

## FORM D

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

OMB APPROVAL									
OMB Numb	per: 3	235-0076							
Expires:	November	30, 2001							
Estimated a	average burd	len							
hours per o	esponse	16.00							

SEC USE ONLY									
Prefix	Serial								
DATE	RECEIVED								
1									

Name of Offering (☐ check if this is an ame Series A Preferred Stock Financing	endment and name h	nas changed, and	d indicate	change.)		
Filing Under (Check box(es) that apply):	□ Rule 504	☐ Rule 505	⊠ Rul	e 506	☐ Section 4(6)	☐ ULOE
Type of Filing:   New Filing	☐ Amendment				``	
	A. BASIC IDEN	NTIFICATION	DATA			
1. Enter the information requested about the	ne issuer					
Name of Issuer ( check if this is an amend	ment and name has	changed, and in	dicate cha	inge.)	· · · · · · · · · · · · · · · · · · ·	
Starport Systems, Inc.						
Address of Executive Offices	(Number and Stree	t, City State, Zij	Code)	Telepho	one Number (Inclu)	ding Area Code
15375 Barranca Parkway, Suite B-202,	Irvine, California 92	2618		(94	19) 502-4670	
Address of Principal Business Operations	(Number and Stree	t, City State, Zij	Code)	Telepho	one Number (Inclu	ding Area Code)
(if different from Executive Offices)		/			4	
Brief Description of Business		15	ROCE		J. July	
Design and Develop wireless integrated	circuits.	N	OCT 2		<i></i>	185/3
Type of Business Organization			THOMS	SON		
□ corporation	limited partnersh	ip, already form	einanc	CIAL	other (please spec	ify):
☐ business trust	☐ limited partnersh	ip, to be formed	<u> </u>			
Actual or Estimated Date of Incorporation o Jurisdiction of Incorporation or Organization	n: (Enter two-lett	Month Ye 0 8 0 ter U.S. Postal S a; FN for other f			n for State:	ed D E

### **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. 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.

Where 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 copy or bear typed or printed signatures.

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 the 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.

Potential persons who are to respond to the collection of information contained in this form arenot required to respond unless the form displays a currently valid OMB control number. 4843-1135-0016\1\477815\00002

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A. BASIC	IDENTIFICATION DATA		
<ul> <li>Enter the information requested of the following:</li> <li>Each promoter of the issuer, if the issuer has been</li> <li>Each beneficial owner having the power to vote</li> </ul>			or more of a class of
<ul><li>equity securities of the issuer;</li><li>Each executive officer and director of corporat</li></ul>	e issuers and of corporate genera	l and managing pa	rtners of partnership
<ul><li>issuers; and</li><li>Each general and managing partner of partnership</li></ul>	issuere		
Check Box(es) that Apply: ☐ Promoter ☒ Beneficia		⊠ Director □	General and/or Managing Partner
Full Name (Last name first, if individual)			Trianagnig i archer
Armond Hairapetian			
Business or Residence Address (Number and Street, City,	State, Zip Code)		
15375 Barranca Parkway, Suite B-202, Irvine, Califor	nia 92618		
Check Box(es) that Apply: ☐ Promoter ☒ Beneficia	I Owner	☐ Director ☐	General and/or Managing Partner
Full Name (Last name first, if individual)			
Aram Nahidipour			
Business or Residence Address (Number and Street, City,			
15375 Barranca Parkway, Suite B-202, Irvine, Califor			
Check Box(es) that Apply: ☐ Promoter ☐ Beneficia	al Owner	☐ Director ☐	General and/or Managing Partner
Full Name (Last name first, if individual)			
Farbod Behbahami			
Business or Residence Address (Number and Street, City,			
15375 Barranca Parkway, Suite B-202, Irvine, Califor	<del></del>		
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial	al Owner	☑ Director □	General and/or Managing Partner
Full Name (Last name first, if individual)			
Richard Fink <sup>1</sup>			
Business or Residence Address (Number and Street, City,	•		
2101 E. Pacific Coast Highway, Corona Del Mar, Cal			
Check Box(es) that Apply: ☐ Promoter ☒ Beneficia	al Owner	□ Director □	General and/or Managing Partner
Full Name (Last name first, if individual)			
Miramar Venture Partners, L.P.			
Business or Residence Address (Number and Street, City,	•		
2101 E. Pacific Coast Highway, Corona Del Mar, Cal			
Check Box(es) that Apply: ☐ Promoter ☐ Beneficia	l Owner	☐ Director ☐	General and/or Managing Partner
Full Name (Last name first, if individual)			
Business or Residence Address (Number and Street, City,	State, Zip Code)		

<sup>&</sup>lt;sup>1</sup> Richard Fink currently serves as General Partner of Miramar Venture Partners, L.P., a stockholder and beneficial owner of the issuer.

