-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.

FORM D

1.162015

OMB APPROVAL

OMB Number: 3235-0076

Expires:

Estimated average burden

hours per form



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



Name of Offering (☐ check if this is		as changed, and indicate	ate change.)	<i>10</i> 1
Series A-3 Preferred Stock Finance					
Filing Under (Check box(es) that app	ly): □ Rule 504	☐ Rule 505	🛛 Rule	506 ☐ Section 4(6)	☐ ULOE
Type of Filing: New Filing	☐ Amendment			. <u></u>	
		IDENTIFICATION	DATA		
1. Enter the information requested a	bout the issuer				
Name of Issuer (check if this i	s an amendment and name h	as changed, and indic	ate change.)	
Trellis Bioscience, Inc.					
Address of Executive Offices	(Number and Stre	et, City, State, Zip Co	de) Tele	phone Number (Including Ar	ea Code)
2-B Corporate Drive South San France	cisco, CA 94080		650	-616-1100	
Address of Principal Business Operat	ions (Number and Stre	et, City, State, Zip Co	de) Tele	phone Number (Including Ar	efforde)
(if different from Executive Offices)					NOULS,SEL
Brief Description of Business					
Pharmaceutical research					MOV 1 0 2005E
Type of Business Organization					THOMSON
⊠ corporation	☐ limited partnership, alr	eady formed		other (please specify):	FINANCIAL
☐ business trust	☐ limited partnership, to	•			
		Month	Year		
					i.e.
Actual or Estimated Data of Incornara	tion or Organization:			1 MARKUSI D. Estimated	
Actual or Estimated Date of Incorpora	tion or Organization:	0 7	9 8	Actual □ Estimated	-
Actual or Estimated Date of Incorpora Jurisdiction of Incorporation or Organ	-	0 7 S. Postal Service abb.	ت ت	<u> </u>	-
Jurisdiction of Incorporation or Organ	-		ت ت	<u> </u>	-

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 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 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.

351949.03 1 of 8

	,			
	A. BASIC IDENTIF	ICATION DATA		
2. Enter the information requested for the following:				
Each promoter of the issuer, if the issuer has been	organized within the na	ast five years:		
Each beneficial owner having the power to vote of the control		•	or more of a class of	equity securities of the
issuer;	or dispose, or direct the v	rote of disposition of, 1070	of more of a class of	equity securities of the
Each executive officer and director of corporate i	ssuers and of corporate g	general and managing partn	ers of partnership iss	uers; and
Each general and managing partner of partnership	o issuers.			
Check Box(es) that Apply: ☐ Promoter ☐ 1	Beneficial Owner		□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Lawrence M. Kauvar				<u> </u>
Business or Residence Address (Number and Stree	t, City, State, Zip Code)			
2-B Corporate Drive South San Francisco, CA 940				
	Beneficial Owner	☐ Executive Officer		General and/orManaging Partner
Full Name (Last name first, if individual) James Broderick				
Business or Residence Address (Number and Street, c/o 2-B Corporate Drive South San Francisco, CA				
Check Box(es) that Apply: ☐ Promoter ☐ ☐	Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) John Friedman				
Business or Residence Address (Number and Street, c/o 2-B Corporate Drive South San Francisco, CA				
	Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Jerry McMahon				
Business or Residence Address (Number and Street, c/o 2-B Corporate Drive South San Francisco, CA				
Check Box(es) that Apply: Promoter I	Beneficial Owner	⊠Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Nolan Sigal				ividilaging raturel
Business or Residence Address (Number and Street, c/o 2-B Corporate Drive South San Francisco, CA				
Check Box(es) that Apply: ☐ Promoter ☐ I	Beneficial Owner	⊠Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Stote Ellsworth				
Business or Residence Address (Number and Street, c/o 2-B Corporate Drive South San Francisco, CA				
Check Box(es) that Apply: ☐ Promoter ☐	Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Easton-Hunt Capital Partners, L.P.				*

Business or Residence Address (Number and Street, City, State, Zip Code)
767 Third Ave., 7th Floor, New York, NY 10017

Check Box(es) that Apply: □ Pro	omoter 🛛 Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if indivi	dual)			
Morgenthaler Partners VII, L.P.				
Business or Residence Address (N 2710 Sand Hill Road #100, Menlo	lumber and Street, City, State, Zip Cod Park, CA 94025	e)		
Check Box(es) that Apply:	omoter 🛛 Beneficial Owner	☐Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if indivi	idual)			-
John Sedat	,			3.5 21.
Business or Residence Address (N c/o 2-B Corporate Drive South Sa	Jumber and Street, City, State, Zip Cod n Francisco, CA 94080	e)		i.
	(Use blank sheet, or copy and use add	litional copies of this sheet, as	necessary.)	

