · · · · · · · · · · · · · · · · ·	lease specify):	FINANCIAL
business trust limited par	nership, to be formed		
	Month Year		
Actual or Estimated Date of Incorporation or Organization		nated	
Jurisdiction of Incorporation or Organization: (Enter two-	letter U.S. Postal Service abbreviation for State: Canada; FN for other foreign jurisdiction)		
CN 101 V		D E	

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. 774(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 predictated on the filing of a federal notice.

SEC 1972 (6-02)

Persons who 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.

		BASIC ID	ENTI	FICATION DATA	-			
2. Enter the information r	equested for the fo	llowing:						
• Each promoter of the	e issuer, if the issu	er has been organized w	ithin tl	he past five years,				
Each beneficial owner	r having the power	to vote or dispose, or dire	ct the v	vote or disposition of	f, 10%	or more of	a class	of equity securities of the issuer.
		corporate issuers and of c		•	•			• •
Each general and ma		•	orporu	se general and man	*6***6	puriners or p	Jan inc.	Simp issuers, and
- Each general and ma	maging partier of	partifership issuers.						
Check Box(es) that Apply:	Promoter	Beneficial Owner		Executive Officer	X	Director	1.0	General and/or Managing Partner
Full Name (Last name first, i	f individual)							·
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Business or Residence Addr	ess (Number and S	Street, City, State, Zip Coo	le)			<u> </u>		
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55 West Monroe, 16th	A A SA SA SA SA	والمتار وأواستري	eta.		4.5	jeg se		

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 General and/or Managing Partner Full Name (Last name first, if individual) Healthcare Equity Q.P. Partners, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 200 West Madison Street, Suite 1910, Chicago, Illinois 60606 Check Box(es) that Apply: Executive Officer Director Promoter Beneficial Owner General and/or Managing Partner Full Name (Last name first, if individual) High Street Partners, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) c/o TA Associates, 125 High Street, Suite 2500, Boston, Massachusetts 02110 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Managing Partner Full Name (Last name first, if individual) Staley Capital Partners II, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) One Oxford Centre, Suite 3950, Pittsburgh, Pennsylvania 15219 Check Box(es) that Apply: 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) Check Box(es) that Apply: Beneficial Owner Executive Officer General and/or Promoter Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Beneficial Owner Executive Officer General and/or Check Box(es) that Apply: Director Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Beneficial Owner Executive Officer General and/or Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

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

				В	. INFORM	ATION AB	OUT OFFE	RING				
I Has th	e issuer co	ld or does	the issuer	intend to	sell to nor	-accredite	d investors	in this of	fering?		Yes	
I . Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?										X		
2. What is the minimum investment that will be accepted from any individual?								<u>\$</u> 6,	724.71			
•									Yes	No		
3. Does the offering permit joint ownership of a single unit?4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, an										X		
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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 alread sold. Enter "0" if the 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.	ζ.	
Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	S	\$
Equity	§ 5,357,320	S 5,357,320
Convertible Securities (including warrants)	\$	S the state of the
Partnership Interests. Other (Specify		\$
Other (Specify Total Tot		S 5,357,320
Answer also in Appendix, Column 3. if filing under ULOE.	\$ <u>:5,557,520</u>	3 3,337,320
2. Enter the number of accredited and non-accredited investors who have purchased securities in thi 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 "O" if answer is *'none" or "zero."		A garaget -
Accredited Investors	Number Investors	Aggregate Dollar Amount of Purchases \$ 5,357,320
Non-accredited Investors	100	S 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 Amoun Sold
Rule 505	Contract of the Contract of th	S4: 42: 44: 44: 44: 44: 44: 44: 44: 44: 4
Regulation A	With the Control of t	5
Rule 504		2 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 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 insurer. 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.		3
Transfer Agent's Fees		\$0
Printing and Engraving Costs	· · · · · · · · · · · · · · · · · · ·	<u> </u>
Legal Fees.	X	S_90,000

X

X

X <u>\$ 0.</u> S 95,000

X

§ 5,000

<u>5</u> 0

S_0

Legal Fees.

Accounting Fees

Engineering Fees

Sales Commissions (specify finders' fees separately)

Other Expenses (identify)

Total

	OFFERING PRICE, NUMBE	CR OF INVESTORS, EXPENSES ANI	USE OF PR	OCEEDS	
	b. Enter the difference between the aggregate offer and total expenses furnished in response to Part CC proceeds to the issuer."	Question 4.a. This difference is the "ac	ljusted gross		§ 5,262,320
5.	Indicate below the amount of the adjusted gross pro each of the purposes shown. If the amount for any check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Par	purpose is not known, furnish an est the payments listed must equal the ad	timate and		
				Payments to Officers. Directors, & Affiliates	Payments to Others
	Salaries and fees] S <u>ama and military</u>	, [] \$
	Purchase of real estate	•••••		7 S	. 🔲 s
	Purchase, rental or leasing and installation of macland equipment	hinery		7 S	\$\$
	Construction or leasing of plant buildings and faci	lities	F] S	
	Acquisition of other businesses (including the value offering that may be used in exchange for the asset issuer pursuant to a merger)	ts or securities of another		S	. San Alemana (1971) San Alemana (1971)
	Repayment of indebtedness			s	s
	Working capital	•••••		ן 5,262,320 <u>5,</u>	S
	Working capital Other (specify):	·····································] S	
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	Column Totals			s 5,262,320	S <u>.0</u>
	Total Payments Listed (column totals added)			s <u></u> 5,2	262,320
		D. FEDERAL SIGNATURE			
igr	issuer has duly caused this notice to be signed by the ature constitutes an undertaking by the issuer to furnished by the issuer to any non-accre	nish to the U.S. Securities and Exchan	ge Commission	on, upon written	
	er (Print or Type) Regulus, Inc	Signature Mach Modal	gerone dā.	ate pril 10, 2003	
lan	ne of Signer (Print or Type)	Title of Signer (Print or Type)			
	rk Schaub	Chief Executive Officer			

- ATTENTION -

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

L		E. STATE SIGNATURE		
	1.	Is any party described in 17 CFR 230.262 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 file D (I 7 CFR 239.500) at such times as required by state law.	ed a noti	ice on Form
	3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, informatic issuer to offerees.	n furni	shed by the
	4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitl limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claimin of this exemption has the burden of establishing that these conditions have been satisfied.		
		er has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf horized person.	by the t	ındersigned

April 10, 2003

Signature

Instruction.

Issuer (Print or Type)

netRegulus, Inc.
Name (Print or Type)

Mark Schaub

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.