FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

TANNOTICÉ OF SALE OF SECURITIES PURSUANT TO REGULATION D.

SECTION 4(6), AND/OR FORM LIMITED OFFERING EXEMPTION

OMB APPROVAL OMB NUMBER: 3235-0076

April 30, 2008

Expires: Estimated average burden

hours per response......16.00

| | SE | C USE ONLY | |
|--------|-----|------------|--|
| Prefix | | Serial | |
| | DAT | E RECEIVED | |
| | | 1 | |

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

| Series A-1 Convertible Preferred Stock | Series A | A-I | Convert | tible l | Preferrec | l Stock |
|--|----------|-----|---------|---------|-----------|---------|
|--|----------|-----|---------|---------|-----------|---------|

| Filing Under (Check box(es) th | at apply): | □ Rule 504 | □ Rule 505 | ■ Rule 506 | ☐ Section 4(6) ☐ ULOE | _ |
|--------------------------------|-------------|------------|------------|------------|-----------------------|---|
| 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.)

Tatara Systems, Inc.

| Address of Executive Offices (Number and | Street, City, State, Zip Code) | Telephone Number (Including Area Code) | |
|--|--|--|--|
| 35 Nagog Park, Acton, MA 01720 | | 978-206-0800 | |
| 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:

telecommunications

Type of Business Organization

■ corporation □ limited partnership, already formed

□ business trust limited partnership, to be formed

Month Year

Actual or Estimated Date of Incorporation or Organization 07 00 ■ Actual 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

□ other (please specify):

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 USC 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.

When to File: U.S. Securities and Exchange Commission, 100 F Street, NE, 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 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 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) Snowden, E.Y. (Number and Street, City, State, Zip Code) **Business or Residence Address** c/o Tatara Systems, Inc., 35 Nagog Park, Acton, MA 01720 Check Box(es) that Apply: ■ Director □ Promoter □ Beneficial Owner □ Executive Officer ☐ General and/or Managing Partner Full Name (Last name first, if individual) Burke, Chris Business or Residence Address (Number and Street, City, State, Zip Code) c/o Tatara Systems, Inc., 35 Nagog Park, Acton, MA 01720 Check Box(es) that Apply: □ Executive Officer □ Promoter □ Beneficial Owner ■ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Gudonis, Paul (Number and Street, City, State, Zip Code) **Business or Residence Address** c/o Tatara Systems, Inc., 35 Nagog Park, Acton, MA 01720 Check Box(es) that Apply: □ Executive Officer □ Promoter □ Beneficial Owner Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Anderson, Edward T. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Tatara Systems, Inc., 35 Nagog Park, Acton, MA 01720 Check Box(es) that Apply: ☐ Promoter □ Beneficial Owner □ Executive Officer Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Auerbach, Jonathan **Business or Residence Address** (Number and Street, City, State, Zip Code) c/o Tatara Systems, Inc., 35 Nagog Park, Acton, MA 01720 Check Box(es) that Apply: □ Beneficial Owner ■ Executive Officer ☐ General and/or Managing Partner □ Promoter □ Director Full Name (Last name first, if individual) Kalavade, Asa **Business or Residence Address** (Number and Street, City, State, Zip Code) c/o Tatara Systems, Inc., 35 Nagog Park, Acton, MA 01720 Check Box(es) that Apply: □ Promoter □ Beneficial Owner ■ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) DeZenzo, Jr. Raymond W. **Business or Residence Address** (Number and Street, City, State, Zip Code) c/o Tatara Systems, Inc., 35 Nagog Park, Acton, MA 01720 Check Box(es) that Apply: ■ Executive Officer □ Promoter □ Beneficial Owner □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Collins, Stephen **Business or Residence Address** (Number and Street, City, State, Zip Code) c/o Tatara Systems, Inc., 35 Nagog Park, Acton, MA 01720 Check Box(es) that Apply: Beneficial Owner □ Promoter □ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Highland Capital Partners VI Limited Partnership **Business or Residence Address** (Number and Street, City, State, Zip Code) 92 Hayden Avenue, Lexington, MA 02421

