

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 APPROVAL table with OMB Number 3235-0076, Expires May 31, 2005, and estimated average burden of 16.00 hours per form.

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields.

Name of Offering: Access Closure, Inc. Series C Preferred Stock Warrants. Filing Under: [X] Rule 506. Type of Filing: [X] New Filing.

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A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer



05065403

Name of Issuer: Access Closure, Inc.

Address of Executive Offices: 645 Clyde Avenue, Mountain View, CA 94043. Telephone Number: (650) 903-1000

Address of Principal Business Operations: (if different from Executive Offices). Telephone Number: (Including Area Code)

Brief Description of Business: Develops medical device.

Type of Business Organization: [X] corporation, [] limited partnership, already formed, [] other (please specify): FINANCIAL

Actual or Estimated Date of Incorporation or Organization: [07] [2002] [X] Actual [] Estimated. Jurisdiction of Incorporation or Organization: [DE]

GENERAL INSTRUCTIONS

Federal: Who Must File, When To File, Where to File, Copies Required, Information Required, 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.

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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)

Bagaosan, Celso

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

4441 Pomponi Street, Union City, CA 94587

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

Full Name (Last name first, if individual)

Bohane, Jonathan

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

480 Pine Bridge Place, Campbell, CA 95008

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

Full Name (Last name first, if individual)

Confluent Surgical, Inc.

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

101A First Avenue, Waltham, MA 02451, Attn: Amar Sawhney

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

Full Name (Last name first, if individual)

Gold, Jeffrey G.

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

70 Pine Ridge Way, Portola Valley, CA 94028

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

Full Name (Last name first, if individual)

Hopkins, L. Nelson

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

3 Gates Circle, Buffalo, NY 14209

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

Full Name (Last name first, if individual)

Khosravi, Farhad

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

308 Greenfield Avenue, San Mateo, CA 94403

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

Full Name (Last name first, if individual)

Kuhling, Rob

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

c/o ONSET IV Management, LLC, 2400 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)

ONSET IV Management, LLC

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

2400 Sand Hill Road, Suite 150, Menlo Park, CA 94025, Attn: Rob Kuhling

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

Full Name (Last name first, if individual)

Plain, Henry

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

221 Atherton Avenue, Atherton, CA 94027

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

Full Name (Last name first, if individual)

Sawhney, Amar

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

c/o Confluent Surgical, Inc., 101A First Avenue, 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)

TAC Management, L.L.C.

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

3200 Alpine Road, Portola Valley, CA 94028

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

Full Name (Last name first, if individual)

Wan, Mark

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

c/o TAC Management, L.L.C., 3200 Alpine Road, Portola Valley, CA 94028

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

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?..... \$ NONE
3. Does the offering permit joint ownership of a single unit?..... Yes No
[X] []
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. N/A

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.....	\$ <u>140,001.12</u>	\$ <u>0.00</u>
[] Common [X] Preferred		
Convertible Securities (including warrants convertible into Series C).....	\$ <u>140.00</u>	\$ <u>140.00</u>
Partnership Interests.....	\$ _____	\$ _____
Other	\$ _____	\$ _____
Total.....	\$ <u>140,141.12</u>	\$ <u>140.00</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	<u>2</u>	\$ <u>140.00</u>
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 Security	Type of Security	Dollar Amount Sold
Rule 505.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504.....	_____	\$ _____

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.....	[X]	\$ <u>5,000.00</u>
Accounting Fees.....	[]	\$ _____
Engineering Fees.....	[]	\$ _____
Sales Commissions (Specify finder's fees separately).....	[]	\$ _____
Other Expenses (identify):.....	[]	\$ _____
Total.....	[X]	\$ <u>5,000.00</u>

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.”

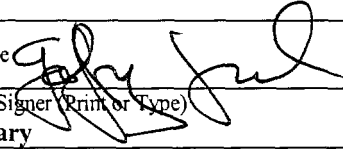
\$ 135,141.12

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"/>	\$ _____ []	\$ _____
Research and Development	<input type="checkbox"/>	\$ _____ []	\$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	\$ _____ []	\$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	\$ _____ []	\$ _____
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).....	<input type="checkbox"/>	\$ _____ []	\$ _____
Repayment of indebtedness.....	<input type="checkbox"/>	\$ _____ []	\$ _____
Working capital and general corporate purposes.....	<input type="checkbox"/>	\$ _____ [X]	\$ <u>135,141.12</u>
Other (specify):.....	<input type="checkbox"/>	\$ _____ []	\$ _____
Column totals	<input type="checkbox"/>	\$ _____ []	\$ _____
Total payments listed (column totals added)	<input type="checkbox"/>	\$ <u>135,141.12</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) Access Closure, Inc.	Signature 	Date 8/30/05
Name of Signer (Print or Type) Geoffrey P. Leonard	Title of Signer (Print or Type) Secretary	

Attention

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