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 86 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

| OMB APPROVAL | | | | | | |
|---------------|------------------|--|--|--|--|--|
| OMB Numl | per: 3235-0076 | | | | | |
| Expires: Ap | ril 30, 2008 | | | | | |
| | verage burden | | | | | |
| hours per re | sponse., , 16.00 | | | | | |
| SEC U | ISE ONLY | | | | | |
| Prefix | Serial | | | | | |
| | | | | | | |
| DATE RECEIVED | | | | | | |
| | | | | | | |

07067252

| Name of Offering ([] check if this is Entegrion, Inc. Series B Equity Fi | | d name has cha | anged, and indica | ite change.) | |
|---|------------------|--|---|---|------------|
| Filing Under (Check box(es) that apply): | [] Rule 504 | [] <u>Rule 505</u> | ¹ [X] Rule 506 | [] Section 4(6) | [] ULOE |
| Type of Filing: [X] New Filing [] A | mendment | · | | PRO | CESSED |
| | A. BASIC ID | ENTIFICATION | I DATA | _ | N 1 4 2007 |
| 1. Enter the information requested a | about the issuer | ······································ | · · · · · · · · · · · · · · · · · · · | | NANCIAL |
| Name of Issuer ([] check if this is an Entegrion, Inc. | amendment and | name has chan | ged, and indicate | change.) | |
| Address of Executive Offices (Nur 79 TW Alexander Drive, 4401 Res (919) 536-1500 | | | | Number (Including Park, North Caroli | |
| Address of Principal Business Oper Area Code) (if different from Executive Offices) | ations (Number a | nd Street, City, | State, Zip Code) | Telephone Number | (Including |
| Brief Description of Business Therapeutics development comp | any focused on h | nomeostasis. | THE RESIDENCE OF THE PROPERTY | | |

| [X] corporation | on [] limited partnership, a | ·d | [] other (plea | ase specify): | |
|-------------------------------|--|---------------|-----------------|------------------|---------------|
| [] business trust | [] limited partnership, t | o be formed | | | |
| Actual or Estimated Date of I | ncorporation or Organization: | Month [03] | Year [2004] | [X] Actual | I] Estimated |
| | or Organization: (Enter two-letter t CN for Canada; FN fo | J.S. Postal S | ervice abbre | eviation for Sta | |
| 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 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 in the notice constitutes a part of this notice and must be completed.

| ٨ | \mathbf{R}^{Λ} | SIC | IDEN | MTIF | CAT | ION | DAT | Г٨ |
|---|------------------------|-----|------|------|-----|-----|-----|----|
| | | | | | | | | |

- 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 | [X] Beneficial Owner | [X] Executive Officer | [X] Director | [] General and/o Managing Partner |
|--|----------------|----------------------|-----------------------|---------------|--|
| Full Name (Last name first, Eskridge, E. S., Jr. | if individual) | · | | | · · · · · · · · · · · · · · · · · · · |
| Business or Residence Add 79 TW Alexander Drive, 4 | | | | Park, North C | Carolina 27709 |
| Check Box(es) that Apply: | [] Promoter | [] Beneficial Owner | [] Executive Officer | [X] Director | [] General and/or Managing Partner |
| Full Name (Last name first, Thorp, Clay B. | if individual) | : 1 | A | | |
| Business or Residence Add 79 TW Alexander Drive, 4 | | | | Park, North C | Carolina 27709 |
| Check Box(es) that Apply: | [] Promoter | [] Beneficial Owner | [] Executive Officer | [X] Director | [] General and/or Managing Partner |
| Full Name (Last name first, Corbitt, William S., III | if individual) | | <u> </u> | | ************************************** |
| Business or Residence Add 79 TW Alexander Drive, 4 | | | | Park, North C | Carolina 27709 |
| Check Box(es) that Apply: | [] Promoter | [] Beneficial Owner | [] Executive Officer | [X] Director | [] General and/or Managing Partner |
| Full Name (Last name first, Deuel, Thomas F. | if individual) | | | | |
| Business or Residence Add 79 TW Alexander Drive, 44 | | | | Park, North C | Carolina 27709 |

79 TW Alexander Drive, 4401 Research Commons, Suite 200, Research Triangle Park, North Carolina 27709

[Promote

| Check Box(es) that Apply: | [] Promoter | [X] Beneficial Owner | [] Executive Officer | [] Director [|] General and/o Managing Partner |
|--|----------------|-----------------------|----------------------|---------------|--|
| Full Name (Last name first, Fischer, Thomas H. | if individual) | | , | | |
| Rusiness of Residence Ade | Irono (Number | and Street City State | Zin Cada) | | |

Business or Residence Address (Number and Street, City, State, Zip Code)
79 TW Alexander Drive, 4401 Research Commons, Suite 200, Research Triangle Park, North Carolina 27709

