FORM D	OMB APPROVA	<b>AL</b>		
UNITED STATES	OMB NUMBER: 3235	5-0076		
	Expires: April 30,	, 2008		
SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	Estimated average burden			
	hours per response	.16.00		
JUN 2 5 2007 FORM D				
NOTICE OF SALE OF SECURITIES PURSUANT TO	SEC USE ONLY			
REGULATION D,		Serial		
SECTION 4(6), AND/OR	1	<b>541111</b>		
UNIFORM LIMITED OFFERING EXEMPTION	DATE RECEIVE	PD -		
	l I			
Name of Offering ( check if this is an amendment and name has changed, and indicate change.)	<u> </u>			
Series C-2 Preferred Stock				
Filing Under (Check box(es) that apply): □ Rule 504 □ Rule 505 ■ Rule 506 □ Section	4(6) D ULOE	ENIA 1810 BARA 1110 JARA 1801		
Type of Filing: ■ New Filing □ Amendment				
A DASIC MENTIFICATION DATE		!### [6]\$J ##### [1] J### ###		
A. BASIC IDENTIFICATION DAT				
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1. Enter the information requested about the issuer		99137		
1. Enter the information requested about the issuer  Name of Issuer (  check if this is an amendment and name has changed, and indicate change.)				
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## GENERAL INSTRUCTIONS

Actual or Estimated Date of Incorporation or Organization

## 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 USC 77d(6).

CN for Canada; FN for other foreign jurisdiction)

■ Actual

□ Estimated

Month Year

02

04

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.

When to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

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 a 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.

A. BASIC IDENTIFICATION DATA											
<ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>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;</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> <li>Each general and managing partner of partnership issuers.</li> </ul>											
Check Box(es) that Apply: ☐ Promoter ■ Beneficial Owner ■ Executive Officer ■ Director ☐ General and/or Managing Partner											
Full Name (Last name first, if individual)											
Heffernan, Michael											
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)								
c/o Collegium Pharmaceutical, Inc., 406 Check Box(es) that Apply:		porate Drive, Cumberia  Beneficial Owner	nd, RI €Z864  □ Executive Officer	□ Director	G Consol and to Managina Partner						
Full Name (Last name first, if individual)	☐ Promoter	Beneficial Owner	LI Executive Officer	LI Director	☐ General and/or Managing Partner						
i dii rama (Edit mana may ii marridad)											
Rothman, Michael	<u> </u>		1.3								
Business or Residence Address	(Number and	Street, City, State, Zip Co	(de)								
c/o Collegium Pharmaceutical, Inc., 406	Highland Cor	porate Drive, Cumberla	nd, RI 02864								
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner						
Full Name (Last name first, if individual)											
Hirsh, Mark											
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)		-						
c/o Collegium Pharmaceutical, Inc., 400	) Wighland Car	norsta Driva Cumbaria	nd D1 02064								
Check Box(es) that Apply:	□ Promoter	Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner						
Full Name (Last name first, if individual)		- Delicitotal Owner	E LACOBOTO OTTICA	- Director	C Central and of Managing Faute						
Hirsh, Jane Business or Residence Address	(Number and S	treet, City, State, Zip Co	te)								
	•		•								
c/o Collegium Pharmaceutical, Inc., 400											
Check Box(es) that Apply: Full Name (Last name first, if individual)	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner						
Full Name (Last have hist, it mai violat)											
Fortune, Patrick J.			<del></del>	<u></u>							
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)								
c/o Collegium Pharmaceutical, Inc., 400	Highland Cor	porate Drive, Cumberia	nd, R1 02864								
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner						
Full Name (Last name first, if individual)											
Strobeck, Matthew											
Business or Residence Address	(Number and :	Street, City, State, Zip Co	de)		<del></del>						
c/o Collegium Pharmaceutical, Inc., 400	Highland Cor	norate Drive Cumberla	nd D1 01944								
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	D Executive Officer	□ Director	☐ General and/or Managing Partner						
Full Name (Last name first, if individual)			<u> </u>								
Boston Millennia Partners II Limited P Business or Residence Address		Street, City, State, Zip Co	nde)	<del></del>							
		only only only on	,								
30 Rowes Wharf, Suite 500, Boston, M.											
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner						
Full Name (Last name first, if individual)											
Boston Millennia Partners GmbH & Co. KG											
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)								
30 Rowes Wharf, Suite 500, Boston, MA	A 02110										

