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 N' Expires: Estimate hours pe | 05054788 | |
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|--|-----------------------------------|----------|--|

SEC USE ONLY

Serial

Prefix

| UNIFORM LIN | IIIED OFFERING EXEMPTION | DATE RECEIVED |
|--|---|--|
| Name of Offering (□ check if this is an amendment Limited Partnership Interests | ent and name has changed, and indicate change.) | 1327539 |
| Filing Under (Check box(es) that apply): Type of Filing: ■ New Filing □ Amendment | □ Rule 504 □ Rule 505 ■ Rule 506 □ Sectio | n 4(6) □ ULOE |
| | A. BASIC IDENTIFICATION DAT | ГА |
| 1. Enter the information requested about the issu | er | |
| Name of Issuer (□ check if this is an amendment | and name has changed, and indicate change.) | |
| North Bridge Venture Partners VI, L.P. | | |
| Address of Executive Offices (Number and | Street, City, State, Zip Code) | Telephone Number (Including Area Code) |
| 950 Winter Street, Suite 4600, Waltham, MA | 02451 | 781-290-0004 |
| Address of Principal Business Operations (if different from Executive Offices) | (Number and Street, City, State, Zip Code) | Telephone Number (Including Area Code) |
| Brief Description of Business: | | B |
| Type of Business Organization | | PRUCESSED |
| □ corporation | ☐ limited partnership, already formed | □ other (please specify): |
| □ business trust | ■ limited partnership, to be formed | MAY 1 9 2005 |
| | Month Year | |
| Actual or Estimated Date of Incorporation or Org Jurisdiction of Incorporation or Organization: (En | ganization 05 05 | e: Financia |

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.

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 | | | | | |
|--|----------------|-----------------------------|----------------------|-------------|-----------------------------------|
| 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 Partner |
| Full Name (Last name first, if individual) | | | | | |
| North Bridge Venture Management VI, | ı P | | | | |
| Business or Residence Address | | Street, City, State, Zip Co | de) | | |
| | 251 02151 | | | | |
| 950 Winter Street, Suite 4600, Waltham, Check Box(es) that Apply: | | ☐ Beneficial Owner | El Eventing Office | ¬ Discotor | ■ General Partner |
| Full Name (Last name first, if individual) | □ Promoter | □ Beneficial Owner | ☐ Executive Officer | □ Director | ■ General Partner |
| run vame (East name mst, n muviduar) | | | | | |
| NBVM GP, LLC | | | | | |
| Business or Residence Address | (Number and S | Street, City, State, Zip Co | ide) | | |
| 950 Winter Street, Suite 4600, Waltham, | , 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) | | | · | | |
| | | | | | |
| Business or Residence Address | (Number and S | treet, City, State, Zip Coo | de) | | |
| | | | | | |
| Check Box(es) that Apply: | | = D . C : 10 | - F O.C. | | |
| Full Name (Last name first, if individual) | ☐ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | □ Director | ☐ General and/or Managing Partner |
| Tan Pane (East name 1115t, 11 marridan) | | | | | |
| | | | | | |
| Business or Residence Address | (Number and S | treet, City, State, Zip Coo | de) | | |
| | | | | | |
| 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 S | Street, City, State, Zip Co | ode) | | |
| | | | | | |
| Check Box(es) that Apply: | □ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | □ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) | LI HOMOTE! | Deficited Owner | Li Executive Officer | _ Director | d General and/or Managing Faither |
| , | | | | | |
| Business or Residence Address | (Number and S | Street, City, State, Zip Co | oda) | | |
| Business of Residence Address | (Number and a | street, City, State, Zip CC | oue) | | |
| | | | | | |
| 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 C | ode) | | |
| | | | | | • |
| Check Box(es) that Apply: | □ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | □ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) | | C Denominal Owner | _ Executive Officer | _ Director | Ochera anotor managing rather |
| , | | | | | |
| Business or Residence Address | (Number and | Street, City, State, Zip C | ode) | | |
| Dusiness of Residence Address | (INUITIDEL AND | Street, City, State, ZIP C | oucj | | |
| | | | | | |

