

## **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

110 4	4.11
OMB AP	PROVAL
OMB Number:	3235-0076
Expires:	April 30, 2008
Estimated averag	
	nse 16.00
SEC US	
Prefix	Serial

DATE RECEIVED

1184 Na1

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  Series C-1 Preferred Stock Financing
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE  Type of Filing: New Filing Amendment
A. BASIC IDENTIFICATION DATA RECEIVED NO.
1. Enter the information requested about the issuer  Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)  Vormetric, Inc.
Address of Executive Offices (Number and Street, City, State, Zip Code)  Telephone Number (Including Area Code)  3131 Jay Street, Santa Clara, CA 95054  (408) 961-6100
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)  Telephone Number (Including Area Code)
Brief Description of Business  Development of network-accessible storage security technology
Type of Business Organization
<ul> <li>□ corporation</li> <li>□ limited partnership, already formed</li> <li>□ business trust</li> <li>□ limited partnership, to be formed</li> <li>□ other (please specify):</li> </ul>
Actual or Estimated Date of Incorporation or Organization:  Month Year  O 1  Actual  Actual  Estimated  Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for State:  CN for Canada: FN for other foreign jurisdiction)

### **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.

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.

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 secure.</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>	urities of the issuer;
	neral and/or maging Partner
Full Name (Last name first, if individual)	
Mark Pine	
Business or Residence Address (Number and Street, City, State, Zip Code)	
3131 Jay Street, Santa Clara, CA 95054	
	neral and/or maging Partner
Full Name (Last name first, if individual)	
Frank Teruel	
Business or Residence Address (Number and Street, City, State, Zip Code)	
3131 Jay Street, Santa Clara, CA 95054	
· · · · · · · · · · · · · · · · · · ·	neral and/or maging Partner
Full Name (Last name first, if individual)	-
Duc Pham	
Business or Residence Address (Number and Street, City, State, Zip Code)	
c/o Vormetric, Inc., 3131 Jay Street, Santa Clara, CA 95054	
· · · · · · · · · · · · · · · · · · ·	neral and/or maging Partner
Full Name (Last name first, if individual)	
Steve Schlossareck	
Business or Residence Address (Number and Street, City, State, Zip Code)	
12930 Saratoga Avenue, Suite D-8, Saratoga, CA 95070	
	neral and/or maging Partner
Full Name (Last name first, if individual)	
Marc Sokol	
Business or Residence Address (Number and Street, City, State, Zip Code)	
180 N. Stetson Avenue, Suite 4500, Chicago, IL 60601	
	neral and/or naging Partner
Full Name (Last name first, if individual)	<u></u>
Sigma Partners	
Business or Residence Address (Number and Street, City, State, Zip Code)	
1600 El Camino Real, Suite 280, Palo Alto, CA 95070	
- · · · · ·	neral and/or naging Partner
Full Name (Last name first, if individual)	
Vanguard Ventures	
Business or Residence Address (Number and Street, City, State, Zip Code)	
505 Hamilton Avenue, Suite 300, Palo Alto, California 94301	
(Use blank sheet, or copy and use additional copies of this sheet, as necessary)	- <del></del>

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)  JK&B Capital  Business or Residence Address (Number and Street, City, State, Zip Code)  180 N. Stetson Avenue, Suite 4500, Chicago, IL 60601  Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner  Full Name (Last name first, if individual)  QTV Capital Ltd.  Business or Residence Address (Number and Street, City, State, Zip Code)  12930 Saratoga Avenue, Suite D-8, Saratoga, CA 95070  Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)  JK&B Capital  Business or Residence Address (Number and Street, City, State, Zip Code)  180 N. Stetson Avenue, Suite 4500, Chicago, IL 60601  Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner  Full Name (Last name first, if individual)  QTV Capital Ltd.  Business or Residence Address (Number and Street, City, State, Zip Code)  12930 Saratoga Avenue, Suite D-8, Saratoga, CA 95070  Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Business or Residence Address (Number and Street, City, State, Zip Code)  180 N. Stetson Avenue, Suite 4500, Chicago, IL 60601  Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner  Full Name (Last name first, if individual)  QTV Capital Ltd.  Business or Residence Address (Number and Street, City, State, Zip Code)  12930 Saratoga Avenue, Suite D-8, Saratoga, CA 95070  Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Business or Residence Address (Number and Street, City, State, Zip Code)  180 N. Stetson Avenue, Suite 4500, Chicago, IL 60601  Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Partner  Full Name (Last name first, if individual)  QTV Capital Ltd.  Business or Residence Address (Number and Street, City, State, Zip Code)  12930 Saratoga Avenue, Suite D-8, Saratoga, CA 95070  Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
180 N. Stetson Avenue, Suite 4500, Chicago, IL 60601  Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Partner  Full Name (Last name first, if individual)  QTV Capital Ltd.  Business or Residence Address (Number and Street, City, State, Zip Code)  12930 Saratoga Avenue, Suite D-8, Saratoga, CA 95070  Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner  Full Name (Last name first, if individual)  QTV Capital Ltd.  Business or Residence Address (Number and Street, City, State, Zip Code)  12930 Saratoga Avenue, Suite D-8, Saratoga, CA 95070  Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner  Full Name (Last name first, if individual)  QTV Capital Ltd.  Business or Residence Address (Number and Street, City, State, Zip Code)  12930 Saratoga Avenue, Suite D-8, Saratoga, CA 95070  Check Box(es) that Apply:  Promoter Beneficial Owner Executive Officer Director General and/or
QTV Capital Ltd.  Business or Residence Address (Number and Street, City, State, Zip Code)  12930 Saratoga Avenue, Suite D-8, Saratoga, CA 95070  Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
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12930 Saratoga Avenue, Suite D-8, Saratoga, CA 95070  Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Farmer
Full Name (Last name first, if individual)
William J. Schroeder and Marilee J. Schroeder
Business or Residence Address (Number and Street, City, State, Zip Code)  96 Mount Vernon Lane, Atherton, CA 94027
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)  Dan Eilers
Business or Residence Address (Number and Street, City, State, Zip Code)
525 University Avenue, Suite 1200, Palo Alto, CA 94301
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Ken Goldman
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Vormetric, Inc., 3131 Jay Street, Santa Clara, CA 95054
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 Code)
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 Code)
(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

