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FORM D

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

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	FORM D		
NOTICE	E OF SALE OF SECURITIES PURSUANT TO REGULATION D,		USE ONLY
	SECTION 4(6), AND/OR	Prefix	Serial
UNIFO	ORM LIMITED OFFERING EXEMPTION	DATE	PECENTED
		DAII I I	E RECEIVED
Name of Offician (7) shock if this is	an amendment and name has changed, and indicate change.)		
Series C Convertible Preferred Stor	<i>c</i> , <i>c</i> ,		DECENTED CO.
Filing Under (Check box(es) that app Type of Filing: ■ New Filing □ A	ly): □ Rule 504 □ Rule 505 ■ Rule 506 □ Section mendment	4(6) 🗆 ULOE	The state of the s
	A. BASIC IDENTIFICATION DATA	A WIA	(
1. Enter the information requested ab	oout the issuer		405 18
Name of Issuer ( check if this is an	amendment and name has changed, and indicate change.)	No.	100/3/
Nantero, Inc.			
Address of Executive Offices (	Number and Street, City, State, Zip Code)	Telephone Number (Include	ling Area Code)
25-D Olympia Avenue, Woburn, M	IA 01801	781-932-5338	
Address of Principal Business Operat different from Executive Offices)	tions (if (Number and Street, City, State, Zip Code)	Telephone Number (Includ	ding Area Code)
Brief Description of Business:			SECRET
To develop, manufacture and sell n	nemory storage devices using nanotubes.		PROCESSED
Type of Business Organization			MAR 1 6 2005
■ corporation	☐ limited partnership, already formed	☐ other (please specify):	MAIN 2 0 Ease
□ business trust	☐ limited partnership, to be formed	<u></u>	THOMSON -
	Month Year		Financial
Actual or Estimated Date of Incorpor			
Jurisdiction of incorporation of Organ	nization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction		

## 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 USC 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.

When 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 a 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.

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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.

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		A. BASIC IDENT	IFICATION DATA		
<ul> <li>Enter the information requested for t</li> <li>Each promoter of the issuer, if</li> <li>Each beneficial owner having t</li> <li>Each executive officer and dire</li> <li>Each general and managing pa</li> </ul>	the issuer has be the power to vote ector of corporate	e or dispose, or direct the issuers and of corporate	vote or disposition of, 10	% or more of a cl	ass of equity securities of the issuer; hip issuers; and
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Salamana) Cara					
Schmergel, Greg Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
Dusiness of Residence Address	(Ivamoci ana s	succi, esty, state, 22p eo	uc)		
c/o Nantero, Inc., 25-D Olympia Avenue	e, Woburn, MA				
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Rueckes, Thomas					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)	·	
	(	,,,,,	,		
c/o Nantero, Inc., 25-D Olympia Avenue	e, Woburn, MA	01801			
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Segal, Brent M.					
Business or Residence Address	(Number and S	treet, City, State, Zip Cox	de)		
	•		,		
c/o Nantero, Inc., 25-D Olympia Avenu	e, Woburn, MA	01801	·		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Bilous, OB					
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	ie)		
Charles Boy (co) that Apply:	<del></del>				
Check Box(es) that Apply:  Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
ruii Name (Last name first, if individual)					
Fonstad, Jennifer					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
de Duncan Eigh on James and 1711	I D 2002 C	IIIII Dand Caita 150 N	Annie Denie CA 04025		
c/o Draper Fisher Jurvetson Fund VII, Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	Executive Officer	■ Director	General and/or Managing Portner
Full Name (Last name first, if individual)	1 Promotes	O Belleficial Owller	□ Executive Officer	Director	☐ General and/or Managing Partner
Ton Pane (East name inst, it morridan)					
d'Arbeloff, Alex					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
c/o Nantero, Inc., 25-D Olympia Avenu	e Wohurn MA	01801			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	L I TOMOTE	Descrictar Owner	B Executive Officer	- Director	Concrat and of Managing Farther
Ton Figure (2001 mane 1110), it monitorally		4			
Sachs, Bruce		·		<u> </u>	
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
c/o Charles River Partnership XI, L.P.,	100 Winter Str	eet. Suite 3300. Walthar	m. MA 02451		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	27101110101	_ Domerican o when			
,					
Tai, Bill			<del></del>		······
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
c/o Charles River Partnership XI, L.P.,	100 Winter Str	eet, Suite 3300. Walthar	m, MA 02451		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner

(Number and Street, City, State, Zip Code)

c/o Globespan Capital Partners IV, L.P., One Boston Place, Suite 2810, Boston, MA 02108

Full Name (Last name first, if individual)

Business or Residence Address

Naik, Ullas

## A. 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 □ Director Full Name (Last name first, if individual) Draper Fisher Jurvetson Fund VII, L.P. **Business or Residence Address** (Number and Street, City, State, Zip Code) 2882 Sand Hill Road, Suite 150, Menlo Park, CA 94025 Check Box(es) that Apply: □ Promoter ■ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Globespan Capital Partners IV, L.P. **Business or Residence Address** (Number and Street, City, State, Zip Code) One Boston Place, Suite 2810, Boston, MA 02108 Check Box(es) that Apply: □ Promoter ■ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Charles River Partnership XI, L.P. **Business or Residence Address** (Number and Street, City, State, Zip Code) 100 Winter Street, Suite 3300, Waltham, MA 02451 Attn: Bruce Sachs □Executive Officer Check Box(es) that Apply: □ Promoter □ Beneficial Owner □ 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: ☐ Promoter ☐ Beneficial Owner □ Executive Officer ☐ General and/or Managing Partner □ Director Full Name (Last name first, if individual) **Business or Residence Address** (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter □ 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: □ Promoter □ 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 Managing Partner □ Promoter □ Director Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

