



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

PROCESSED

SEP 02 2005

REASON FOR RECALL

OMB APPROVAL table with fields: OMB Number: 3235-0076, Expires: May 31, 2002, Estimated average burden hours per response: 1.00

SEC USE ONLY table with fields: Prefix, Serial, DATE RECEIVED

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)

Cardiac Dimensions, Inc. - Series C Warrants

1285829

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

Type of Filing: [X] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer



05064892

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)

Cardiac Dimensions, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) 5540 Lake Washington Blvd. NE, Kirkland, Washington 98033

Telephone Number (Including Area Code) (425) 822-1090

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 Medical device company formed to develop and design novel tools for the treatment of congestive heart failure, and related conditions, through the use of minimally invasive therapies.

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: [12] [2000] [X] Actual [] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for 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. 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.

WS

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 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)

Stewart, Frederick A.

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

5540 Lake Washington Blvd. NE, Kirkland, Washington 98033

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

Full Name (Last name first, if individual)

Moody, Trevor

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

5540 Lake Washington Blvd. NE, Kirkland, Washington 98033

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

Full Name (Last name first, if individual)

Alferness, Clifton

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

5540 Lake Washington Blvd. NE, Kirkland, Washington 98033

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

Full Name (Last name first, if individual)

Chee, Brian

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

5540 Lake Washington Blvd. NE, Kirkland, Washington 98033

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

Full Name (Last name first, if individual)

Fitzsimmons, W. James

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

5540 Lake Washington Blvd. NE, Kirkland, Washington 98033

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

Full Name (Last name first, if individual)

Martin, Richard O.

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

5540 Lake Washington Blvd. NE, Kirkland, Washington 98033

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

Full Name (Last name first, if individual)

Sweeney, Michael

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

5540 Lake Washington Blvd. NE, Kirkland, Washington 98033

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

Full Name (Last name first, if individual)

Wheeler, Kurt

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

5540 Lake Washington Blvd. NE, Kirkland, Washington 98033

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

Full Name (Last name first, if individual)

Wypych, Erik A.

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

5540 Lake Washington Blvd. NE, Kirkland, Washington 98033

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director
	<input type="checkbox"/> General and/or Managing Partner			
Full Name (Last name first, if individual)				
Swinsford, Gary				
Business or Residence Address (Number and Street, City, State, Zip Code)				
5540 Lake Washington Blvd. NE, Kirkland, Washington 98033				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director
	<input type="checkbox"/> General and/or Managing Partner			
Full Name (Last name first, if individual)				
Reuter, David				
Business or Residence Address (Number and Street, City, State, Zip Code)				
5540 Lake Washington Blvd. NE, Kirkland, Washington 98033				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director
	<input type="checkbox"/> General and/or Managing Partner			
Full Name (Last name first, if individual)				
Norton, Mary				
Business or Residence Address (Number and Street, City, State, Zip Code)				
5540 Lake Washington Blvd. NE, Kirkland, Washington 98033				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director
	<input type="checkbox"/> General and/or Managing Partner			
Full Name (Last name first, if individual)				
Kamdar, Kirti				
Business or Residence Address (Number and Street, City, State, Zip Code)				
5540 Lake Washington Blvd. NE, Kirkland, Washington 98033				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director
	<input type="checkbox"/> General and/or Managing Partner			
Full Name (Last name first, if individual)				
Frazier Affiliates IV, L.P.				
Business or Residence Address (Number and Street, City, State, Zip Code)				
601 Union Street, Suite 3200, Seattle, WA 98101				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director
	<input type="checkbox"/> General and/or Managing Partner			
Full Name (Last name first, if individual)				
InterWest Partners VIII, L.P.				
Business or Residence Address (Number and Street, City, State, Zip Code)				
2710 Sand Hill Road, Second Floor, Menlo Park, CA 94025				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director
	<input type="checkbox"/> General and/or Managing Partner			
Full Name (Last name first, if individual)				
MPM Bioventures II – QP, L.P.				
Business or Residence Address (Number and Street, City, State, Zip Code)				
111 Huntington Avenue, 31st Floor, Boston, MA 02199				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director
	<input type="checkbox"/> General and/or Managing Partner			
Full Name (Last name first, if individual)				
Polars Venture Partners III, L.P.				
Business or Residence Address (Number and Street, City, State, Zip Code)				
1000 Winter Street, Suite 3350, Waltham, MA 02451-1215				

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
 [] [X]
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual?..... \$ **Not Applicable**
3. Does the offering permit joint ownership of a single unit?..... **Not Applicable** 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.

Not Applicable.

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.)

C. 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 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) Series C Preferred Stock Purchase Warrants	\$ 560,013	\$ 560,013
Partnership Interests	\$ _____	\$ _____
Other (specify)	\$ _____	\$ _____
 Total	 \$ 560,013	 \$ 560,013

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	<u>2</u>	\$ 560,013
Non-accredited Investors	_____	\$ _____
 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 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	[]	\$ 0
Printing and Engraving Costs	[]	\$ 0
Legal Fees	[X]	\$ 10,000
Accounting Fees	[]	\$ 0
Engineering Fees	[]	\$ 0
Sales Commissions (Specify finder's fees separately)	[]	\$ 0
Other Expenses (identify):	[]	\$ 0
 Total	 [X]	 \$ 10,000

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.”.....

\$ 550,013

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 machinery and equipment.....	[]	\$ _____ []	\$ _____
Construction or leasing of plant buildings and facilities	[]	\$ _____ []	\$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets of securities of another issuer pursuant to a merger).....	[]	\$ _____ []	\$ _____
Repayment of indebtedness.....	[]	\$ _____ []	\$ _____
Working capital.....	[]	\$ _____ [X]	\$ <u>550,013</u>
Other:	[]	\$ _____ []	\$ _____
Column totals	[]	\$ _____ [X]	\$ <u>550,013</u>
Total payments listed (column totals added)		[X] <u>\$550,013</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) Cardiac Dimensions, Inc.	Signature <i>Erik Wypych</i>	Date <u>8/12/05</u>
Name of Signer (Print or Type) Erik A. Wypych	Title of Signer (Print or Type) Chief Financial Officer	

Attention

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