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**

OMB APPROVAL

OMB Number: 3235-0076 Expires: March 30, 2008 Estimated average burden hours per form.....1

| SEC USE ONLY | | | | | | |
|--------------|----------|--|--|--|--|--|
| Prefix | Serial | | | | | |
| | | | | | | |
| DATE I | RECEIVED | | | | | |
| | | | | | | |

| RECEIVELUNIFOR | M LIMITED OFFER | ING EXEMPT | ION | | 1 | |
|---|--------------------------------------|--------------------------|------------------|----------------------|-------------|--|
| JUL (5 1001) | > | | | DATE | RECEIVED | |
| 186 | | | | | | |
| Name of Offering Check if this is an a | mendment and name has changed, a | nd indicate change.) | | | | |
| Issuance of Common Stock Filing Under (Check box(es) that apply): | ☐ Rule 504 | ☐ Rule 505 | Rule 506 | ☐ Section 4(6) | ULOE | |
| Type of Filing: | Kaic 304 | New Filing | | Amendment | | |
| type of ruing. | | DENTIFICATION DA | | | | |
| | | JENTIFICATION DA | 11A | | | |
| Enter the information requested about | | | | | | |
| Name of Issuer (check if this is an ame | ndment and name has changed, and | indicate change.) | | | | |
| Circos.com, Inc. | | | | | | |
| Address of Executive Offices | (Number and Street, | City, State, Zip Code) | | (Including Area Code | e) | |
| 153 N. San Mateo Drive, San Mateo, Ca | lifornia 94401 | | | -5896 | | |
| Address of Principal Business Operations | (Number and Street, City, State, Zip | Code) | Telephone Number | (Including Area Code | | |
| (if different from Executive Offices) | | | | | OCESSED | |
| Brief Description of Business | | . (144)) | | | | |
| Internet technology | | | | <u> </u> | L 18 2007 | |
| Type of Business Organization | | | | • | | |
| ■ corporation | ☐ limited partnership, already fo | 07072 | 009 | other (please spec | | |
| ☐ business trust | ☐ limited partnership, to be form | | | 7 87 | MACINE | |
| | • | | <u>ear</u> | | | |
| Actual or Estimated Date of Incorporation | or Organization: | June 2 | 006 | Actual | ☐ Estimated | |
| Jurisdiction of Incorporation or Organizati | on: (Enter two-letter U.S. Postal | Service abbreviation for | | Actual | L Estimated | |
| ransaredon of incorporation of Organizati | CN for Canada; FN for othe | | or seemed. | DE | | |

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.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

- 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 (Las | name first, if individual) | | | | |
| McDonald, Ke | | 10. 0. 0. 2. 0.1 | | | |
| | | 1 Street, City, State, Zip Code ive, San Mateo, California | | | |
| Check Box(es) that Apply: | ☐ Promoter | E Beneficial Owner | Executive Officer | ⊠ Director | ☐ General and/or Managing Partner |
| | t name first, if individual) | | | | |
| Sim, Morris | · ···································· | | | <u></u> | |
| Business or Res | idence Address (Number and | Street, City, State, Zip Code) | | · · · · | - . |
| c/o Circos.com | , Inc., 153 N. San Mateo Dr | ive, San Mateo, California | | | |
| Check Boxes that Apply: | ☐ Promoter | Beneficial Owner | Executive Officer | ☑ Director | General and/or Managing Partner |
| • | t name first, if individual) | | , | | |
| Smith, Scott | :1 A 3 4 A 1 | Change City State 7in Cada | | | |
| | | Street, City, State, Zip Code) ive, San Mateo, California | | | |
| Check Boxes that Apply: | Promoter | Beneficial Owner | ☐ Executive Officer | ☐ Director | General and/or Managing Partner |
| Full Name (Las | t name first, if individual) | | | | |
| | sidence Address (Number and | Street, City, State, Zip Code) |) | | |
| 10 Prinsep Lin | ık, 11-01 Tower A, Singapor | re 187948 | | | |
| Check Boxes that Apply: | ☐ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | ☐ Director | General and/or Managing Partner |
| Full Name (Las | t name first, if individual) | | | | |
| Business or Re | sidence Address (Number and | Street, City, State, Zip Code |) | | |
| Check Boxes that Apply: | Promoter | ☐ Beneficial Owner | Executive Officer | Director | General and/or Managing Partner |
| Full Name (Las | t name first, if individual) | | | | |
| Business or Re | sidence Address (Number and | 1 Street, City, State, Zip Code |) | · | |
| Check Boxes that Apply: | Promoter | ☐ Beneficial Owner | ☐ Executive Officer | ☐ Director | General and/or Managing Partner |
| Full Name (Las | st name first, if individual) | | | | |
| Business or Re | sidence Address (Number and | d Street, City, State, Zip Code |) | | |
| Check Box(es) that Apply: | ☐ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | Director | General and/or Managing Partner |
| Full Name (La | st name first, if individual) | | | | |
| Business or Re | sidence Address (Number an | nd Street, City, State, Zip Code | e) | | |
| D4011403 VI IN | | | • | | |