	B. INFORMATION ABOUT OFFERING		
		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		•
	Answer also in Appendix, Column 2, if filing under ULOE.		
2.	What is the minimum investment that will be accepted from any individual?	\$	n/a
2	Describe White angle is in a secretary of a single wing	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, 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.		
Fuli Non	I Name (Last name first, if individual) ne		
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)		
Nan	ne of Associated Broker or Dealer		
State	tes in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
- l	[AL]       _ [AK]       _ [CA]       _ [CO]       _ [CT]       _ [DC]       _ [FL]       _ [GA]         [IL]       _ [IN]       _ [IA]       _ [KS]       _ [KY]       _ [LA]       _ [ME]       _ [MD]       _ [MA]       _ [MI]       _ [MN]         [MT]       _ [NE]       _ [NV]       _ [NH]       _ [NJ]       _ [NM]       _ [NY]       _ [NC]       _ [ND]       _ [OH]       _ [OK]         [RI]       _ [SC]       _ [SD]       _ [TN]       _ [TX]       _ [UT]       _ [VT]       _ [VA]       _ [WA]       _ [WV]       _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	l name (Last name first, if individual)		
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)		
Nan	me of Associated Broker or Dealer		
Stat	tes 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]         [IL]       _ [IN]       _ [IA]       _ [KS]       _ [KY]       _ [LA]       _ [ME]       _ [MD]       _ [MA]       _ [MI]       _ [MN]         [MT]       _ [NE]       _ [NV]       _ [NH]       _ [NJ]       _ [NM]       _ [NY]       _ [NC]       _ [ND]       _ [OH]       _ [OK]         [RI]       _ [SC]       _ [SD]       _ [TN]       _ [TX]       _ [UT]       _ [VT]       _ [VA]       _ [WA]       _ [WV]       _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	l Name (Last name first, if individual)		
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)		
Nan	me of Associated Broker or Dealer		
Stat	tes in which Person Listed Has Solicited or Intends to Solicit Purchasers		· · · · · · · · · · · · · · · · · · ·
	(Check "All States" or check individual States)	All States	
_ [ _ [	[AL]       _ [AK]       _ [AZ]       _ [AR]       _ [CO]       _ [CT]       _ [DE]       _ [DC]       _ [FL]       _ [GA]         [IL]       _ [IN]       _ [IA]       _ [KS]       _ [KY]       _ [LA]       _ [ME]       _ [MD]       _ [MA]       _ [MI]       _ [MN]         [MT]       _ [NE]       _ [NV]       _ [NN]       _ [NY]       _ [NC]       _ [ND]       _ [OH]       _ [OK]         [RI]       _ [SC]       _ [SD]       _ [TN]       _ [TX]       _ [VT]       _ [VA]       _ [WA]       _ [WV]       _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [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.	already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box $\square$ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$ <u>15,999,997</u>	\$ <u>14,999,996.04</u>
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$15,999,997	\$ <u>14,999,996.04</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 of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	28	\$ <u>14,999,996.04</u>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE		<del>*</del>
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	<b>-</b>	\$ 50,000
	Accounting Fees	_	\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$
	Total	=	\$50,000

I and total expenses furnished in response to Par "adjusted gross proceeds to the issuer."				5.	15,949,997
Indicate below the amount of the adjusted gross   for each of the purposes shown. If the amount for and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in the	or any purpose is not known, furnish a total of the payments listed must equ	n estimate ial the			
			Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees		n	<b>s</b>	تا	\$
Purchase of real estate		Ц	<b>S</b>	נו	\$
Purchase, rental or leasing and installation of ma	chinery and equipment	ப	<b>s</b>	ப	S
Construction or leasing of plant buildings and fur	cilities		\$	ט	5
Acquisition of other business (including the valuation that may be used in exchange for the assets or see					
merger)		u	<b>s</b>	LI	5
Repayment of indebtedness	***************************************	Ü	2		5
Working capital		דו	<b>S</b>	•	\$ 15,949,99
Other (specify):			\$	U	\$
		— .	S	Ц	\$
Column Totals			s <u></u>	•	\$ <u>15,949,99</u> °
Total Payments Listed (column totals added)			<b>= \$</b> 1	15,949,997	,
	D. FEDERAL SIGN,	ATURE			
		···· - <del>· · · · · · · · · · · · · · · · </del>			
issuer has duly caused this notice to be signed by					
dertaking by the issuer to furnish to the U.S. Sec		on written reque	st of its staff, the information	n furnishe	d by the issuer to a
accredited investor pursuant to paragraph (b)(2) o					
accredited investor pursuant to paragraph (b)(2) o					
excredited investor pursuant to paragraph (b)(2) o	Signature // 0 /	,	Date		
म (Print or Type)	<u> </u>	1	Date March 4,200	05	
∺ (Print or Type) leru, Inc.	Signature & Sh	1	11	05	
	Signature 2	/	11	05	

ATTENTION

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