FORM D

1229158



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



SEC USE ONLY

UNIFORM LIMITED OFFERING EXCHIPTION	
Name of Offering (☐ check if this is an amendment and name has changed, and indicat intraVantage Products, Inc. Series A Preferred Stock	e change.)
Filing under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 Type of Filing: ☒ New Filing ☐ Amendment	Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indica	te change.)
IntraVantage Products, Inc.	
Address of Executive Offices (Number and Street, City, State, Zip Code) 2950 Xenium Lane North, Suite 148, Plymouth, MN 55441	Telephone Number (Including Area Code) (877) 476-4299
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Same as above	Telephone Number (Including Area Code) Same as above
Brief Description of Business	
Development, marketing and distribution of dental and medical technology produc	ts
Type of Business Organization	PROCESSED
	r (please specify):
☐ business trust ☐ limited partnership, to be formed	——————————————————————————————————————
Actual or Estimated Date of Incorporation or Organization: MONTH YEAR	
CN for Canada; FN for other foreign jurisdic	ction) IIL

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 the 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 managing partners of partnership issuers; and
 - Each general and managing partnership of partnership issuers.

	managing pa	ittlership of partitersi	mp loodoro.		
Check Box(es) that Apply:	omoter	☐ Beneficial Owner	⊠ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individ	ual)		4149		
Sutton, John R.					
Business or Residence Address	(Number a	and Street, City, State, 2	Zip Code)		
2950 Xenium Lane North, Suite	a 1 <i>1</i> 18		Plymouth	MN	55441
	omoter	☐ Beneficial Owner	⊠ Executive Officer	□ Director	☐ General and/or
					Managing Partner
Full Name (Last name first, if individ	ual)				
Poscy Joromo					
Posey, Jerome Business or Residence Address	(Number a	and Street, City, State, Z	Zip Code)		_
	·	, , ,	,		
2950 Xenium Lane North, Suite		Danafiaiai Oaa	Plymouth	MN	55441
Check Box(es) that Apply:	omoter	☐ Beneficial Owner		☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individ	ual)			· · · · · · · · · · · · · · · · · · ·	
Wu, Gin					
Business or Residence Address	(Number a	and Street, City, State, 2	Zip Code)		
2950 Xenium Lane North, Suite	e 148		Plymouth	MN	55441
	omoter	☐ Beneficial Owner		Director	☐ General and/or Managing Partner
Full Name (Last name first, if individ	ual)				
Murray, Michael P.					
Business or Residence Address	(Number a	and Street, City, State, 2	Zip Code)		
2950 Xenium Lane North, Suite	e 148		Plymouth	MN	55441
	omoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or
					Managing Partner
Full Name (Last name first, if individ	ual)				
Kleber, Dale					
Business or Residence Address	(Number a	and Street, City, State, 2	Zip Code)		· · · · · · · · · · · · · · · · · · ·
2950 Xenium Lane North, Suit	e 148		Plymouth	MN	55441
	omoter	Beneficial Owner	☐ Executive Officer		☐ General and/or
					Managing Partner
Full Name (Last name first, if individ	ual)				
Neville, Robert					
Business or Residence Address	(Number a	and Street, City, State, 2	Zip Code)		
2950 Xenium Lane North, Suit	e 1488	,	Plymouth	MN	55441

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

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 managing partners of partnership issuers; and
 - Each general and managing partnership of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, in	f individual)				
Seifert, Mark					
Business or Residence Addr	ess (Numbe	er and Street, City, State, Z	ip Code)		
2950 Xenium Lane Norti	h. Suite 148		Plymouth	MN	55441
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, i	f individual)				
·	, many accept				
Friend, William	(Alicente		in Onda's		
Business or Residence Addr	ess (Numbe	er and Street, City, State, Z	ip Code)		
2 North LaSalle Street, S			Chicago	IL	60602
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Martin, Peter					
Business or Residence Addr	ess (Numb	er and Street, City, State, Z	ip Code)		
2 North LaSalle Street, S	Suite 400		Chicago	IL	60602
Check Box(es) that Apply:	Promoter	⊠ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or
					Managing Partner
Full Name (Last name first, i	f individual)		 		
Liefschultz, Steven					
Business or Residence Addr	ess (Numb	er and Street, City, State, Z	ip Code)		
12400 Whitewater Drive	Suite 140		Minnetonka	MN	55343
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
					Managing Partner
Full Name (Last name first, i	f individual)		<u>-</u>	<u> </u>	
WHI Ventures Fund I, L.	L.C.				
Business or Residence Addr	ess (Numb	er and Street, City, State, Z	(ip Code)		
2 North LaSalle Street,	Suite 400		Chicago	IL	60602
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 Addr	ess (Numb	er and Street, City, State, Z	(ip Code)		

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

B. INFORMATION ABOUT OFFERING	· · · · · · ·	
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	Yes ⊠	No 🗆
2. What is the minimum investment that will be accepted from any individual?		No
5. Does the oriening 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, any commission or similar remuneration for solicitation of purchases 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.	N/A	
Full Name (Last name first, if individual) N/A		
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 Sta	ites
[IL] \ [IN] \ [IA] \ [KS] \ [KY] \ [LA] \ [ME] \ [MD] \ [MA] \ [Mi] \ [Mi] \ [MN] \ [MT] \ [NE] \ [NV] \ [NV] \ [NH] \ [NJ] \ [NM] \ [NV] \	[HI]	[ID]
Full Name (Last name ilist, il 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 S	States
(IL) \(\) \(\) (IN) \(\) \(\) (IA) \(\) \(\) (IX) \(\) \(\) \(\) (ME) \(\) \(\) (MA) \(\) (MI) \(\) (MI) \(\) (MI) \(\) (NO) \(\) (NO) \(\) (NO) \(\) (NO) \(\) (OH) \(\) (OK) \(\)	[HI] [] [MS] [] [OR] [] [WY] []	[ID]
Project Project Address (Alexandress of Otto A City Object 77, Octob		***************************************
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 S	States
[IL]	[HI]	[ID]