| | | A. BASIC IDENT | IFICATION DATA | | • |
|--|---|---|----------------------------|-------------------------------------|---|
| Enter the information requested for Each promoter of the issuer, if Each beneficial owner having Each executive officer and dir Each general and managing parts. | the issuer has b the power to vot ector of corporat | e or dispose, or direct the e issuers and of corporate | vote or disposition of, 10 | % or more of a cartners of partners | lass of equity securities of the issuer; thip issuers; and |
| Check Box(es) that Apply: | □ Promoter | ■ Beneficial Owner | ☐ Executive Officer | □Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) | | | | | |
| Highland Capital Partners VI-B Limite | d Partnershin | | | | |
| Business or Residence Address | (Number and | Street, City, State, Zip Co | de) | | |
| | | | | | |
| 92 Hayden Avenue, Lexington, MA 024 Check Box(es) that Apply: | □ Promoter | ■ Beneficial Owner | ☐ Executive Officer | Dimeter. | G General and/or Managing Partner |
| Full Name (Last name first, if individual) | □ Promoter | Beneficial Owner | LI Executive Officer | □ Director | ☐ General and/or Managing Partner |
| Ton traine (sast hame mos, it marriadar) | | | | | |
| North Bridge Venture Partners V-A L. | | | | | |
| Business or Residence Address | (Number and | Street, City, State, Zip Co | de) | | |
| 950 Winter St., Suite 4600, Waltham, M | 1A 02451 | | | | |
| Check Box(es) that Apply: | □ Promoter | ■ Beneficial Owner | ☐ Executive Officer . | □ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) | | | | | |
| North Bridge Venture Partners V-B L. | Р. | | | | |
| Business or Residence Address | | treet, City, State, Zip Coo | le) | | |
| 0.50 13.5 | | | | | |
| 950 Winter St., Suite 4600, Waltham, M Check Box(es) that Apply: | □ Promoter | ■ Beneficial Owner | ☐ Executive Officer | ☐ Director | D Complete Manager Post |
| Full Name (Last name first, if individual) | | Beneficial Owner | LI Executive Officer | Li Director | ☐ General and/or Managing Partner |
| 7 un 1 une (1200) 12010 11100, 11 11011 10001/ | | | | | |
| North Bridge Venture Partners IV-A L | | | | | |
| Business or Residence Address | (Number and S | treet, City, State, Zip Coo | le) | | |
| 950 Winter St., Suite 4600, Waltham, M | IA 02451 | | | | |
| Check Box(es) that Apply: | □ Promoter | Beneficial Owner | ☐ Executive Officer | □ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) | | | | | |
| Jackson, Kevin | | | | | |
| Business or Residence Address | (Number and | Street, City, State, Zip Co | ode) | | · |
| of Trade or Conde or Long 25 November 1 | | 1#30 | | | |
| c/o Tatara Systems, Inc., 35 Nagog Parl Check Box(es) that Apply: | C, Acton, MA U ☐ Promoter | ■ Beneficial Owner | DExecutive Officer | □ Disastes | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) | □ Floiliotei | Delicificial Owner | Dexecutive Officer | □ Director | Ocheral and/or Mallaging Farther |
| , | | | | | |
| Jiang, Hong | At 1 7 | C C': 6 7' O | 1 | | |
| Business or Residence Address | (Number and | Street, City, State, Zip Co | ode) | | |
| c/o Tatara Systems, Inc., 35 Nagog Parl | c, Acton, MA 0 | 1720 | | | |
| Check Box(es) that Apply: | ☐ Promoter | ■ Beneficial Owner | □Executive Officer | □ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) | | | | | |
| Nicolle, Stephen E. | | | | | |
| Business or Residence Address | (Number and | Street, City, State, Zip Co | ode) | | |
| of Totals Sustant Inc. 25 None Built | - A-A BEA O | 1730 | | | |
| c/o Tatara Systems, Inc., 35 Nagog Parl Check Box(es) that Apply: | Promoter □ | ■ Beneficial Owner | ☐ Executive Officer | □ Director | Concerl and/or Managing Postner |
| Full Name (Last name first, if individual) | T I IOIIIOICI | = Denoncial Owner | Li Executive Officer | LI DIICCIOI | ☐ General and/or Managing Partner |
| | | | | | |
| Greene, Jeremy | 01 1 : | 0, , 0, 0, 5, 5, 5 | 1. | | |
| Business or Residence Address | (Number and | Street, City, State, Zip Co | ode) | | |
| c/o Tatara Systems, Inc., 35 Nagog Parl | , Acton, MA 0 | 1720 | | | |