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA							
<ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>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;</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> <li>Each general and managing partner of partnership issuers.</li> </ul>							
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
NMJ, LP							
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)				
	•		r				
c/o Collegium Pharmaceutical, Inc., 400							
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Island View Investors, LLC							
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)				
of Calledon Discountial Law 400	W-1110		. 1 Dr 44074				
c/o Collegium Pharmaceutical, Inc., 400 Check Box(es) that Apply:				5 Dimentos	D. Connection Management and December 1		
Full Name (Last name first, if individual)	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Ton Ivane (Cast name mst, it morridon)							
Westfield Life Sciences Fund II L.P.							
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)				
One Financial Center, 24th Floor, Boston	n. Massachuset	ts 02111-2621					
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 Co					
Dusiness of Residence Address	(Transper Bid	succe, only, omic, sup co	acy				
					<del></del>		
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 Co	ode)				
			·				
Check Box(es) that Apply:		- P C . 1 . O	- F	_ n:			
Full Name (Last name first, if individual)	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Ton Ivano (Last name 1115t, it maividea)							
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)					C Colore and A Managing Factor		
•							
Business of Besidence Address	(Number and	Street City State 7in C	ade)				
Business or Residence Address (Number and Street, City, State, Zip Code)							
Check Box(es) that Apply:	☐ Promoter	D Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Business or Residence Address	ness or Residence Address (Number and Street, City, State, Zip Code)						

				<del></del>	В.	INFORM	ATION ABO	OUT OFFE	RING				
								Yes	No				
1.	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?							0	•				
Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?								S n/a					
2. What is the minimum investment that will be accepted from any individual?									Yes	No			
3.	Does	the offering	permit joint o	wnership of a	single unit?		***************************************			••••••	•••••	0	0
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 Non		(Last name f	irst, if individ	lual)									
		e Desidence	Address (Num	iber and Stree	t City State	Zin Code)	<del></del>						
Dusi	arcss o	1 Kesideike 1	1001cs3 (11011	ibei ana succ	i, City, State	, zip codc)							
Nam	ne of A	ssociated Bro	oker or Deale	r							•		
State	ee in u	thich Person I	Listed Hos So	licited or Inte	nde to Solici	Durchasers							<del></del>
Jun	63 JII 11			eck individual						••••••		All States	
_ () _ ()	AL) IL) MT) RI)	_ [AK] _ [IN] _ [NE] _ [SC]	_ [AZ] _ [IA] _ [NV] _ [SD]	_ [AR] _ [KS] _ [NH] _ [TN]	_ [CA] _ [KY] _ [NJ] _ [TX]	_ [CO] _ [LA] _ [NM] _ [UT]	_ [CT] _ [ME] _ [NY] _ [VT]	_ [DE] _ [MD] _ [NC] _ [VA]	_ [DC] _ [MA] _ [ND] _ [WA]	_ [FL] _ [MI] _ [OH] _ [WV]	_ [GA] _ [MN] _ [OK] _ [WI]	_ [HI] _ [MS] _ [OR] _ (WY]	_ (ID) _ (MO) _ (PA) _ (PR)
Full	name	(Last name fi	irst, if individ	ual)	<del></del>					· · · · · · · · · · · · · · · · · · ·			
Busi	in <b>ess</b> o	r Residence	Address (Nu	imber and Stre	ect, City, Sta	te, Zip Code	)						
Nan	ne of A	ssociated Br	oker or Deale	r				··-					
State	es in w	hich Person	Listed Has So	licited or Inte	nds to Solici	t Purchasers				•••			
		(Check "All	States" or ch	eck individua	l States)		***************************************		*******************	****************		All States	
_ [] _ []	AL] IL] MT] RI]	_ (AK) _ (IN) _ (NE) _ (SC)	_ [AZ] _ [IA] _ [NV] _ [SD]	_ [AR] _ [KS] _ [NH] _ (TN]	_ [CA] _ [KY] _ [NJ] _ [TX]	_ [CO] _ [LA] _ [NM] _ [UT]	_ [CT] _[ ME] _ [NY] _ [VT]	_ [DE] _ [MD] _ [NC] _ [VA]	_ [DC] _ [MA] _ [ND] _ [WA]	_ [FL] _ [MI] _ [OH) _ [WV]	_ [GA] _ [MN] _ [OK] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	Name	(Last name f	irst, if individ	lual)		<del>-</del>							
Busi	iness o	r Residence	Address (Ni	mber and Str	eet, City, Sta	te, Zip Code	)	<del></del>			••	<del></del>	<del></del>
Nan	ne of A	Associated Bro	oker or Deale	r			<del>- ·</del>				<del></del>		
State	ee in	hich Person	Listed Has Co	dicited or Inte	nde to Solici	t Durchases		<del>-</del>					
States in which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)							All States						
_ {	AL] [IL] [MT] [RI]	_ [AK] _ [IN] _ [NE] _ [SC]	_ [AZ] _ [IA] _ [NV] _ [SD]	_ [AR] _ [KS] _ [NH] _ [TN]	_ [CA] _ [KY] _ [NJ] _ [TX]	_ [CO] _ [LA] _ [NM] _ [UT]	_ [CT] _ [ME] _ [NY] _ [VT]	_ [DE] _ [MD] _ [NC] _ [VA]	_ [DC] _ [MA] _ [ND) _ [WA]	_ [FL] _ [MI] _ [OH] _ [WV]	[GA] [MN] [OK] [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [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 p and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Aiready Sold
	Type of Security		
	Debt	\$	<b>\$</b>
	Equity	\$ <u>2,500,079.71</u>	\$_2,500,079,71
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	s	<b>s</b>
	Partnership Interests	\$	<b>S</b>
	Other (Specify)	<b>s</b>	<b>s</b>
	Total	\$ <u>2,500,079.71</u>	\$ 2,500,079,71
	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 of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	7	\$ <u>2,500,079,71</u>
	Non-accredited Investors	<del></del>	2
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE		3
	, and an array of the state of		
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 Security	Dollar Amount Sold
	Type of offering	·	•
	Rule 505		•
	Regulation A		\$
	Rule 504		S
	Total	<del>*</del>	<b>s</b>
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		S
	Printing and Engraving Costs	<u>.</u>	\$
		Ü	£ 15000
	Legal Fees	•	\$15,000
	Accounting Fees	0	S
	Engineering Fees	o	<u> </u>
	Sales Commissions (specify finders' fees separately)	0	\$
	Other Expenses (identify)	0	<b>\$</b>
	Total	_	\$ 15,000

