

SEC Potential persons who are to respond to the collection of information 1972 (6-contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 state exemption unless such exemption is predicated on the filing of a federal notice.

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

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OMB APPROVAL

FORM D

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

and indicate change.)

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SEC	USE ONI	·Υ	
Prefix		Serial	
DAT	E RECEIV	ED	

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)							
Filing Under (Check box(es) that apply):	[] <u>Rule 504</u>	[] <u>Rule 505</u>	[X] Rule 506	[] Section 4(6)	 []ULOE		
Type of Filing: [X] New Filing [] Amendment						
Α.	BASIC IDENT	IFICATION DA	TA		 		
Enter the information requested	about the issu	er					
Name of Issuer FamilyTrackers, Ir	nc. (f I check i	f this is an ame	endment and n	ame has changed			

and Street, City, State, Zip	ces 1075 Space Park Way, Suite 239, Mountain View, CA 94043 (Number o Code) ding Area Code) 650 938-1075
Address of Principal Busin Telephone Number (Inclu- (if different from Executive	
Brief Description of Busine Genealogy website	ess
Type of Business Organiz	ation
[X] corporation	[] limited partnership, already formed [] other (please specify):
[] business trust	[] limited partnership, to be formed
	Month Year
	of Incorporation or Organization: [0][1] [0][3] [X] Actual [] Estimated on or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [C] [A]

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 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 in the notice constitutes a part of this notice and must be completed.

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 [X]	Beneficial Owner	[X] Executive Officer	[X] Director []	General and/o Managing Partner
Full Name (Last nam	ne first, if individual) Hall, Gene			
Business or Residen Suite 239, Mountain V		per and Street, (City, State, Zip Code) 1075 Space Park	Way,
Check Box(es) that Apply:	[] Promoter [X]	Beneficial Owner	[X] Executive Officer	[X] Director []	General and/o Managing Partner
Full Name (Last nam	ne first, if individual	l) Hutchinson, S	tanley		
Business or Resider Suite 239, Mountain V	•	per and Street, (City, State, Zip Code) 1075 Space Park	Way,
Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[] Executive Officer	[] Director []	General and/o Managing Partner
Full Name (Last nam	ne first, if individual	1)			
Business or Resider	nce Address (Numi	ber and Street, (City, State, Zip Code	2)	, , , , , , , , , , , , , , , , , , ,
Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[] Executive Officer	[] Director []	General and/o Managing Partner
Full Name (Last nam	ne first, if individua	1)			
Business or Resider	nce Address (Num	ber and Street (City State Zin Code	<u> </u>	

Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[] Executive Officer	[] Director	_	General and/or Managing Partner
Full Name (Last nam	e first, if individual)				
Business or Residen	ce Address (Numb	per and Street, C	City, State, Zip Code)		
Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[] Executive Officer	[] Director		General and/or Managing Partner
Full Name (Last nam	e first, if individual)				
Business or Residen	ce Address (Numb	per and Street, C	City, State, Zip Code)		
Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[] Executive Officer	[] Directo	• •	General and/or Managing Partner
Full Name (Last nam	e first, if individual)				
Business or Residen	ce Address (Numb	per and Street, C	City, State, Zip Code	:)		
(Use blank sh	eet, or copy and	use additional d	copies of this shee	t, as neces	sary.)
	B. INFOR	MATION ABOU	IT OFFERING			
1. Has the issuer soloffering?	d, or does the issu	er intend to sell,	to non-accredited in	nvestors in t	his	Yes No
		• •	Column 2, if filing ur			
2. What is the minim	um investment tha	it will be accepte	ed from any individua	al?		\$420
3. Does the offering	permit joint owners	ship of a single u	ınit?			Yes No [] [X]
4. Enter the informat or indirectly, any con with sales of securities a broker or dealer rebroker or dealer. If more broker or dealer, you	nmission or similar es in the offering. I gistered with the S ore than five (5) p	remuneration for if a person to be SEC and/or with sersons to be list	or solicitation of pure listed is an associa a state or states, list ed are associated p	chasers in co ted person of t the name of ersons of su	onnec or age of the	tion
Full Name (Last nam	ne first, if individua	I) N/A				
Business or Residen	ce Address (Numi	ber and Street, 0	City, State, Zip Code	e)		
Name of Associated	Broker or Dealer					
States in Which Pers (Check "All States					[]	All States

(Chec	k "All S	States"	or checl	k indivi	dual Sta	ates)	•••••			[] 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 Na	ame (La	st name	first, if i	ndividua	l)					,		
Busine	ss or R	esidenc	e Addres	ss (Num	ber and	Street, C	ity, State	e, Zip Co	de)			
Name	of Asso	ciated B	roker or	Dealer								
						Intends ates)		t Purchas	sers	[] All St	ates
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Name	of Asso	ciated E	Broker or	Dealer								•
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(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]
-	(Use bla	nk she	et, or co	py and	use add	ditional	copies o	of this st	eet, as i	necessa	ry.)	•

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	\$2,000	\$2,000

[X] Common [] Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify).	\$	\$
Total	\$2,000	\$2,000
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 Non-accredited Investors	2	\$2,000 <u> </u>
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 <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, 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] \$2,000
Accounting Fees	[]	\$
Engineering Fees	- '	\$
Sales Commissions (specify finders' fees separately)	[]	\$

Other Expenses (identify)		. []\$
Total		. []\$
b. Enter the difference between the aggregate offe C - Question 1 and total expenses furnished in res difference is the "adjusted gross proceeds to the is 5. Indicate below the amount of the adjusted gross or proposed to be used for each of the purposes s purpose is not known, furnish an estimate and che estimate. The total of the payments listed must equiproceeds to the issuer set forth in response to Par	ponse to Part C - Question 4. suer."	
		Payments to Officers, Payment Directors, & To Affiliates Others
Salaries and fees		[] \$ \$
Purchase of real estate		[] [] \$
Purchase, rental or leasing and installation of and equipment		[] [] \$\$
Construction or leasing of plant buildings and	facilities	[] \$ \$
Acquisition of other businesses (including the securities involved in this offering that may be exchange for the assets or securities of anot pursuant to a merger)	e used in her issuer	[] [] \$\$
Repayment of indebtedness		[] \$\$_
Working capital		[] \$\$
Other (specify):		[] \$\$
		[] \$\$
Column Totals		[] \$ \$
Total Payments Listed (column totals added)		[]\$0_
D. FEDERAL	SIGNATURE	
The issuer has duly caused this notice to be signe this notice is filed under Rule 505, the following signe to furnish to the U.S. Securities and Exchange Co information furnished by the issuer to any non-acc Rule 502.	gnature constitutes an underta mmission, upon written reque	aking by the issuer ist of its staff, the
Issuer (Print or Type)	Signature	Date
FamilyTrackers, Inc.	Dene Clase	e 14/30/02

1	2		3			4		5	
	Intend to to non-acc investors i (Part B-It	redited n State	Type of security and aggregate offering price offered in state (Part C-Item 1)	Number of	nount pur (Part	investor and rchased in State C-Item 2) Number of		Disqualifi under Stat (if yes, a explanat waiver gr (Part E-It	e ULOE attach tion of anted)
State	Yes	No		Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		No	Common \$2000	2	2000	0	0		
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http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002