Serial

FORM D

## **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 burde	en .			
hours per response	16.00			

SEC USE ONLY

Prefix

□ other (please s

□ Estimated

	DATE RECEIVED	
Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  Series C Preferred Stock		
Filing Under (Check box(es) that apply): □ Rule 504 □ Rule 505 ■ Rule 506 □ Section Type of Filing: ■ New Filing □ Amendment	A CONTRACTOR OF THE CONTRACTOR	IVED CONTO
A. BASIC IDENTIFICATION DATA	PROCESCED << OCT O	4 2005
1. Enter the information requested about the issuer	POS.	
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)  Kalido Holdings, Inc.	her it samp	35 /5/
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Wurnber (Including Area Code)	/
c/o Kalido, Inc., 25 Burlington Mall Road, Burlington, MA 01803	781-229-6006	
Address of Principal Business Operations (if (Number and Street, City, State, Zip Code) different from Executive Offices)	Telephone Number (Including Area Code)	
Brief Description of Business:	- CONTRACTOR AND THE CASE OF T	
Provider of application software for data warehouse lifecycle management.	1 (1811) 1 (1814) 1 (1814) 1 (1814) 1 (1814) 1 (1814) 1 (1814) 1 (1814) 1 (1814) 1 (1814) 1 (1814) 1 (1814) 1	MUM.

## GENERAL INSTRUCTIONS

Actual or Estimated Date of Incorporation or Organization

Type of Business Organization

corporation □ business trust

#### 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).

CN for Canada; FN for other foreign jurisdiction)

■ Actual

☐ limited partnership, already formed

☐ limited partnership, to be formed Month Year 06

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.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: DE

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.



		A. BASIC IDENT	IFICATION DATA			
<ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>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;</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> <li>Each general and managing partner of partnership issuers.</li> </ul>						
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Potter, Robert J.  Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
		-	,			
c/o Kalido, Inc., 25 Burlington Mall Roa	d, Burlington,	MA 01803				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Nevins, Joan						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
220005 02 1.005.001.005	(	50000, 511 <b>3</b> , 51210, 21p 00				
c/o Kalido, Inc., 25 Burlington Mall Roa	d, Burlington,	MA 01803				
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Coolbo Coorgo						
Coelho, George Business or Residence Address	(Number and S	Street, City, State, Zip Coo	de)			
Dusiness of Residence Address	(rumoer and o	tract, eng, state, zap eo	ac)			
c/o Kalido, Inc., 25 Burlington Mall Roa	ad, Burlington,	MA 01803				
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	□Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
TT. 1 A. 1						
Hayler, Andrew Business or Residence Address	(Number and S	Street, City, State, Zip Coo	da)		177	
Business of Residence Address	(Ivalilloci and S	dicet, City, State, Zip Co.	ac)			
c/o Kalido, Inc., 25 Burlington Mall Roa	d, Burlington,	MA 01803				
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
ID PIPE AL						
Business or Residence Address	(Number and	Street, City, State, Zip Co		<del></del>		
Dustiless of Residence Address	(Pullioci and	Succi, City, State, Zip Co	uc)			
c/o Kalido, Inc., 25 Burlington Mall Roa	ad, Burlington,	MA 01803				
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)			**- · · · · · · · · · · · · · · · · · ·			
v						
Foy, James Business or Residence Address	(Number and	Street, City, State, Zip Co				
Dustiless of Residence Address	(Number and	succi, City, State, Zip Co	ide)			
c/o Kalido, Inc., 25 Burlington Mall Roa	ad, Burlington,	MA 01803				
Check Box(es) that Apply:	□ Promoter	□Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Spray, Christopher  Business or Residence Address	(Number and	Street, City, State, Zip Co				
Business of Residence Address	(Number and	Street, City, State, Zip Co	oue)			
c/o Kalido, Inc., 25 Burlington Mall Roa	d, Burlington,	MA 01803				
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
10 V - D WID						
Atlas Venture Fund V, L.P.  Business or Pasidence Address	(Nipmber or 2	Street City State 7:- C	nda)			
Business or Residence Address	(mulliper and	Street, City, State, Zip Co	ouc)			
890 Winter Street, Suite 320, 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)						
·						
Atlas Venture Fund VI, L.P.	(Nomb 1	Street City State 71 C				
Business or Residence Address	(Fruilliper and	Street, City, State, Zip Co	oue)			
800 Winter Street Suite 320 Welthern	MA 02451					