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes ____ No ___ Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual? N/A Does the offering permit joint ownership of a single unit? Yes _ ✓ No ____ 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. None. 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 . All States (Check "All States" or check individual States) ICOL [DE] IDC1 [FL] [GA] [HI]|ID| [CA] [CT] [AL] [AK] [AZ] [AR] [MN] [MS] [MO] [MI] [IN] [iA] [KS] [KY] [LA] ME [MD] [MA] IIL [PA] [OH] [OK] (OR) INY INCI [ND] [MT] [NE] [NV] NHI [LN] INMI **IWVI** [WY] [PR] [VA] [VA] [WI] UTI [VT] (SC) ISDI ITN [XT] (RII 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 _____ □ All States (Check "All States" or check individual States) [CO] [CT] [DE] [DC] [FL] [GA] [HI][ID] [AZ] [AR] [CA] [AL] [AK] [MO] [MI] [MN] [MS] [[N] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [PA] [NC] [ND] [OH] 10KI ORL [NE] [NV] NHI [NJ] [NM] NY [MT] [WY] (PR) [VT] [VA] [WV] [WI] [UT] [VA] IRII [SC] SDI [TN] [TX] 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 ☐ All States (Check "All States" or check individual States) [DE] [DC] [FL] [GA] [H]]|ID|[CO] IALI [AK] [AZ] [AR] [CA] [CT] [MO] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [HO]JOK] [OR] [PA] [NM] NY [NC] [ND] INE INV [NH] NJ [MT]

B. INFURMATION ABOUT OFFERING

[VT]

[VA]

[VA]

[WV]

[WI]

IWYI

[PR]

[RI]

[SC]

[SD]

[TN]

[TX]

[UT]

| 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. This difference is the "adjusted gross proceeds to the issuer" 5. Indicate below the amount of the adjusted goss 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. Payment to Officers, Payment to Officers, Payment to Officers, Payment to Officers of real estate. | C. OFFERING PRICE, NUMBER OF INVESTO | RS, EXPENSES AND U | SE OF PROCEE | DS | | | |
|---|--|--|--|----------------------|-------------------------------|---------------------------------------|--|
| If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. In the dail of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Payment to Officers, Directors, & Affiliates Others Salaries and fees Salaries | Enter the difference between the aggregate offering price given in response to in response to Part C – Question 4.a. This difference is the "adjusted gross pro- | Part C - Question 1 and to occeds to the issuer" | total expenses fur | nished | \$ | 3,352,94 | |
| Salaries and fees | If the amount for any nurpose is not known, furnish an estimate and check the | box to the left of the esti | imate. The total | hown. of the | | | |
| Salaries and fees | paymona nave mass equal are aryunas of the p | | Payment to Offi | • | Payment To | | |
| Purchase of real estate | | | * | | _ | | |
| Purchase, rental or leasing and installation of machinery and equipment. S | Salaries and fees | [| □ s | 0 | | | |
| Construction or leasing of plant buildings and facilities. S | Purchase of real estate | | □ s | 0 | □ s | 0 | |
| Construction or leasing of plant buildings and facilities | Purchase, rental or leasing and installation of machinery and equipment | | □ s | 0 | □ s | 0 | |
| 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) S | | | □ s | 0 | □ s | 0 | |
| Repayment of indebtedness \$ 0 | Acquisition of other businesses (including the value of securities involved in this offer | ring that may be used | | | □ s | 0 | |
| Working capital S O E \$ 3,352,94 Other (specify): S O S O S O S O S O S O S O S O S O S | | | □ s | 0 | □ s | 0 | |
| Column Totals | | | □ s | <u>0</u> | × \$ | 3,352,94 | |
| Column Totals | Other (specify): | | | 0 | □s | 0 | |
| Column Totals | | | | | | | |
| Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer had duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitute 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 ar non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Circos.com, Inc. Date July | | | _ | | | | |
| The issuer had duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitute 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 an non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Circos.com, Inc. Date July 1 2 2007 Title of Signer (Print or Type) | | | | | | | |
| The issuer had duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitute 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 ar non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Circos.com, Inc. Signature Date July | Total Payments Listed (commit totals added) | | | J | J.J.Z.,772 | • | |
| an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its start, the information furnished by the issuer to an non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Circos.com, Inc. Title of Signer (Print or Type) Title of Signer (Print or Type) | D. FEDERAL S | IGNATURE | | ; | | | |
| Name of Signer (Print or Type) Title of Signer (Print or Type) Title of Signer (Print or Type) | an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commissi | d person. If this notice is ion, upon written request o | filed under Rule of its staff, the inf | 505, the ormation | following sign furnished b | nature constitut y the issuer to a | |
| Name of Signer (Print or Type) Title of Signer (Print or Type) | | | | | | 2007 | |
| CIT CE CONTROL OFF | Circos.com, Inc. | 1 | | | July _/ 📞 | , 2007 | |
| Kevin McDonald Chief Executive Officer | Name of Signer (Time of Type) | • | | | | | |
| | Kevin McDonald Chief I | Executive Officer | | | | | |

