

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

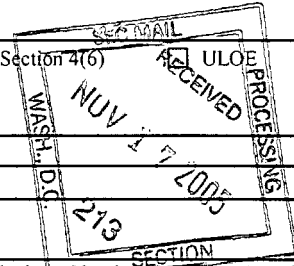
OMB APPROVAL
OMB Number: 3235-0076
Expires: April 30, 2008
Estimated average burden hours per response: 16.00
SEC USE ONLY
Prefix Serial
DATE RECEIVED

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

Cardio-Optics, Inc. - Series B Preferred Stock Financing

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)

Type of Filing: New Filing Amendment



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.)

Cardio-Optics, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)

187 Ballardvale St., Suite A225, Wilmington, MA 01887

Telephone Number (Including Area Code)

(978) 657-6578

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

Medical device developer

Type of Business Organization

- corporation limited partnership, already formed other (please specify)
business trust limited partnership, to be formed



05072991

Actual or Estimated Date of Incorporation or Organization: Month Year 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)

D E

PROCESSED DEC 06 2005

THOMSON FINANCIAL

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 CFR 270.6. When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. 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. 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. 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.

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 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)

Davenport, Todd F.

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

187 Ballardvale St., Suite A225, Wilmington, MA 01887

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

Full Name (Last name first, if individual)

Bornheimer, James

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

2477 55th St., Suite 120, Boulder, CO 80301

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

Full Name (Last name first, if individual)

Hanlin, H. John

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

2477 55th St., Suite 120, Boulder, CO 80301

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

Full Name (Last name first, if individual)

Amundson, David

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

2477 55th St., Suite 120, Boulder, CO 80301

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

Full Name (Last name first, if individual)

Blankenship, Larry

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

2477 55th St., Suite 120, Boulder, CO 80301

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

Full Name (Last name first, if individual)

Rabe, Gene

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

2477 55th St., Suite 120, Boulder, CO 80301

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

Full Name (Last name first, if individual)

Hull, Brandon

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

c/o CHP II Management, LLC, 221 Nassau St., Princeton, NJ 08542

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)

Mitchell, Dan

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

c/o Sequel Venture Partners III, LLC, 4430 Arapahoe Ave., Suite 220, Boulder, CO 80303

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

Full Name (Last name first, if individual)

Nielsen, Jack

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

c/o Novo A/S, Krogshøved 41, 2880 Bagsværd, Denmark

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

Full Name (Last name first, if individual)

Kerman, Keith

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

c/o Primus Venture Partners V, L.L.C., 5900 Landerbrook Dr., Cleveland, OH 44124

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

Full Name (Last name first, if individual)

Novo A/S

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

Krogshøved 41, 2880 Bagsværd, Denmark

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

Full Name (Last name first, if individual)

CHP II, L.P.

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

c/o CHP II Management, LLC, 221 Nassau St., Princeton, NJ 08542

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

Full Name (Last name first, if individual)

Sequel Limited Partnership III

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

c/o Sequel Venture Partners III, LLC, 4430 Arapahoe Ave., Suite 220, Boulder, CO 80303

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

Full Name (Last name first, if individual)

Primus Capital Fund V Limited Partnership

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

c/o Primus Venture Partners V, L.L.C., 5900 Landerbrook Dr., Cleveland, OH 44124

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)

WSI Investments, Inc.

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

824 Market St., Suite 900, Wilmington, DE 19801

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)

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)

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

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

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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)

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

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	\$ 0.00	\$ 0.00
Equity	\$ 23,997,817.99	\$ 20,497,812.07
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ 0.00	\$ 0.00
Partnership Interests.....	\$ 0.00	\$ 0.00
Other (Specify) _____	\$ 0.00	\$ 0.00
Total.....	\$ 23,997,817.99	\$ 20,497,812.07

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 Investors	Aggregate Dollar Amount of Purchase
Accredited Investors	8	\$ 20,497,812.07
Non-accredited Investors	0	\$ 0.00
Total (for filings under Rule 504 only).....	0	\$ 0.00

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	\$ 0.00
Regulation A.....	N/A	\$ 0.00
Rule 504	N/A	\$ 0.00
Total.....		\$ 0.00

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 insurer. 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"/>	\$ 0.00
Printing and Engraving Costs	<input type="checkbox"/>	\$ 0.00
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 75,000.00
Accounting Fees	<input type="checkbox"/>	\$ 0.00
Engineering Fees	<input type="checkbox"/>	\$ 0.00
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ 480,000.00
Other Expenses (identify) _____	<input type="checkbox"/>	\$ 0.00
Total.....	<input type="checkbox"/>	\$ 555,000.00

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

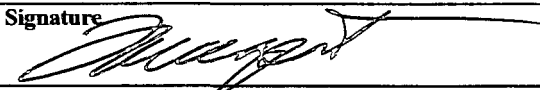
b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” \$ 23,442,817.99

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"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Purchase of real estate	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
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"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Repayment of indebtedness	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Working capital	<input type="checkbox"/> \$ <u>0.00</u>	<input checked="" type="checkbox"/> \$ <u>20,422,812.70</u>
Other (specify): _____	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Column Totals	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>20,422,812.70</u>
Total Payments Listed (column totals added).....	<input type="checkbox"/> \$ <u>20,422,812.70</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 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) Cardio-Optics, Inc.	Signature 	Date 11/9/05
Name of Signer (Print or Type) Todd F. Davenport	Title or Signer (Print or Type) President and Chief Executive Officer	

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

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		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO		X	Series B Preferred Stock \$2,663,052.26	2	\$2,663,052.26	0	\$0.00		X
CT									
DE		X	Series B Preferred Stock \$3,000,002.70	1	\$3,000,002.70	0	\$0.00		X
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA		X	Series B Preferred Stock \$499,999.90	1	\$499,999.90	0	\$0.00		X
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		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO									
MT									
NE									
NV									
NH									
NJ		X	Series B Preferred Stock \$3,167,721.43	1	\$3,167,721.43	0	\$0.00		X
NM									
NY									
NC									
ND									
OH		X	Series B Preferred Stock \$3,167,034.02	2	\$3,167,034.02	0	\$0.00		X
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									

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		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									