		A. BASIC IDENT	IFICATION DATA			
<ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>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;</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> <li>Each general and managing partner of partnership issuers.</li> </ul>						
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)  Landau, Michael Lindsay						
Business or Residence Address	•	treet, City, State, Zip Co	de)			
27 Homefield Road, Rodlett, Hertfordsh						
Check Box(es) that Apply: Full Name (Last name first, if individual)	□ Promoter	■ Beneficial Owner	□ Executive Officer	□ Director	☐ General and/or Managing Partner	
Matrix Partners VII, L.P.	01 1 16		1			
Business or Residence Address  Bay Colony Corporate Center, 1000 Win	·	treet, City, State, Zip Co	,			
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	<u> </u>	- Deficited Owner	E Executive Officer	L Director	2 General and G. Managing Farther	
Benchmark Europe I, L.P.		<u> </u>				
Business or Residence Address	(Number and St	reet, City, State, Zip Coo	1e)			
20 Balderton Street, London W1K 6TL,	United Kingdo	m				
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 St	treet, City, State, Zip Coo	le)			
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 S	treet, City, State, Zip Co	de)			
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 S	treet, City, State, Zip Co	de)			
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)					0.05	
Business or Residence Address	(Number and S	Street, City, State, Zip Co	ode)			

B. INFORMATION ABOUT OFFERING							
		Yes	No				
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	O					
2.	Answer also in Appendix, Column 2, if filing under ULOE.  What is the minimum investment that will be accepted from any individual?	\$ n/a					
۷.	what is the librarium investment that will be accepted from any menvious.	Yes	No				
3.	Does the offering permit joint ownership of a single unit?	-	٥				
4.	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 Non	Name (Last name first, if individual)						
	iness or Residence Address (Number and Street, City, State, Zip Code)						
DUSI	mess of Residence Address (Number and Street, City, State, Zip Code)						
Nam	ne of Associated Broker or Dealer						
State	es 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] [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ (ID) _ [MO] _ [PA] _ [PR]				
Full	name (Last name first, if individual)						
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)						
Nam	ne of Associated Broker or Dealer	·					
State	es 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] [IL] _[IN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN] [MT] _[NE] _[NV] _[NH] _[NJ] _[NM] _[NY] _[NC] _[ND] _[OH] _[OK] [RI] _[SC] _[SD] _[TN] _[TX] _[UT] _[VT] _[VA] _[WA] _[WV] _[WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]				
Full	Name (Last name first, if individual)						
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)	-,					
Nam	ne of Associated Broker or Dealer						
State	es 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] [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [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

i.	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.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$ <u>13,499,996.53</u>	\$0
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$ <u>13,499,996.53</u>	\$0
	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	9	\$
	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		\$
	Printing and Engraving Costs		\$
	Legal Fees	•	\$ <u>40,000</u>
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)	0	\$
	Other Expenses (identify)	0	\$
		_	\$ 40,000
	Total	=	\$ <u>40,000</u>

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXI	PENSES AN	D USE OF PROCEEDS		
	b. Enter the difference between the aggregate offering price given in response to Part C – 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."			<u>s</u>	13,459,996.53
	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to for each of the purposes shown. If the amount for any purpose is not known, furnish an es 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.	timate			
			Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees	0	\$	۵	\$
	Purchase of real estate	0	<b>s</b>	0	<b>S</b>
	Purchase, rental or leasing and installation of machinery and equipment	<b>6</b>	\$	0	<b>s</b>
	Construction or leasing of plant buildings and facilities		\$		\$
	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)		\$		¢
	Repayment of indebtedness	_	s	0	\$
	Working capital	0	\$	B	\$_13,459,996.53
	Other (specify):		\$	-	\$
		- 0		U	<u> </u>
			<b>s</b>	۵	\$
	Column Totals	•	\$0	•	\$ <u>13,459,996.53</u>
	Total Payments Listed (column totals added)		■ \$ <u>13,459,996.53</u>		
	D. FEDERAL SIGNATI	U <b>RE</b>			
m	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon the capacitant investor pursuant to paragraph (b)(2) of Rule 502.				
	uer (Print or Type) alido Holdings, Inc.		Date September 27, 2005		
Νa	une of Signer (Print or Type)  Title of Signer (Print or Type)				
	obert J. Potter President and Chief Executive Office	cer			
_					

ATTENTION

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