					B.	INFUR	MATION A	BOUT OF	FERING				
I.	Has the	issuer sold	or does the i	ssucr intend t	to sell to no	n-accredited	investors in t	his offering?		· · · · · · · · · · · · · · · · · · ·		Yes	No ⊠
	rias tric	issuei soiu,	or does nie i	ssuci intenu			ndix, Column				*******************		
2.	What is	the minimu	m investmen	it that will be		• • •		-				\$	N/A_
3.	Does th	e offering p	ermit ioint ov	wnership of a	single unit?							Yes	No ⊠
				for each perso									
	person o	or agent of a	broker or dea	ourchasers in o aler registered	d with the SE	C and/or wit	h a state or sta	ates, list the r	name of the b	roker or dea	ler. If more		
	than five dealer o		s to be listed	are associated	i persons of	such a broke	or dealer, yo	u may set fo	rth the inforr	nation for th	at broker or		
		_	st, if individ	ual)	•	•				•			_
Busin	ess or R	Residence Ac	idress (Numi	ber and Stree	t, City, State	, Zip Code)							
NI.			D. I.							<del></del>			
Name	oi Asse	остатей вток	er or Dealer										
States	in Whi	ich Person L	isted Has So	licited or Inte	ends to Solic	it Purchasers							
(C	heck "A	Il States" or	check indivi	duals States)	***************************************				•••••			□ A¹	ll States
[4	AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
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Full N	Name (L	ast name fir	st, if individu	ual)	<del></del>							<del></del>	
	•												
Busin	ess or R	lesidence Ac	idress (Numl	ber and Street	t, City, State	, Zip Code)	<del></del>						
			idress (Numl		t, City, State	, Zip Code)							
Name	e of Asso	ociated Brok	er or Dealer				-						
Name	e of Asso	ociated Brok	er or Dealer		ends to Solic	it Purchasers							Il States
Name States (Cl	e of Asso	ociated Brok	er or Dealer	licited or Inte	ends to Solic	it Purchasers		[DE]	[DC]	[FL]	[GA]	☐ AI	States
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Name States (Cl	e of Asso in Whitheck "A AL] [L] MT]	cciated Brok ch Person L II States" or [AK] [IN] [NE] [SC]	isted Has So check indivi [AZ] [IA] [NV]	licited or Inte duals States) [AR] [KS] [NH] [TN]	[CA] [KY]	[CO] [LA] [NM]	[CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [[MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[ID] [MO] [PA]
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States  (Cl [// [1] [1] Full N  Busin  Name	e of Asso s in Whi heck "A AL] [L] MT] RI] Name (L	ch Person L  Il States" or  [AK]  [IN]  [NE]  [SC]  ast name fine  desidence Accordated Brok	isted Has So check indivi [AZ] [IA] [NV] [SD] st, if individu	licited or Inte	[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]
States (Cl [4] [1] [1] Full N Busin Name	e of Asso s in Whitheck "A AL] [L] MT] RI] Name (L ess or R e of Asso s in Whitheck "A	ch Person L  Il States" or  [AK]  [IN]  [NE]  [SC]  ast name fire  desidence Accociated Brok  ch Person L  Il States" or	isted Has So check indivi [AZ] [IA] [NV] [SD] st, if individual ddress (Numl	licited or Inte	[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]
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Name  States  (Cl  [4]  [1]  Full N  Busin  Name  (Cl  [4]  [1]	e of Asso s in Whitheck "A AL] (L] MT] RI] Name (L tess or R e of Asso s in Whitheck "A AL]	ch Person L  Il States" or  [AK]  [IN]  [NE]  [SC]  ast name fine  desidence Accordated Brok  ch Person L  Il States" or  [AK]	isted Has So check indivi [AZ] [IA] [NV] [SD] st, if individual ddress (Numl arer or Dealer isted Has Sol check indivi [AZ]	[AR] [KS] [NH] [TN]  ber and Street  duals States) [AR]	[CA] [KY] [NJ] [TX]  t, City, State	[CO] [LA] [NM] [UT]  , Zip Code)	[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]