					B. INI	FORM	IATIO	ON AB	OUT OFFE	ERING				
1.	Has th	ne issuer so	old, or doe	s the issuer	intend to	sell, to	non-a	_ accredi	ted investors	in this off	ering?	Ye	s 🗆 N	No ⊠
				A	nswer also	in App	endix,	Column	2, if filing ur	nder ULOE.				
2.	What	is the mini	imum inve	stment that	will be ac	cepted	i from	any in	dividual?			\$	N/A	
3.	Does	the offerin	g permit jo	oint owners	ship of a si	ngle u	nit?					Ye	1 ⊠ a	√o □
	simila an ass or dea	r remunera ociated per aler. If me	ation for so rson or age ore than fi	olicitation of a bro	of purchase ker or dea sons to be	ers in o ler reg	conne istere	ction w d with 1	vill be paid of sith sales of sithe SEC and sed persons	securities i or with a s	n the offeri	ng. If a pes, list the	erson to be name of the	e listed is ne broker
		(Last nam	ne first, if i	ndividual)										
	None iness c	or Residenc	ce Address	(Number	and Street.	City.	State.	Zip Co	ode)					
				(2,44,44,44,44,44,44,44,44,44,44,44,44,44										
Nan	ne of A	Associated	Broker or	Dealer										
				Has Solicit					asers				ПА	Il States
		AK 🗆	AZ 🗆	AR □	CA 🗆	СО		ст 🗆		DC 🗆	FL 🗆	GA □	н 🗆	iD 🛘
IL	. 🗆	IN 🗆	IA 🗆	ks □	KY □	LA		ме 🗆	MD 🗆	ма 🗆	мі 🗆	MN 🗆	мѕ □	мо 🗆
МТ		NE 🗆	NV 🗆	NH 🗆	NJ 🗆	NM		NY 🗆	NC 🗆	ND 🗆	он 🗆	ок 🗆	OR 🗆	PA 🗆
RI		sc 🗆	SD 🗆	TN 🗆	тх 🗆	UT		VT 🗆	VA 🗆	WA 🗆	w 🗆	wi 🗆	wy 🗆	PR □
Full	Name	(Last nan	ne first, if i	ndividual)	· <del>-</del>				, , , , , , , , , , , , , , , , , , , ,					
Bus	iness o	or Residen	ce Address	(Number	and Street	City.	State.	Zip Co	nde)			<del></del> -		
Nan	ne of A	Associated	Broker or	Dealer										
				Has Solicit				t Purch	asers					
	(Chec	k "All Stat	tes" or che	ck individ≀ AR □	ial states)	со		ст 🗆	DE 🗖	DC 🗆	FL 🗆	GA □	Ц А П П	II States  ID □
		IN $\square$	IA 🗆	KS □	KY □	LA		ME 🗆		MA 🗆	MI 🗆	MN 🗆	MS 🗆	мо 🗆
	. 🗆	NE 🗆	NV 🗆	NH 🗆	NJ 🗆	NM		NY 🗆		ND 🗆	он □	ok 🗆	OR 🗆	PA 🗆
	- 	sc 🗆	SD 🗆	TN 🗆	тх 🗆	UT		VT 🗆		WA 🗆	w 🗆	wi 🗆	wy 🗆	PR □
Full	Name	(Last nan	ne first, if	individual)										
Bus	iness o	or Residen	ce Address	(Number	and Street,	City,	State,	Zip Co	ode)			···-		····
	<u> </u>	• • • •		<del></del>							<del> </del>		<del></del>	
Nan	ne oi A	Associated	Broker or	Dealer										
				Has Solicit										
								ст 🗆						Il States
		AK 🗆	AZ 🗆 IA 🗖	AR □ KS □	CA □ KY □	CO LA		ME 🗆		DC 🗆 MA 🗆	FL 🗆 MI 🚨	GA □ MN □	HI□ MS□	MO 🗆
	- 0	NE 🗆	NV 🗆	NH 🗆	NJ 🗆	NM		NY 🗆		ND 🗆	OH □	ok 🗆	OR 🗆	PA 🗆
		sc 🗆	SD □	TN 🗆	TX 🗆	UT		VT □		WA 🗆	w 🗆	wi 🗆	wy 🗆	PR 🗆

