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.

FORM D



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



05058976

FORM D

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

Serial
D

Name of Offering (check if this is an amendment and name has changed, and indica	ate change.)
Series C Preferred Stock Financing	
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505	☑ Rule 506 ☐ Section 4(6) ☐ ULOE
Type of Filing: ☑ New Filing ☐ Amendment	133 26 77
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 the changed of	ate change.)
Simple Star, Inc.	
Address of Executive Offices (Number and Street, City, State, Zip Co	de) Telephone Number (Including Area Code)
2325 3rd Street, Suite 424, San Francisco, CA 94107	(415) 861-7529
Address of Principal Business Operations (Number and Street, City, State, Zip Co	de) Telephone Number (Including Area Code)
(if different from Executive Offices)	
Brief Description of Business	ies to PCs and TVs.
Provides consumer software and services to help people manage and share their memoria	ies to PCs and TVs.
Type of Business Organization	198/8/
☑ corporation ☐ limited partnership, already formed	□ other (please specify):
□ business trust □ limited partnership, to be formed	
Month	Year
Actual or Estimated Date of Incorporation or Organization: 0 7	0 1 ⊠ Actual □ Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbre	eviation for State:
CN for Canada; FN for other foreign jurisdiction)	CA

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: <u>Five (5) copies</u> 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 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.

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 I	oartner of partnership is:	suers.		
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner ☑Executive Officer	☑Director	☐ General and/or Managing Partner
Full Name (Last name first, if in	dividual)			ivialiaging i artifer
Richard, Chad			,	
Business or Residence Address	(Number and Street, Cit	ry, State, Zip Code)		
c/o Simple Star, Inc., 2325 3r	d Street, Suite 424, S	an Francisco, CA 94107		
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner ☑Executive Officer	r ⊠ Director	☐ General and/or
Full Name (Last name first, if in	dividual)			Managing Partner
Rice, Peter				
Business or Residence Address	(Number and Street, Ci-	ty, State, Zip Code)		
c/e Simple Star, Inc., 2325 3r	d Street, Suite 424, S	an Francisco, CA 94107		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner ☑ Executive Officer	r 🗖 Director	☐ General and/or
Full Name (Last name first, if in	dividual)			Managing Partner
Edmunds, Michael				
Business or Residence Address	(Number and Street, Ci	ty, State, Zip Code)		
c/o Simple Star, Inc., 2325 3r	d Street, Suite 424, S	an Francisco, CA 94107		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner ☐ Executive Office	er 🖾 Director	☐ General and/or Managing Partner
Full Name (Last name first, if in	dividual)			ividilaging rathici
Hwang, Victor				
Business or Residence Address	(Number and Street, Cit	ty, State, Zip Code)		
1808 Lagoon View Drive, Tib	uron, CA 94920			
Check Box(es) that Apply:	☐ Promoter	⊠Beneficial Owner □ Executive Office	r 🗵 Director	☐ General and/or Managing Partner
Full Name (Last name first, if in	dividual)			ivialiaging rainici
Ascher, Brian				
Business or Residence Address	(Number and Street, Cit	ry, State, Zip Code)		
2494 Sand Hill Road, Suite 2	00, Menio Park, CA 9	4025		
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner □ Executive Office	T Director	☐ General and/or Managing Partner
Full Name (Last name first, if in	dividual)			ivininging i didici
Funds affiliated with Venrock	Associates			
Business or Residence Address	(Number and Street, Ci	ty, State, Zip Code)		
30 Rockefeller Plaza, Room 5	5508, New York, NY 1	0112		

for an arm of the control of the con

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?			X
2. What is the minimum investment that will be accepted from any individual?		\$	10,000.00
		Yes	No
 Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, directly or indirectly. 			X
commission or similar remuneration for solicitation of purchasers in connection with sales of security			
offering. If a person to be listed is an associated person or agent of a broker or dealer registered with	n 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 associated persons of such a broker or dealer, you may set forth the information for that broker or dealer or			
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]
	[MN]		[MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
Full Name (Last name first, if individual)		<u> </u>	
run ivane (Last name inst, ii muividual)			
Business or Residence Address (Number and Street, City, State, Zip Code)			
Dushiess of Residence Address (Number and Bleet, City, Blate, Zip Code)			
Name of Associated Broker or Dealer			
Traine of Associated Dioxer of Deater			
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers			
		_	A 11 Ct t
(Check "All States" or check individual States)			All States
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI]	[GA] [MN]	[MS]	[ID] [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] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE O	F 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	Amount Already
**	Offering Pri	ce Sold
Debt	\$ 0	\$ 0
Equity	\$ <u>8,460,705</u>	<u>.36</u> \$ 7,383,259.58
□ Common ⊠ Preferred		
Convertible Securities (including warrants)	\$ 0	
Partnership Interests	\$ 0	\$ 0
Other (Specify).		<u>\$</u> 0
Total	\$ <u>8,460,705</u>	<u>.36</u> \$ <u>7,383,259.58</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 Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.	4	<u>\$ 7,383,259.58</u>
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	Dollar Amount
Rule 505	Security	Sold \$
Regulation A	******	s
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		☒ \$ 70,000.00
Accounting Fees		\$
Engineering Fees.		□ \$
Sales and Commissions (specify finders' fees separately)		□ \$
Other Expenses (identify)		- \$

■ \$ 70,000.00

200	C. OFFERING PRICE, NUMBE	R OF INVESTORS, EXPENSES	S Al	ND USE OF PRO	CEEDS	
	b. Enter the difference between the aggregate of C - Question I and total expenses furnished in respondifference is the "adjusted gross proceeds to the issue	nse to Part C - Question 4.a. This				\$ 8,390,705.36
5.	Indicate below the amount of the adjusted gross proposed to be used for each of the purposes shown not known, furnish an estimate and check the box to of the payments listed must equal the adjusted gross response to Part C - Question 4.b above.	If the amount for any purpose is the left of the estimate. The total				
	response to rail C - Question 4.0 above.			Payments to Officers, Directors, & Affiliates		Payments to Others
	Salaries and fees			\$		\$
	Purchase of real estate			\$		\$
	Purchase, rental or leasing and installation of	machinery and equipment		\$		\$
	Construction or leasing of plant buildings and	facilities		\$		\$
	Acquisition of other businesses (including the this offering that may be used in exchange another issuer pursuant to a merger)	for the assets or securities of		\$		\$
	Repayment of indebtedness			\$		\$
	Working capital			\$	X	\$ <u>8,390,705.36</u>
	Other (specify):			\$		\$
						\$
	Column Totals				X	\$_8,390,705.36
	Total Payments Listed (column totals added)				X	\$ <u>8,390,705.36</u>
		n Eengdal Signatude	*******			
sign	issuer has duly caused this notice to be signed by the ature constitutes an undertaking by the issuer to furnismation furnished by the issuer to any non-accredited i	undersigned duly authorized person th to the U.S. Securities and Excha	n. Ii nge	f this notice is filed Commission, upon	l under]	Rule 505, the following
	er (Print or Type)	Signature			Date	
Sim	ple Star, Inc.			0	Jun	e <u>2 2</u> , 2005
	e of Signer (Print or Type) d Richard	Title of Signer (Print Chief Executive O				

- ATTENTION ----

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