<ul> <li>b. Enter the difference between the aggregate offering price given in response to Part C – Question</li> <li>l and total expenses furnished in response to Part C – Question 4.a. This difference is the</li> <li>"adjusted gross proceeds to the issuer."</li> </ul>						\$_2,485,079,71_		
<b>5</b> .	for each of the purposes shown. If the arm and check the box to the left of the estimat	gross proceeds to the issuer used or proposed to count for any purpose is not known, furnish an ex- tite. The total of the payments listed must equal to both in response to Part C - Question 4.b above.	stimate the					
				Payments to Officers, Directors, & Affiliates		Payments To Others		
	Salaries and fees			<b>s</b>	0	<b>s</b>		
	Purchase of real estate	······································	0	<b>s</b> _		\$		
	Purchase, rental or leasing and installation	n of machinery and equipment	0	<b>s</b>	0	<b>s</b>		
	Construction or leasing of plant buildings	and facilities	٥	\$	0	\$		
		he value of securities involved in this offering						
		ts or securities of another issuer pursuant to a	<b>D</b>	s	0	\$		
	Repayment of indebtedness			\$ <u>485,788.40</u>		S <u>14.211.60</u>		
	Working capital		0	<b>s</b>		\$ <u>1,985,079.71</u>		
	Other (specify):	<del></del>	_ 0	S	0	\$		
			_					
				\$	Ö	<b>s</b>		
	Column Totals		•	\$485,788.40		\$ <u>1,999,291.31</u>		
	Total Payments Listed (column totals add	icd)		<b>■ \$_2</b> ,	,485,079.71			
		D. FEDERAL SIGNATI	1100		,			
		U. FEDERAL GIGNALI	UKE					
an i		ned by the undersigned duly authorized person.  S. Securities and Exchange Commission, upon (b)(2) of Rule 502.						
Issı	uer (Print or Type)	Signature	•	Date				
Col	llegium Pharmaceutical, Inc.	Stewn N- Tenme	ban_	June 13, 2007				
Na	me of Signer (Print or Type)	Title of Signer (Print or Type)						
Ste	even N. Tannenbaum	Executive Vice President and Chief	Financial O	fficer				
		ATTENTION		END				
	Intentional misstatement	s or omissions of fact constitute fede	ral crimin	ıal violations. (See 18	U.S.C.	1001.)		