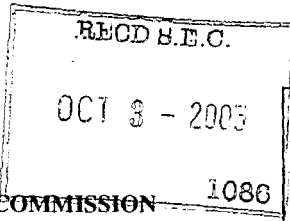
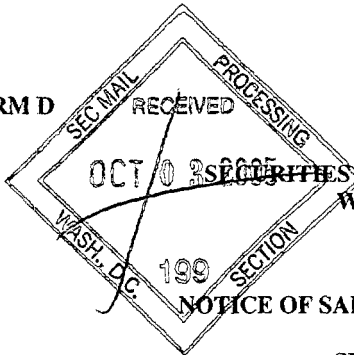


FORM D



1258472

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	
OMB NUMBER:	3235-0076
Expires:	April 30, 2008
Estimated average burden hours per response.....	16.00

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

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

Secured Convertible Promissory Notes and Warrants

Filing Under (Check box(es) that apply):  Rule 504  Rule 505  Rule 506  Section 4(6)  ULOE  
Type of Filing:  New Filing  Amendment



05067646

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.)

Southampton Photonics, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) <b>3 Wellington Park, Tolbar Way, Hedge End, Southampton SO30 2QU, United Kingdom</b>	Telephone Number (Including Area Code) <b>+44 (0) 1489 779696</b>
Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)

Brief Description of Business:

Designs and manufactures fiber lasers

PROCESSED

Type of Business Organization <input checked="" type="checkbox"/> corporation <input type="checkbox"/> business trust	<input type="checkbox"/> limited partnership, already formed <input type="checkbox"/> limited partnership, to be formed	<input type="checkbox"/> other (please specify):
Actual or Estimated Date of Incorporation or Organization <b>02 00</b>	<input checked="" type="checkbox"/> Actual <input type="checkbox"/> Estimated	
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) <b>DE</b>		

OCT 05 2005



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 USC 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.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies 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 a 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.

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.

h n

**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)

**Parker, David**

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

**c/o Southampton Photonics, Inc., 3 Wellington Park, Tolbar Way, Hedge End, Southampton SO30 2QU, United Kingdom**

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

Full Name (Last name first, if individual)

**Berg, Steven**

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

**c/o Southampton Photonics, Inc., 3 Wellington Park, Tolbar Way, Hedge End, Southampton SO30 2QU, United Kingdom**

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

Full Name (Last name first, if individual)

**Norman, Steven**

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

**c/o Southampton Photonics, Inc., 3 Wellington Park, Tolbar Way, Hedge End, Southampton SO30 2QU, United Kingdom**

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

Full Name (Last name first, if individual)

**Woods, Stuart**

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

**c/o Southampton Photonics, Inc., 3 Wellington Park, Tolbar Way, Hedge End, Southampton SO30 2QU, United Kingdom**

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

Full Name (Last name first, if individual)

**Riddell, Don**

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

**c/o Southampton Photonics, Inc., 3 Wellington Park, Tolbar Way, Hedge End, Southampton SO30 2QU, United Kingdom**

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

Full Name (Last name first, if individual)

**Varnham, Malcolm**

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

**c/o Southampton Photonics, Inc., 3 Wellington Park, Tolbar Way, Hedge End, Southampton SO30 2QU, United Kingdom**

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

Full Name (Last name first, if individual)

**Tinson, John**

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

**c/o Southampton Photonics, Inc., 3 Wellington Park, Tolbar Way, Hedge End, Southampton SO30 2QU, United Kingdom**

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

Full Name (Last name first, if individual)

**Payne, David**

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

**c/o Southampton Photonics, Inc., 3 Wellington Park, Tolbar Way, Hedge End, Southampton SO30 2QU, United Kingdom**

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

Full Name (Last name first, if individual)

**Cheesman, David**

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

**c/o Advent Venture Partners, 25 Buckingham Gate, London SW1E 6LD UK**

**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)

**Shrigley, David**

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

**c/o Sevin Rosen Fund VII L.P., Two Galleria Tower, 13455 Noel Road, Suite 1670, LB-5, Dallas, TX 75240**

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

Full Name (Last name first, if individual)

**Gianos, Philip**

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

**c/o InterWest Partners VII, L.P., 2710 Sand Hill Road, Second Floor, 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)

**Glover, Anne**

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

**c/o Amadeus II A L.P., Mount Pleasant House, 2 Mount Pleasant, Huntington Road, Cambridge CB3 0BL, UK**

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

Full Name (Last name first, if individual)

**InterWest Partners VII, 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:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**InterWest Investors VII, 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:  Promoter  Beneficial Owner  Executive Officer  Director  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:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**InterWest Investors Q 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:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**InterWest Investors 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:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Sevin Rosen Fund VII L.P.**

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

**Two Galleria Tower, 13455 Noel Road, Suite 1670, LB-5, Dallas, TX 75240**

**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)

**Sevin Rosen VII Affiliates Fund L.P.**

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

**Two Galleria Tower, 13455 Noel Road, Suite 1670, LB-5, Dallas, TX 75240**

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

Full Name (Last name first, if individual)

**Amadeus II A L.P.**

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

**Mount Pleasant House, 2 Mount Pleasant, Huntington Road, Cambridge CB3 OBL, UK**

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

Full Name (Last name first, if individual)

**Amadeus II B L.P.**

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

**Mount Pleasant House, 2 Mount Pleasant, Huntington Road, Cambridge CB3 OBL, UK**

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

Full Name (Last name first, if individual)

**Amadeus II C L.P.**

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

**Mount Pleasant House, 2 Mount Pleasant, Huntington Road, Cambridge CB3 OBL, UK**

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

Full Name (Last name first, if individual)

**Amadeus II D GmbH & Co. KG**

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

**Mount Pleasant House, 2 Mount Pleasant, Huntington Road, Cambridge CB3 OBL, UK**

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

Full Name (Last name first, if individual)

**Amadeus II Affiliates Fund L.P.**

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

**Mount Pleasant House, 2 Mount Pleasant, Huntington Road, Cambridge CB3 OBL, UK**

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

Full Name (Last name first, if individual)

**Advent Private Equity Fund III A**

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

**c/o Advent Venture Partners, 25 Buckingham Gate, London SW1E 6LD UK**

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

Full Name (Last name first, if individual)

**Advent Private Equity Fund III B**

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

**c/o Advent Venture Partners, 25 Buckingham Gate, London SW1E 6LD UK**

**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?..... \$ n/a  
Yes  No
3. Does the offering permit joint ownership of a single unit?.....
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)

None

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**

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." .....


\$ 4,900,000

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"/>	\$ _____	<input type="checkbox"/>	\$ _____
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 business (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"/>	\$ _____	<input type="checkbox"/>	\$ _____
Working capital.....	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>4,900,000</u>
Other (specify): _____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals.....	<input checked="" type="checkbox"/>	\$ <u>0</u>	<input checked="" type="checkbox"/>	\$ <u>4,900,000</u>
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/>		\$ <u>4,900,000</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.

Issuer (Print or Type) Southampton Photonics, Inc.	Signature 	Date September 28, 2005
Name of Signer (Print or Type) Steven Berg	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.)**