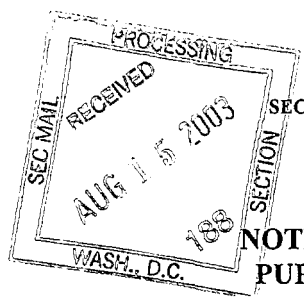


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FORM D



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

OMB APPROVAL table with OMB Number, Expires, and Estimated average burden.

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED.

Name of Offering () check if this is an amendment and name has changed, and indicate change. Psychiatric Genomics, Inc. 2003 Bridge Financing

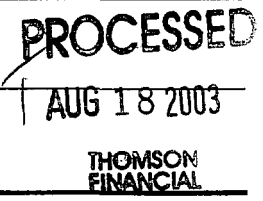
A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer. Name of Issuer () check if this is an amendment and name has changed, and indicate change. Psychiatric Genomics, Inc. Address of Executive Offices, Telephone Number, Address of Principal Business Operations, Telephone Number, Brief Description of Business.



Type of Business Organization: [X] corporation, [] limited partnership, already formed, [] other (please specify), [] business trust, [] limited partnership, to be formed.

Actual or Estimated Date of Incorporation or Organization: Month 01, Year 00, [X] Actual, [] Estimated. Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) 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. 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. Information Required: A new filing must contain all information requested. 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.

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.

Handwritten mark

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)

Oxford Bioscience Partners III L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

315 Post Road West Westport CT 06880

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

Full Name (Last name first, if individual)

GIMV n.v.

Business or Residence Address (Number and Street, City, State, Zip Code)

Karel Oomsstraat 37, B-2018 Antwerpen Belgium

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

Full Name (Last name first, if individual)

Chipkin, Richard E.

Business or Residence Address (Number and Street, City, State, Zip Code)

19 Firstfield Road Gaithersburg MD 20878

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

Full Name (Last name first, if individual)

Scott, William A.

Business or Residence Address (Number and Street, City, State, Zip Code)

1021 Creamery Road Newtown PA 18940

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

Full Name (Last name first, if individual)

Theil, David A.

Business or Residence Address (Number and Street, City, State, Zip Code)

19 Firstfield Road Gaithersburg MD 20878

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

Full Name (Last name first, if individual)

Walton, Alan G.

Business or Residence Address (Number and Street, City, State, Zip Code)

Oxford Bioscience Partners 315 Post Road West Westport CT 06880

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

Full Name (Last name first, if individual)

Mullinix, Kathleen

Business or Residence Address (Number and Street, City, State, Zip Code)

Synaptic Pharmaceutical Corporation 215 College Road Paramus NJ 07652

(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

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

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. It 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.

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.)

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 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.

Type of Security	Aggregate Offering Price	Amount Already Sold	
Debt	\$ _____	\$ _____	
Equity.....	\$ _____	\$ _____	
	<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ 6,000,000	\$ 6,000,000	(1)
Partnership Interests.....	\$ _____	\$ _____	
Other (Specify _____)	\$ _____	\$ _____	
Total	\$ 6,000,000	\$ 6,000,000	(1)

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.....	1	\$ 6,000,000	(1)
Non-accredited Investors.....	0	\$ 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 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 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.

Transfer Agent's Fees	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 30,000
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
Total	<input type="checkbox"/>	\$ _____

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."

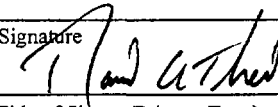
\$ 5,970,000

5. Indicate below the amount of the adjusted gross proceed 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	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital	<input checked="" type="checkbox"/> \$ _____	<input type="checkbox"/> \$ <u>5,970,00</u>
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$ <u>5,970,000</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) Psychiatric Genomics, Inc.	Signature 	Date 8/13/03
Name of Signer (Print or Type) David A. Theil	Title of Signer (Print or Type) Chief Financial Officer and Treasurer	

ATTENTION

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

Psychiatric Genomics, Inc.

Note to Form D dated August 1, 2003

1. A Convertible Promissory Note (the "Note") was issued by Psychiatric Genomics, Inc. (the "Company") to The Stanley Medical Research Institute ("SMRI"), in connection with a bridge financing transaction consummated on August 1, 2003. The principal of (and interest accrued on) the Note is automatically convertible into shares of Series C Preferred Stock if the Company closes an initial Series C Offering of at least \$5 million prior to September 30, 2003. If a Series C Offering is not closed prior to September 30, 2003, then the principal of (and interest accrued on) the Note becomes automatically convertible into securities issued upon the closing of an equity offering of at least \$5 million prior to July 31, 2005 (a "Subsequent Offering"). After July 31, 2005, the principal of (and interest accrued on) the Note may, at SMRI's option, be converted into shares of the Company's Series B Preferred Stock (or securities issued by the Company after August 1, 2003 with rights, privileges or preferences superior to Series B Preferred Stock or with a conversion price lower than the conversion price of Series B Preferred Stock, if any). The Company's Series B Preferred Stock is convertible into Common Stock of the Company.

The Company also issued a Preferred Stock Purchase Warrant (the "Warrant") to SMRI in connection with the bridge financing. If the Subsequent Offering occurs prior to July 31, 2005, then the Warrant shall be exercisable for that number of shares of the Company's securities issued in the Subsequent Offering as is equal to the sum of the outstanding principal of the Note, plus all accrued but unpaid interest on the Note at the time of exercise, divided by the price paid by other investors in the Subsequent Offering. After July 31, 2005, the Warrant shall be exercisable for that number of shares of the Company's Series B Preferred Stock (or securities issued by the Company after August 1, 2003 with rights, privileges or preferences superior to Series B Preferred Stock or with a conversion price lower than the conversion price of Series B Preferred Stock, if any) as is equal to the sum of the outstanding principal of the Note, plus all accrued but unpaid interest on the Note at the time of exercise, divided by then existing price at which a share of Series B Preferred Stock (or such other security) is then convertible into a share of the Company's Common Stock.