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PRO	OCEEDS		
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.	Ασο	gregate	A moi	unt Already
	Type of Security		ing Price	Aino	Sold
	Debt	\$	0	\$	0
	Equity	\$ <u>10</u> ,	000,00.14	\$ <u>3</u>	,071,359.01
	☐ Common ☐ Preferred				
	Convertible Securities (including warrants)	\$	0	\$	0
	Partnership Interests		<del></del>	\$	0
	Other (Specify)	\$	0	\$	0
	Total	\$10,	000,00.14	\$ <u>3</u>	,071,359.01
	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."			A	ggregate
			mber estors	Doll	ar Amount Purchase
	Accredited investors		10	\$ <u>3</u> ,	071,359.01
	Non-accredited Investors	***************************************	0	\$	0
	Total (for filings under Rule 504 only)			\$	<del></del>
	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 1.				
	Type of Offering		pe of	Doll	ar Amount Sold
	Rule 505		curity	\$	Solu
	Regulation A			\$	
	Rulc 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.			<u> </u>	
	Transfer Agent's Fees			s	
	Printing and Engraving Costs			s	
	Legal Fees		$\boxtimes$	s	22,000.00,
	Accounting Fees			\$	
	Engineering Fees			\$	<del></del>
	Sales Commissions (specify finders' fees separately)			s	
	Other Expenses (identify) Filing fees		$\boxtimes$	\$	400.00
	Total		$\boxtimes$	\$	22,400.00

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  Salaries and fees	total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."  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  Ott Salaries and fees  Salaries and fees  Purchase of real estate  SSUBJECTION Construction or leasing and installation of machinery and equipment  SSUBJECTION CONSTRUCTION OF Ideasing and installation of machinery and equipment in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)  SSUBJECTION CONSTRUCTION OF Ideasing and indebtedness  SSUBJECTION CONSTRUCTION OF Ideasing and installation of machinery and equipment in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)  SSUBJECTION CONSTRUCTION OF Ideasing and installation of machinery and equipment in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)  SSUBJECTION CONSTRUCTION OF Ideas Affiliates  SSUBJECTION OF Ideas A	
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 & Prayments to the Payments to the State S	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  Salaries and fees	hers
Salaries and fees	Salaries and fees	hers
Purchase of real estate	Purchase of real estate	
Purchase, rental or leasing and installation of machinery and equipment	Purchase, rental or leasing and installation of machinery and equipment SSSSSSSSSSSSSSSSSSSSSSSSSSSSSSSSSSSS	
Construction or leasing of plant buildings and facilities S S S  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  Repayment of indebtedness S S S  Working capital S  Other (specify): S S  Column Totals S S  Total Payments Listed (column totals added) S S  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 undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the isaccredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type) Signature	Construction or leasing of plant buildings and facilities SSSSSSSSSSSSSSSSSSSSSSSSSSSSSSSSSSSS	
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)	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)	
used in exchange for the assets or securities of another issuer pursuant to a merger)   Repayment of indebtedness   Working capital   S  Other (specify):   Column Totals   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 undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the isaccredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  Signature   Date	used in exchange for the assets or securities of another issuer pursuant to a merger)  Repayment of indebtedness  S  S  Working capital  S  S  S  S  S  S  S  S  S  S  S  S  S	
Working capital	Working capital	
Other (specify):		_
Column Totals		<u>48,959.0</u>
Total Payments Listed (column totals added)	Other (specify): \_ \_ \_ \_ \_ \_ \ \	
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 undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuecredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  Signature  Date	Column Totals	48 <u>,959.0</u>
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 undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuecredited investor pursuant to paragraph (b)(2) of Rule 502.  Signature  Date	Total Payments Listed (column totals added)	
undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuercedited investor pursuant to paragraph (b)(2) of Rule 502.  Signature  Date	D. FEDERAL SIGNATURE	
	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 coertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer tedited investor pursuant to paragraph (b)(2) of Rule 502.	
Vormetric, Inc. August \$ , 2007		
Name of Signer (Print or Type)		
Frank Toruel Chief Financial Officer		