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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 $\square$ and indicate in the columns below the amounts of the securities for exchange and already exchanged.					
	Type of Security	(	Aggregate Offering Price		An	nount Already Sold
	Debt	\$	-0-		\$	-0-
	Equity	\$	2,000,000.00	)	\$	1,000,000.00
	□ Common ☑ Preferred				•	
	Convertible Securities (including warrants)	\$	-0-		\$	-0-
	Partnership Interests	\$	-0-	_	\$	-0-
	Other (Specify)		-0-		\$	-0-
	Total	\$	2,000,000.00	)	\$	1,000,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.	_			•	<del></del>
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 the answer is "none" or "zero."		Number Investors			Aggregate ollar Amount of Purchases
	Accredited Investors		2		\$	1,000,000.00
	Non-accredited Investors		-0-	_	\$	-0-
	Total		2		\$	1,000,000.00
	Answer also in Appendix, Column 4, if filing under ULOE.	_		_		2,000,000,00
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.		Tune of		n	ollar Amount
	Type of offering		Type of Security		D	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 finders' fees separately)			]	\$	-0-
	Other Expenses (identify)			J	\$	-0-

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	C. OFFERING PRICE, NUMB	ER OF INVESTORS, EX	PEN	SES A	AND USE OF	PROCE	EDS	
	b. Enter the difference between the aggregate Part C - Question 1 and total expenses furnis 4.a. This difference is the "adjusted gross production."	shed in response to Part C	– Qı	iestior	า		\$	990,000.00
5.	Indicate below the amount of the adjusted proposed to be used for each of the purposes is not known, furnish an estimate and check t total of the payments listed must equal the adforth 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 installment of r	machinery and equipment		\$		🗆	\$	
	Construction or leasing of plant buildings and	facilities		\$			\$	
	Acquisition of other businesses (including involved in this offering that may be used in esecurities of another issuer pursuant to a merginal control of the	exchange for the assets or		\$			\$	
	Repayment of indebtedness	•		\$			\$	
	Working capital			\$		 	\$	990,000.00
			_	\$			\$	270,000.00
			_	-			•	
				\$			\$	
	Column Totals			\$			\$	
	Total Payments Listed (column totals added).			•	  X	 \$ 99	0,000	0.00
		D. FEDERAL SIGNAT		Ē				
the wr	e issuer has duly caused this notice to be signed following signature constitutes an undertaking itten request of its staff, the information furnishe 502.	g by the issuer to furnish t	o the	U.S.	Securities and	d Exchan	ge Co	ommission, upon
Iss	uer (Print or Type)	Signature			}	Date		
	Starport Systems, Inc.	A. Harofel				October	7, 200	05
Na	me of Signer (Print or Type)	Title of Signer (Print or T	ype)					
	Armond Hairapetian	Chief Executive Offic	er					

# **ATTENTION**

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

	`1												
1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		E. STATE SIGNATURE											
1.		esently subject to any of the disqualification pro											
	See Appendix, Column 5, for state response.												
2.	. The undersigned hereby undertakes to furnish to any state administrator of any state in which this notice if filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.												
3.	The undersigned hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.												
4.	Limited Offering Exemption (ULOE) of the s	uer is familiar with the conditions that must be tate in which this notice if filed and understand of establishing that these conditions have been	s that the issuer claiming the										
	e issuer has read this notification and knows th dersigned duly authorized person.	e contents to be true and has duly caused this n	otice to be signed on its behalf by the										
Iss	uer (Print or Type)	Signature	Date										
	Starport Systems, Inc.	A. Hawald	October 7, 2005										
Na	me (Print or Type)	Title of Signer (Print or Type)											

Chief Executive Officer

## 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.

Armond Hairapetian

				APP	ENDIX				
1	2 3 4								
	to non-a	to sell ccredited s in State -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)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL					:				
AK									
AZ									
AR									
CA		X	Series A Preferred Stock	2	\$1,000,000.00				X
СО									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
1A									
KS									
KY									
LA									
ME									
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MA									
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MN									
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МО									
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NE									
NV									
NH									
NJ									
NM									
NY				<u> </u>					

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	APPENDIX											
1	7	2	3		4							
	to non-ac	to sell ccredited s in State -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)				fication State DE attach tion of granted) Item 1)			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No			
NC												
ND												
ОН												
OK												
OR												
PA												
RI												
SC												
SD												
TN												
TX												
UT												
VT												
VA												
WA												
WV												
WI												
WY												
PR												