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FORM D

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

OMB APPROVAL table with OMB Number 3235-0076, Expires April 30, 2008, and Estimated average burden 16.00 hours per response.

FORM D



05065553

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

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

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Protez Pharmaceuticals, Inc. - Series B Convertible Preferred Stock and Common Stock into which Series B shares are convertible

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.)

Protez Pharmaceuticals, Inc. Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 30 Spring Mill Drive, Malvern, PA 19355 (610) 695-0200

Brief Description of Business Research and development of novel antibiotics for difficult-to-treat infections.

Type of Business Organization corporation limited partnership, already formed other (please specify: business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 04 Year 03 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) 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.

Handwritten signature

**A. BASIC IDENTIFICATION**

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)

**Blake, Paul**

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

**c/o Cephalon, Inc., 145 Brandywine Parkway, West Chester, PA 19380-4245**

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

Full Name (Last name first, if individual)

**Burns, Christopher J.**

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

**c/o Protez Pharmaceuticals, Inc., 30 Spring Mill Drive, Malvern, PA 19355**

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

Full Name (Last name first, if individual)

**Cashman, Christopher M.**

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

**c/o Protez Pharmaceuticals, Inc., 30 Spring Mill Drive, Malvern, PA 19355**

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

Full Name (Last name first, if individual)

**Esser, Klaus**

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

**c/o Protez Pharmaceuticals, Inc., 30 Spring Mill Drive, Malvern, PA 19355**

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

Full Name (Last name first, if individual)

**Felker, Ezra**

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

**c/o Grants Park Advisors LLC, 733 Foss Avenue, Drexel Hill, PA 19026**

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

Full Name (Last name first, if individual)

**Horvitz, Scott M.**

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

**c/o Linguagen Corp., 2005 Eastpark Boulevard, Cranbury, NJ 08512-3515**

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

Full Name (Last name first, if individual)

**Johnson, Michael E.**

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

**c/o University of Illinois at Chicago, 900 South Ashland Avenue (MC 870), Chicago, IL 60607-7173**

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

Full Name (Last name first, if individual)  
**Maccicchini, Maria L.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Robin Hood Ventures 16, LP, 200 Musket Lane, Wayne, PA 19087**

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

Full Name (Last name first, if individual)  
**Xerri, Luigi**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Protez Pharmaceuticals, Inc., 30 Spring Mill Drive, Malvern, PA 19355**

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

Full Name (Last name first, if individual)  
**BTG International, Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**Five Tower Bridge, 300 Bar Harbor Drive, 7<sup>th</sup> Floor, West Conshohocken, PA 19428**

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

Full Name (Last name first, if individual)  
**Illinois Finance Authority**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**Two Prudential Plaza, 180 N. Stetson Ave., Suite 2555, Chicago, IL 60601**

**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?..... \$ 25,000
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. **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

**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.....	\$ 0	\$ 0
Equity – Series B Convertible Preferred Stock* .....	\$ 15,805,820.70	\$ 15,805,820.70
	<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred	
Convertible Securities (including warrants).....	\$ 0	\$ 0
Partnership Interest.....	\$ 0	\$ 0
Other (Specify) _____	\$ 0	\$ 0
<b>Total .....</b>	<b>\$ 15,805,820.70</b>	<b>\$ 15,805,820.70</b>

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.....	24	\$ 15,805,820.70
Non-accredited Investors.....	0	\$ 0
<b>Total (for filings under Rule 504 only).....</b>	<b>N/A</b>	<b>\$ N/A</b>

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.....	N/A	\$ N/A
Regulation A.....	N/A	\$ N/A
Rule 504.....	N/A	\$ N/A
<b>Total.....</b>	<b>N/A</b>	<b>\$ N/A</b>

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"/>	\$ _____
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ _____
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 150,000
Accounting Fees.....	<input checked="" type="checkbox"/>	\$ 10,000
Engineering Fees.....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ _____
Other Expenses (Identify) <u>Due Diligence Expenses</u> .....	<input checked="" type="checkbox"/>	\$ 10,000
<b>Total.....</b>	<input checked="" type="checkbox"/>	<b>\$ 170,000</b>

\* Includes shares issued upon conversion of outstanding promissory notes, shares that the purchasers have agreed to purchase in future tranches and shares of Common Stock of the Issuer into which such shares of Series B Convertible Preferred are convertible.

**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." .....

\$15,635,820.70

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 checked="" type="checkbox"/> \$1,200,000	<input type="checkbox"/> \$ 950,000
Purchase of real estate.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$	<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 or securities of another issuer pursuant to a merger).....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Repayment of indebtedness.....	<input type="checkbox"/> \$ 221,834	<input checked="" type="checkbox"/> \$2,083,994
Working capital.....	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$7,825,000
Other (specify): <u>Research and development</u> .....	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$3,354,992.70
.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Column Totals.....	<input type="checkbox"/> \$1,421,834	<input type="checkbox"/> \$14,213,986.70
Total Payments Listed (column totals added).....	<input type="checkbox"/> \$	<input type="checkbox"/> \$ 15,635,820.70

**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) <b>Protez Pharmaceuticals, Inc.</b>	Signature <i>Christopher M. Cashman</i>	Date <i>August 30, 2005</i>
Name of Signer (Print or Type) <b>Christopher M. Cashman</b>	Title of Signer (Print or Type) <b>President and Chief Executive Officer</b>	

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**ATTENTION**

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

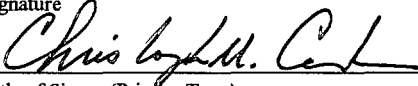
**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 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) <b>Protez Pharmaceuticals, Inc.</b>	Signature 	Date <i>August 30, 2005</i>
Name of Signer (Print or Type) <b>Christopher M. Cashman</b>	Title of Signer (Print or Type) <b>President and Chief Executive Officer</b>	

**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 ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No	Series B Convertible Preferred Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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									



**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		Series B Convertible Preferred Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
MO									
MT									
NE									
NV									
NH									
NJ		X	\$50,518.80	2	\$50,518.80	0	0		X
NM									
NY		X	3,500,001	1	3,500,001	0	0		X
NC									
ND									
OH									
OK									
OR									
PA		X	\$12,178,637.1	19	\$12,178,637.1	0	0		X
RI									
SC									
SD		X	\$25,499.70	1	\$25,499.70	0	0		X
TN									
TX									
UT									
VT									
VA		X	\$51,164.10	1	\$51,164.10	0	0		X
WA									
WV									
WI									

**APPENDIX**

1	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)	
State	Yes	No	Series B Convertible Preferred Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									