B. INFORMATION ABOUT OFFERING

| | | | | | | | | | | | V . | aa Ala |
|--|---|--|-------------------------|---|---|---|--|-------------------------------------|------------------------------|--|------------|--------------|
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | | | | | | | [] | es No [X] | | | | |
| Answer also in Appendix, Column 2, if filing under ULOE. | | | | | | | | | | | | |
| 2. Wha | t is the r | ninimum | investme | nt that w | ill be acco | epted fror | n any indi | vidual? | | | _ | 10,000.00 |
| 3. Does | s the offe | ering per | mit joint c | wnership | o of a sing | gle unit? | •••••• | • | ••••• | | Ye [X | es No |
| of secu dealer more th forth th | tly, any o irities in registere nan five e inform | commissi the offeri ed with th (5) perso ation for | on or siming. If a pole | ilar remu erson to l nd/or with isted are er or dea | neration be listed in a state of associate | for solicita s an asso or states, | ation of pu ociated pe list the na | rchasers rson or ag me of the | in connection of a broker or | directly o ction with s proker or dealer, If you may | sales | |
| | plicable | | | , | | | | | | | | |
| Busine | ss or Re | sidence | Address | (Number | and Stree | et, City, S | tate, Zip | Code) | | | ·· | (|
| Name (| of Assoc | iated Bro | oker or De | ealer | | | | | | | | |
| States | in Which | Person | Listed Ha | as Solicit | ed or Inte | nds to So | licit Purch | nasers | | | | |
| (Check | k "All S | tates" o | r check i | ndividu | al States |) | ••••• | | | [|] All S | tates |
| [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] | [MM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [ТХ] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |
| Full Na | me (Las | t name fi | irst, if indi | vidual) | | | | | | | <u> </u> | |
| Busine | ss or Re | sidence | Address | Number | and Stree | et, City, S | tate, Zip (| Code) | | | | |
| Name o | of Assoc | iated Bro | ker or De | ealer | | | | | | | | |
| States | in Which | Person | Listed Ha | s Solicite | ed or Inte | nds to So | licit Purch | nasers | | | | |
| (Check | "All State | es" or che | ck individ | ual States |) | | | | | [] | All Stat | .es |
| [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] | [AW] | [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. | | |
|---|------------------------|--------------------------------------|
| | Aggregate | Amount Already |
| Type of Security | Offering Price | Sold |
| Debt | \$ | \$ |
| Equity(Series B Stock) | \$ <u>5,000,000.00</u> | \$ <u>3,733,175.28</u> |
| [] Common [] Preferred | | |
| Convertible Securities | \$ | \$ |
| Partnership Interests | \$ | \$ |
| Other (Specify). | \$ | \$ |
| Total | \$ <u>5,000,000.00</u> | \$ <u>3,733,175.28</u> |
| 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 | 66 | \$ 3,733,175.28 |
| Non-accredited Investors | | |
| Total (for filings under Rule 504 only) | | \$ \$ |
| Answer also in Appendix, Column 4, if filing under ULOE. | | J. |
| 3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , 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 Security | Dollar Amount |
| Type of offering | Type of Security | 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 | f 1 | \$ |
| Printing and Engraving Costs | | \$ |
| Legal Fees | | \$20,000.00 |
| Accounting Fees | | \$ |
| Administrative, Postage, Secretary Fees. | | \$ \$ |
| Sales Commissions (specify finders' fees separately)* | • • | \$ 0 |
| Other Expenses (State Filing Fees) | • • | \$ <u>2,350.00</u> |
| Total | | \$ <u>22,350.00</u> |

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."

4,977,650.00

Payments to

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.

| | | Officers, | |
|--|--------|--------------|------------------------|
| | | Directors, & | Payments To |
| | | Affiliates | 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 | | \$ | \$ <u>1,723,123.28</u> |
| Working capital | | \$ | \$ <u>3,254,526.72</u> |
| Other (specify): | | \$ | \$ |
| | | \$ | \$ |
| Column Totals | | \$ | \$4,977,650.00 |
| Total Payments Listed (column totals added) | ****** | \$4,97 | 7,650.00 |

| | D. FEDERAL S | IGNATURE | • |
|---|---|--------------------|---|
| under Rule 505, the following signatu | re constitutes an undert request of its staff, the i | taking by the issu | authorized person. If this notice is filed er to furnish to the U.S. Securities and hed by the issuer to any non-accredited |
| Issuer (Print or Type) Entegrion, Inc. | Signature Ruled W | Nactor | Date Tue May, 2007 |
| Name of Signer (Print or Type) | Title of S | Signer (Print or T | ype) |
| Richard Martin | Chief F | inancial Officer | |
| | ATTENI | LÍON | |
| Intentional misstatements or om | issions of fact constitu | ute federal crimi | nal violations. (See 18 U.S.C. 1001.) |

END