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?		\boxtimes
Answer also in Appendix, Column 2, if filing under ULOE.	•	
2. What is the minimum investment that will be accepted from any individual?	\$ <u>N/A</u>	
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.		
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] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS]	[ID] [MO]	
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY]	[P,A] [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		0
(Check "All States" or check individual States)	☐ All:	States
[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] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY]	[PA] [PR]	
Full Name (Last name first, if individual)		
	$\frac{\beta}{2}$	
Business or Residence Address (Number and Street, City, State, Zip Code)	· ĝ	
	in a	
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] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR]	[MO] [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	\$2,658,453.0	\$2,000,000.00
□ Common ⊠ Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify)	\$	\$
Total	\$2,658,453.00	\$_2,,000,000.00
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."		# #
Accredited Investors	Number Investors	Aggregate Dollar Amount of Purchases \$ 2,,000,000.00
Non-accredited Investors	_	
Total (for filings under Rule 504 only)		_
Answer also in Appendix, Column 4, if filing under ULOE.		_ Φ
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.		\$ 50,000
Accounting Fees		s
Engineering Fees		\$
Sales and Commissions (specify finders' fees separately)		s
Other Expenses (identify)		□ \$
Total		\$ 50,000

	C. OFFERING PRICE, NUMBER OF I			OF PROCEE	DS	
	 Enter the difference between the aggregate offering priction 1 and total expenses furnished in response to Part C - C the "adjusted gross proceeds to the issuer." 	ce in response to Part C - Ques- Question 4.a. This difference is				\$ <u>2,608,453.00</u>
5.	Indicate below the amount of the adjusted gross proceeds to to used for each of the purposes shown. If the amount for any pestimate and check the box to the left of the estimate. The tequal the adjusted gross proceeds to the issuer set forth in reabove.	ourpose is not known, furnish an otal of the payments listed must				
				Payments to Officers, Directors, & Affiliates		Payments to Others
	Salaries and fees			\$		\$
	Purchase of real estate	•••••		\$		\$
	Purchase, rental or leasing and installation of machinery and	equipment		\$		\$
	Construction or leasing of plant buildings and facilities			\$		\$
	Acquisition of other businesses (including the value of secutivation may be used in exchange for the assets or securities of merger)	of another issuer pursuant to a		\$		\$
	Repayment of indebtedness			\$		\$
	. Working capital			\$	\boxtimes	\$ <u>2,608,453.00</u>
	Other (specify):			\$		\$
				\$		\$
	Column Totals			\$0	\boxtimes	\$ <u>2,608,453.00</u>
	Total Payments Listed (column totals added)			⊠ \$ <u>2</u>	2,608,4	53.00
	D. FEDI	ERAL SIGNATURE				
ollo	issuer has duly caused this notice to be signed by the undersioning signature constitutes an undertaking by the issuer to furnist staff, the information furnished by the issuer to any non-accred	sh to the U.S. Securities and Exc	change	Commission,	upon w	
rel	er (Print or Type) lis Bioscience, Inc.	ent of the		Da Od		1, 2005
		Signet (Print or Type) t Secretary				

- ATTENTION -

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

				AP	PENDIX	-			
1	2 3 4								5 ification
	to non-a	to sell ccredited s in State -ltem 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	Series A-3 Preferred Stock	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		Х	\$1,000,000.00	1	\$1,000,000.00	0	0		Х
CO									
СТ									,
DE									
DC			·						
FL									
GA									
HI									
ID									
ΙL									
IN									
ΙA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
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APPE	NDIX
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1	1	2	3			1		T :	5
		ccredited s in State	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	Promissory Notes and Warrants	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
NJ									
NM									
NY		X	\$1,000,000.00	1	\$1,000,000.00	0	0		X
NC									
ND									
OH_									
ОК									
OR									
PA			·						
RI						•			
sc									
SD									
TN				<u> </u>					
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									,