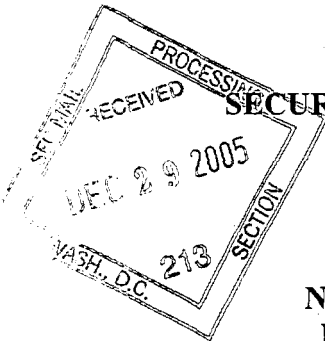


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SEC 1972 Potential persons who are to respond to the collection of information contained (5-05) in this form are not required to respond unless the form displays a currently valid OMB control number.

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.



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

Table with OMB APPROVAL, OMB Number: 3235-0076, Expires: April 30, 2008, and Estimated average burden hours per response: 16.00.



05076051

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) VCampus Corporation 2005 Series A-1 Convertible Preferred Stock Offering

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

Type of Filing: [X] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA

PROCESSED

JAN 06 2006

THOMSON FINANCIAL

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.) VCampus Corporation

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 1850 Centennial Park Drive, Suite 200, Reston, Virginia 20191 - (703) 654-7213

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)

Handwritten initials

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)
Kannan, Narasimhan P.

Business or Residence Address (Number and Street, City, State, Zip Code)
1850 Centennial Park Drive, Suite 200, Reston, Virginia 20191

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

Full Name (Last name first, if individual)
Nelson, Christopher L.

Business or Residence Address (Number and Street, City, State, Zip Code)
1850 Centennial Park Drive, Suite 200, Reston, Virginia 20191

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

Full Name (Last name first, if individual)
Fingerhut, Barry K.

Business or Residence Address (Number and Street, City, State, Zip Code)
767 Fifth Avenue, New York, New York 10153

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

Full Name (Last name first, if individual)
Freedman, Ronald E.

Business or Residence Address (Number and Street, City, State, Zip Code)
1850 Centennial Park Drive, Suite 200, Reston, Virginia 20191

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

Full Name (Last name first, if individual)
Frederick, Kerry

Business or Residence Address (Number and Street, City, State, Zip Code)
1850 Centennial Park Drive, Suite 200, Reston, Virginia 20191

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

Full Name (Last name first, if individual)
deCastro, Edson D.

Business or Residence Address (Number and Street, City, State, Zip Code)
1850 Centennial Park Drive, Suite 200, Reston, Virginia 20191

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

Full Name (Last name first, if individual)
Maleska, Martin E.

Business or Residence Address (Number and Street, City, State, Zip Code)
1850 Centennial Park Drive, Suite 200, Reston, Virginia 20191

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

Full Name (Last name first, if individual)
Sears, John D.

Business or Residence Address (Number and Street, City, State, Zip Code)
1850 Centennial Park Drive, Suite 200, Reston, Virginia 20191

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

Full Name (Last name first, if individual)
Friedman, Laura B.

Business or Residence Address (Number and Street, City, State, Zip Code)
1850 Centennial Park Drive, Suite 200, Reston, Virginia 20191

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

Full Name (Last name first, if individual)
Ali, Tamer A.

Business or Residence Address (Number and Street, City, State, Zip Code)
1850 Centennial Park Drive, Suite 200, Reston, Virginia 20191

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
[] [X]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$25,000

3. Does the offering permit joint ownership of a single unit?..... Yes No
[X] []

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)
Oberon Securities, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)
79 Madison Avenue, New York, New York 10016

Name of Associated Broker or Dealer
Adam Breslawsky – registered representative of Oberon Securities, LLC

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]

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	\$2,300,000	\$2,300,000
Equity	\$ _____	\$ _____
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify)	\$ _____	\$ _____
Total	\$2,300,000	\$2,300,000

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 Purchases
Accredited Investors	<u>7</u>	\$2,300,000
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, 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	_____	\$ _____
<u>Regulation A</u>	_____	\$ _____
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	<input checked="" type="checkbox"/> \$1,000
Printing and Engraving Costs.....	<input checked="" type="checkbox"/> \$1,000
Legal Fees	<input checked="" type="checkbox"/> \$60,000
Accounting Fees	<input checked="" type="checkbox"/> \$10,000
Administrative, Postage, Secretary Fees.....	<input type="checkbox"/>
Finder's Fees.....	<input checked="" type="checkbox"/> \$156,000

Sales Commissions (specify finders' fees separately)*	[]
Other Expenses (state filing fees and Nasdaq listing fees).....	[X] \$27,000
Total	[X] \$255,000

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."

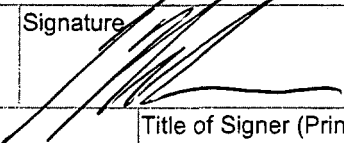
\$2,045,000

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	[] \$ _____	[] \$ _____
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 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	[] \$ _____	[] \$ _____
Working capital	[] \$ _____	[X] \$2,045,000
Other (specify): _____	[] \$ _____	[] \$ _____
_____	[] \$ _____	[] \$ _____
_____	[] \$ _____	[] \$ _____
Column Totals	[] \$ _____	\$2,045,000
Total Payments Listed (column totals added)		\$ 2,045,000

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) VCampus Corporation	Signature 	Date December <u>22</u> 2005
Name of Signer (Print or Type) Christopher L. Nelson	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.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No
 [] [X]

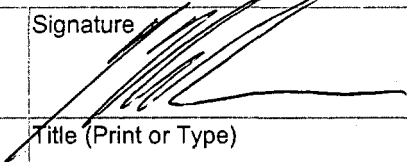
See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) VCampus Corporation	Signature 	Date December 22 2005
Name of Signer (Print or Type) Christopher L. Nelson	Title (Print or Type) Chief Financial 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.

City/County of _____
 Commonwealth of Virginia
 Sworn to and subscribed before me this _____ day of _____ 2005.
 Witness my hand and official seal.

 Notary Public

City/County of Fairfax
 Commonwealth of Virginia
 Sworn to and subscribed before me this 22nd day of December 2005.
 Witness my hand and official seal.
Shirley J. Newman Notary Public

My Comm. Exps. 4/30 2008
 My Comm. Exps. _____ 2000



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
AL									
AK									
AZ									
AR									
CA		X	Series A-1 Convertible Preferred Stock	1	\$800,000				X
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		X	Series A-1 Convertible Preferred Stock	1	\$200,000				
NM									
NY		X	Series A-1 Convertible Preferred Stock	3	\$1,275,000				
NC									

ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA		X	Series A-1 Convertible Preferred Stock	1	\$25,000				X
WA									
WV									
WI									
WY									
PR									

<http://www.sec.gov/divisions/corpfin/forms/formd.htm>
 Last update: 06/06/2002