| B. INFORMATION ABOUT OFFERING | | | | | | | |
|--|---|--------------------------------------|--------------------------------------|--|--|--|--|
| | Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | Yes | No | | | | |
| 1. | Answer also in Appendix, Column 2, if filing under ULOE. | | • | | | | |
| 2. | What is the minimum investment that will be accepted from any individual? | \$ <u>n/a</u> | | | | | |
| _ | | Yes | No | | | | |
| 3. 4 . | Does the offering permit joint ownership of a single unit? | • | | | | | |
| ٠٠. | | | | | | | |
| Full Non | Name (Last name first, if individual) | | | | | | |
| | siness or Residence Address (Number and Street, City, State, Zip Code) | | | | | | |
| 240 | mes of feeter feet feet and of the states, only, only, only, or only | | | | | | |
| Nan | me 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 | | | | | |
|]] _ | [AL] _ [AK] _ [AZ] _ [AR] _ [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) | "una seema" | | | | | |
| 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] _ [NV] _ [NV] _ [NV] _ [NV] _ [NV] _ [NV] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI] | _ [HI] _ [MS] _ [OR] _ [WY] | _ [JD] _ [MO] _ [PA] _ [PR] | | | | |
| Full | l Name (Last name first, if individual) | | | | | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) | | | | | | | |
| Nan | me 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] [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] | | | | |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

, -A

| 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 pand 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 | \$ | \$ |
| | □ Common □ Preferred | | |
| | Convertible Securities (including warrants) | \$ | \$ |
| | Partnership Interests | \$ 515,000,000 | \$ 0 |
| | Other (Specify) | \$ | \$ |
| | Total | \$ 515,000,000 | \$ 0 |
| | Answer also in Appendix, Column 3, if filing under ULOE. | 0_01012000000 | <u> </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 | 0 | \$ <u> </u> |
| | Non-accredited Investors | | \$ |
| | Total (for filings under Rule 504 only) | | Φ |
| | Answer also in Appendix, Column 4, if filling 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 Security | Dollar Amount Sold |
| | Type of offering | Security | 3010 |
| | 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 | | \$_200,000 |
| | Accounting Fees | | \$ |
| | Engineering Fees | | \$ |
| | Sales Commissions (specify finders' fees separately) | _ | \$ |
| | Other Expenses (identify) | 0 | \$ |
| | Total | _ | \$ 200,000 |

| | C. OFFERING PRI | CE, NUMBER OF INVESTORS, EXE | PENSES ANI | USE OF PROCEEDS | | |
|------|---|---|------------------|--|----------------------------|---|
| | b. Enter the difference between the aggregate offel and total expenses furnished in response to Part "adjusted gross proceeds to the issuer." | C - Question 4.a. This difference is the | | | \$. | 514,800,000 |
| 5. | Indicate below the amount of the adjusted gross proceeds 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 | | | \$ | | \$ |
| | Purchase of real estate | | | \$ | | \$ |
| | Purchase, rental or leasing and installation of mac | hinery and equipment | | \$ | | \$ |
| | Construction or leasing of plant buildings and faci | ilities | | \$ | | \$ |
| | Acquisition of other business (including the value that may be used in exchange for the assets or sec | of securities involved in this offering urities of another issuer pursuant to a | | | | |
| | merger) | | | \$ | | \$ |
| | Repayment of indebtedness | | | \$ | | \$ |
| | Working capital | | | \$ | | \$ <u>514,800,000</u> |
| | Other (specify): | | | \$ | | \$ |
| | | | | | | |
| | | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | | \$ | | \$ |
| | Column Totals | | • | \$0 | | \$ <u>514,800,000</u> |
| | Total Payments Listed (column totals added) | | | ■ \$ <u>51</u> | <u>4,800,000</u> | _ |
| | | D. FEDERAL SIGNATU | RE | | | |
| an | e issuer has duly caused this notice to be signed by the undertaking by the issuer to furnish to the U.S. Secun-accredited investor pursuant to paragraph (b)(2) of | rities and Exchange Commission, upon v | If this notice i | s filed under Rule 505, the t of its staff, the information | following : n furnished | signature constitutes I by the issuer to any |
| lssi | uer (Print or Type) | € ignature | | Date | | |
| No | rth Bridge Venture Partners VI, L.P. | Theward Sellle | l | May 11, 2005 | | |
| Na | me of Signer (Print or Type) | Title of Signer (Print or Type) | | | | |
| Е | dward T. Anderson | Manager of the Gener | al Part | ner of the Issu | ıer | |
| | | | | | | |