(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	
 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. 	A	Americant Alexande
Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity	\$ <u>2,025,000</u>	\$2,025,000
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify)	\$	\$
Total	\$ <u>2,025,000</u>	\$ <u>2,025,000</u>
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 of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	Z	\$ <u>2,012,500</u>
Non-accredited Investors	1	\$ <u>12,500</u>
Total (for filing under Rule 504 only)		\$ <u>2,025,000</u>
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		\$
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.		\$ <u>0.00</u>
Printing and Engraving Costs		\$ <u>0.00</u>
Legal Fees		\$ <u>225,000</u>
Accounting Fees		\$ <u>0.00</u>
Engineering Fees		\$ <u>0.00</u>
Sales Commissions (specify finders' fees separately)		\$ <u>0.00</u>
Other Expenses (identify)		\$ <u>0.00</u>
Total	⊠	\$ <u>225,000</u>

	C. OFFERING PRIC	E, NUMBER OF INVESTORS, EXPENSES AN	D USE OF	PROCEEDS	1 1 1	
t t 5. li	on 1 and total expenses furnished in respective "adjusted gross proceeds to the issue andicate below the amount of the adjusted government of the purposes shown. If the amount of the purposes shown.	egate offering price given in response to Part C-sponse to Part C - Question 4.a. This difference er."	is e used te and		\$ <u>1,800,000</u>	
g	ross proceeds to the issuer set forth in res Salaries and fees.	ponse to Part C- Question 4.b. above.		Payments to Officers, Directors, & Affiliates	Payments Others \$0.00	
					_	
					□ \$ <u>0.00</u> —	
	Purchase, rental or leasing and ins	stallation of machinery and equipment	. 🗆 \$_		□ \$ <u>0.00</u>	
	Construction or leasing of plant bui	ldings and facilities	□ \$ _		□ \$ <u>0.00</u>	
	offering that may be used in exchai	ding the value of securities involved in this nge for the assets or securities of another	□ \$_		□ \$ <u>0.00</u>	
	Repayment of indebtedness		□ \$_		\$0.00	
	Working capital		□ \$ _		⊠ \$ <u>1.800.0</u>	<u>00</u>
	Other (specify):		□ \$_		\$ <u>0.00</u>	
			— □ \$_		□ \$ <u>0.00</u>	
	Column Totals		□ \$_	····	⊠ \$ <u>1,800,0</u>	<u>00</u>
	Total Payments Listed (column total	als added)		⊠ \$ <u>1,800,0</u>	<u>00</u>	
		D. FEDERAL SIGNATURE			the property of the second	
follo	wing signature constitutes an undertakir	signed by the undersigned duly authorized persing by the issuer to furnish to the U.S. Securities by the issuer to any non-accredited investor pu	son. If this and Excha	notice is filed nge Commissi	under Rule 505 on, upon writter	
Issu	er (Print or Type)	Signature	Date			
Intr	aVantage Products, Inc.	1 State Sulli	4/17/03			
	ne of Signer (Print or Type)	Title of Signer (Print or Type)		-		
Joh	n R. Sutton	President and CEO				

ATTENTION

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

a a a a a a a	E. STATE SIGNATURE	green particular and the second secon		
Is any party described in 17 CFR 230.25 of such rule?	52(c), (d), (e) or (f) presently subject to any	disqualification provisions	Yes	No ⊠
	See Appendix, Column 5, for state resp	onse.		
The undersigned issuer hereby undertak Form D (17 CFR 239.500) at such times		any state in which this notice	is filed, a	notice on
The undersigned issuer hereby undertak issuer to offerees.	kes to furnish to the state administrators, ι	upon written request, informat	ion furnisl	hed by the
	the issuer is familiar with the conditions the state in which this notice is filed and ure ablishing that these conditions have been	nderstands that the issuer cla		
The issuer has read this notification and known the undersigned duly authorized person.	ows the contents to be true and has duly	caused this notice to be signe	d on its b	ehalf by
Issuer (Print or Type)	Signature	Date		
IntraVantage Products, Inc.	Sollsutt	4/17/03		
Name (Print or Type)	Title (Print or Type)			

President and CEO

Instruction:

John R. Sutton

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		1 :	5
	Intend to non-ad investors (Part B	ccredited in State	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)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
со			22.5						
СТ									
DE									
DC									
FL									
GA							····		
НΙ									
ID									
IL		х	Series A Preferred Stock	2	\$1,641,000	0	\$0.00		Х
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN	х		Series A Preferred Stock	5	\$371,500	1	\$12,500		Х
MS									
МО									

	EN	DIX	

1	2		3 Type of Security			4		5 Disquali		
	Intend to non-ac investors (Part B-	credited in State	and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
МТ										
NE										
NV										
NH										
NJ										
NM										
NY										
NC									1	
ND										
ОН										
ок			<u> </u>		•					
OR										
PA										
RI										
sc										
SD										
TN										
TX										
UT									!	
VT										
VA										
WA										
wv										
WI										
WY										
PR										