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

| | | | | APPENDIX | | | | | | | |
|-------|--------------------|--|--|--------------------------------------|--|--|--------|-----|--|--|--|
| i | | 2 | 3 | | 4 | | | | 5 | | |
| | to non- investo | nd to sell accredited rs in State 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 | | 1 | Common Stock \$3,352.94 | 2 | \$3,352.94 | 0 | \$0.00 | | ~ | | |
| СО | | | | | | | | | | | |
| CT | | | | | | | | | | | |
| DE | | | | | | | | | | | |
| DC | | | | | | | | | | | |
| FL | | | | | | | | | | | |
| GA | | | | | 1 | | | | | | |
| н | | | | | · | | | | | | |
| ID | | | | | | | | | | | |
| IL | | | | | | | | | | | |
| IN | | | | | | | | | | | |
| IA | | | | | | | | | _ | | |
| KS | | | | | | | | | | | |
| KY | | | | | | | | | | | |
| LA | | | 100 | | | | | | | | |
| ME | | | | | | | | | | | |
| MD | | | | | - | | | | | | |
| MA | | | | | | | | | | | |
| Ml | | | | | | | | | | | |
| MN | | | | | | | | | | | |
| MS | | | | | | | | | | | |
| МО | | | | | | | | | | | |

| | | | | APPENDIX | | | | | |
|-------|--|---|--|--------------------------------------|--|--|--|---------------|--|
| 1 | | 2 3 4 | | | | | 5 | | |
| | to non- investo | d to sell accredited rs in State 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) | | | | ration under OE (if yes, blanation of nted (Part E- m 1) |
| State | Yes | No | | Number of Accredited Investors | Amount | Number of Non- Accredited Investors | Amount | Yes | No |
| MT | | | | | | | | | |
| NE | | | | | | | | | |
| NV | | | | | | <u> </u> | | | |
| NH | | | | - | | · · · | | | |
| NJ | | | | | | | | | |
| NM | <u> </u> | | | | | | | | |
| NY | | | | | | | | | |
| NC | | <u> </u> | | | | | | | |
| ND | | | | | <u> </u> | | | | |
| ОН | | | | | | | | | |
| ОК | | | | | 1 | | | | _ |
| OR | | | | | | | | | |
| PA | | | | | | | | | |
| RI | | | | | | | | | |
| SC | | | | | | | | | |
| SD | | | | | | | | | |
| TN | | | | | | 1 | | | |
| TX | | | | | | | | 1 | |
| UT | | | | | | | | | |
| Vī | | | | | | 1 | | <u> </u> | |
| VA | | | | | | | | | |
| WA | | | Common Stock | 1 | \$500.00 | 0 | \$0.00 | | ~ |
| wv | | | \$500.00 | | 1 | | | | |
| WI | | | - | | | | | | |
| WY | | | | | | | - | - | |
| PR | | | | | | 1 | | | |