| | 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 |
| 1. | Answer also in Appendix, Column 2, if filing under ULOE. | 0 | |
| 2. | What is the minimum investment that will be accepted from any individual? | \$ | n/a |
| | | Yes | No |
| 3. | Does the offering permit joint ownership of a single unit? | • | 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 l | Name (Last name first, if individual) | | |
| | ness or Residence Address (Number and Street, City, State, Zip Code) | | ····· |
| | , | | |
| Nam | e of Associated Broker or Dealer | | |
| State | s in which Person Listed Has Solicited or Intends to Solicit Purchasers | | |
| • | (Check "All States" or check individual States) | All States | |
| A]_ I]_ M]_ H]_ | L] _[IN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN] _[NE] _[NV] _[NH] _[NJ] _[NM] _[NY] _[NC] _[ND] _[OH] _[OK] | _ [HI] _ [MS] _ [OR] _ [WY] | _ [ID] _ [MO] _ [PA] _ [PR] |
| Full | name (Last name first, if individual) | | |
| Busin | ness or Residence Address (Number and Street, City, State, Zip Code) | | |
| Nam | e of Associated Broker or Dealer | | |
| State | s in which Person Listed Has Solicited or Intends to Solicit Purchasers | | |
| | (Check "All States" or check individual States) | All States | |
| A] _ I] _ M] _ H] _ | L] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] KI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] | _ (HI) _ [MS] _ [OR] _ [WY] | _ [ID] _ [MO] _ [PA] _ [PR] |
| Full | Name (Last name first, if individual) | | |
| Busin | ness or Residence Address (Number and Street, City, State, Zip Code) | | |
| | | | |
| | e of Associated Broker or Dealer | | |
| State | s in which Person Listed Has Solicited or Intends to Solicit Purchasers | | |
| | (Check "All States" or check individual States) | All States | |
| A]_ []_ [M]_ []_ | L] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ {NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] | _ [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 and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. | Aggregate Offering Price | Amount Already Sold |
|----|---|-----------------------------|--------------------------------------|
| | Type of Security | | |
| | Debt | \$ | \$ |
| | Equity | \$ 29,000,003.03 | \$29,000,003.03 |
| | □ Common ■ Preferred | | |
| | Convertible Securities (including warrants) | \$ | \$ |
| | Partnership Interests | \$ | \$ |
| | Other (Specify) | \$ | \$ |
| | Total | \$ 29,000,003.03 | \$ 29,000,003.03 |
| | 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 | | \$ 29,000,003.03 |
| | · Non-accredited Investors | | 3 |
| | 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, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question I. | Type of Security | Dollar Amount Sold |
| | Type of offering | Security | |
| | Rule 505 | | \$ |
| | Regulation A | | \$ |
| | Rule 504 | | \$ |
| | Total | | <u> </u> |
| | | - | <u> </u> |
| 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 | O | \$ |
| | Printing and Engraving Costs | 0 | \$ |
| | Legal Fees | | \$ |
| | Accounting Fees | o | \$ |
| | Engineering Fees | o | \$ |
| | Sales Commissions (specify finders' fees separately) | _ | \$ |
| | Other Expenses (identify) | 0 | s |
| | Total | C C | \$ |
| | | _ | |

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

| · · · · · · · · · · · · · · · · · · · | | | | | |
|--|--|----------------|---|-------------|-----------------------|
| 1 and total expenses furnished in respon | regate offering price given in response to Part C – use to Part C – Question 4.a. This difference is the | | | s | · |
| for each of the purposes shown. If the a and check the box to the left of the estir | ed gross proceeds to the issuer used or proposed to amount for any purpose is not known, furnish an et nate. The total of the payments listed must equal to forth in response to Part C - Question 4.b above. | timate | | | |
| | | | Payments to Officers, Directors, & Affiliates | | Payments To Others |
| Salaries and fees | | | s | 0 | \$ |
| Purchase of real estate | | 0 | <u> </u> | | \$ |
| Purchase, rental or leasing and installati | ion of machinery and equipment | Ö | s | 0 | s |
| Construction or leasing of plant buildin | gs and facilities | | \$ | o | s |
| that may be used in exchange for the as | g the value of securities involved in this offering sets or securities of another issuer pursuant to a | 0 | s | 0 | s |
| • | | 0 | s | 0 | s |
| • | | ٥ | s | n | S |
| - - | | _ 0 | \$ | | S |
| Other (speeny). | | _ Ц | <u> </u> | - u | |
| | | | S | 0 | s |
| Column Totals | | О | s | | S |
| Total Payments Listed (column totals a | ddcd) | | ■ \$_ | | - |
| | D. FEDERAL SIGNAT | IIRE | | | |
| | D. I BB Block District | | | _ | |
| e issuer has duly caused this notice to be s | igned by the undersigned duly authorized person. U.S. Securities and Exchange Commission, upon | If this notice | is filed under Rule 505, the | following: | signature constitu |
| undertaking by the issuer to lumish to the n-accredited investor pursuant to paragrap | h (b)(2) of Rule 502. | written reque | or or no seath, the intornance | a. minianec | . 07 the 1330ct 10 t |
| uer (Print or Type) | Signature | | Date | | |
| tara Systems, Inc. | Low | | July 9, 2007 | | |
| | | | | | |
| me of Signer (Print or Type) | Title of Signer (Print or Type) | | | | |

ATTENTION

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

END