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

OMB APPROVAL OMB Number: 3235-0076 Expires: December 31, 1993 Estimated average burden



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FORM D

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

SEC USE ONLY Prefix Serial DATE RECEIVED

Name of Offering () check if this is an amendment and name has changed, and indicate change. Series C Preferred Stock, Warrants to purchase Common Stock and Common Stock issuable upon conversion of such Series C Preferred Stock and exercise of such Warrants.

Filing Under (Check box(es) that apply): () Rule 504 () Rule 505 (X) Rule 506 (X) Section 4(6) () ULOE

Type of Filing: (X) New Filing () Amendment

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.

Apta Software, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

5151 East Broadway, Suite 900, Tucson, AZ 85711

(520) 663-0250

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business

Computer technology services.

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:

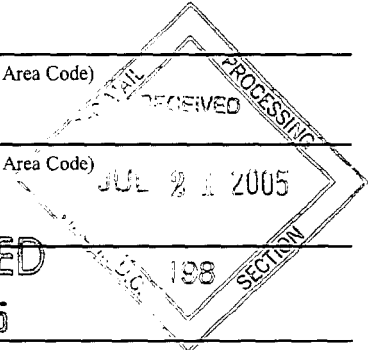
Month 0 3

Year 0 0

(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)

D E



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THOMSON FINANCIAL B

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 C.F.R. 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. 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.

A. BASIC IDENTIFICATION DATA

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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)

Gardner, Stephen W.

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

5151 East Broadway, Suite 900, Tucson, AZ 85711

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

Full Name (Last name first, if individual)

O'Rielly, Richard B.

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

940 N. Finance Center Drive, Suite #290, Tucson, AZ 85751

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

Full Name (Last name first, if individual)

Dorf, Roger

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

5151 East Broadway, Suite 900, Tucson, AZ 85711

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

Full Name (Last name first, if individual)

Ferguson, Frank

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

8 Holton Road, Lexington, MA 02124

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

Full Name (Last name first, if individual)

Gardner, Kirtland C.

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

5151 East Broadway, Suite 900, Tucson, AZ 85711

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

Full Name (Last name first, if individual)

Ferguson, Mitzi

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

8 Holton Road, Lexington, MA 02124

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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

Full Name (Last name first, if individual)

Diaz, Alfredo

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

5151 East Broadway, Suite 800, Tucson, AZ 85711

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

Full Name (Last name first, if individual)

Friesen, Robert H.

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

6805 North Los Leones Dr., Tucson, AZ 85718

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

Full Name (Last name first, if individual)

Coronado Venture Fund IV L.P.

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

P. O. Box 65420, Tucson, AZ 85728

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)

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? \$7,500

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. 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.

Full Name (Last name first, if individual)

N/A

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.)

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

1. Enter the aggregate offering price of securities 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.

		<u>\$3,000,000</u>
Type of Security	<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred	
		Aggregate Offering Price Amount Already Sold
Debt		\$0 _____ \$0 _____
Equity		\$0 _____ \$0 _____
Convertible Securities (including warrants) Series C Convertible Preferred Stock ¹		\$3,000,000 _____ \$3,000,000 _____
Partnership Interests		\$0 _____ \$0 _____
Other (Specify _____)		\$0 _____ \$0 _____
Total		\$3,000,000 _____ \$3,000,000 _____

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		29 _____	\$3,000,000 _____
Non-accredited Investors		0 _____	\$0 _____
Total (for filings under Rule 504 only)		N/A _____	\$ _____

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 Security	Dollar Amount Sold
Type of Offering			
Rule 505		N/A _____	\$N/A _____
Regulation A		N/A _____	\$N/A _____
Rule 504		N/A _____	\$N/A _____
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	<input type="checkbox"/>	\$0 _____
Printing and Engraving Costs	<input type="checkbox"/>	\$0 _____
Legal Fees	<input checked="" type="checkbox"/>	\$15,000 _____
Accounting Fees	<input type="checkbox"/>	\$0 _____
Engineering Fees	<input type="checkbox"/>	\$0 _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$0 _____
Other Expenses (identify): Blue Sky filing fees	<input checked="" type="checkbox"/>	\$1,000 _____
Total	<input checked="" type="checkbox"/>	\$16,000 _____

¹ Series C Convertible Preferred Stock and Warrants to purchase Common Stock and Common Stock issuable upon conversion of such Series C Preferred Stock and exercise of such Warrants

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

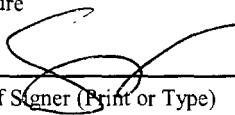
b. Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C-Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$2,984,000

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	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Purchase of real estate.....	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
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"/> \$0	<input type="checkbox"/> \$0
Repayment of indebtedness	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Working capital	<input type="checkbox"/> \$0	<input checked="" type="checkbox"/> <u>\$2,984,000</u>
Other (specify):.....	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
- Redemption from Founders/Tender Offer to Existing Stockholders		<input type="checkbox"/>
Column Totals	<input type="checkbox"/> \$0	<input checked="" type="checkbox"/> <u>\$2,984,000</u>
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> <u>\$2,984,000</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 502.4

Issuer (Print or Type) APTA SOFTWARE, INC.	Signature 	Date <u>7/15/05</u> , 2005
Name of Signer (Print or Type) Stephen Gardner	Title of Signer (Print or Type) President	

ATTENTION

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

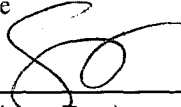
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
APTA SOFTWARE, INC.		7/13/05, 2005
Name (Print or Type)	Title (Print or Type)	
Stephen Gardner	President	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State UL0E (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No			Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
AL									
AK									
AZ		X	Series C Preferred Stock and Warrants to purchase Common Stock and Common Stock issuable upon conversion of such Series C Preferred Stock and exercise of such Warrants - \$3,000,000	15	\$922,900.00	0	0		X
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA		X	Series C Preferred Stock and Warrants to purchase Common Stock and Common Stock issuable upon conversion of such Series C Preferred Stock and exercise of such Warrants - \$3,000,000	5	\$1,550,000.00	0	0		X
MI									
MN									
MS									
MO									
MT									
NE									
NV									

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NH		X	Series C Preferred Stock and Warrants to purchase Common Stock and Common Stock issuable upon conversion of such Series C Preferred Stock and exercise of such Warrants - \$3,000,000	1	\$32,100.00	0	0		X
NJ									
NM		X	Series C Preferred Stock and Warrants to purchase Common Stock and Common Stock issuable upon conversion of such Series C Preferred Stock and exercise of such Warrants - \$3,000,000	1	\$25,000.00	0	0		X
NY		X	Series C Preferred Stock and Warrants to purchase Common Stock and Common Stock issuable upon conversion of such Series C Preferred Stock and exercise of such Warrants - \$3,000,000	1	\$20,000.00	0	0		X
NC									
ND									
OH									
OK									
OR									
PA		X	Series C Preferred Stock and Warrants to purchase Common Stock and Common Stock issuable upon conversion of such Series C Preferred Stock and exercise of such Warrants - \$3,000,000	1	\$100,000.00	0	0		X
RJ									
SC									
SD									
TN									
TX		X	Series C Preferred Stock and Warrants to purchase Common Stock and Common Stock issuable upon conversion of such Series C Preferred Stock and exercise of such Warrants - \$3,000,000	4	\$250,000.00	0	0		X
UT									
VT									

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
VA		X	Series C Preferred Stock and Warrants to purchase Common Stock and Common Stock issuable upon conversion of such Series C Preferred Stock and exercise of such Warrants - \$3,000,000	1	\$100,000.00	0	0		X
WA									
WV									
WI									
WY									
PR									