SEP 2 1 2007 UNIFO

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

111001									
OMB APPROVAL									
OMB Number: 3235	-0076								
Expires: April 30, 2008	3								
Estimated average burde	n								
hours per response	16.00								

SEC USE ONLY							
Prefix		Serial					
DATE RECEIVED							

Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Series F Preferred Stock and the underlying Common Stock issuable upon conversion of such	Preferred Stock.
File Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	ULOE
Type of Filing: ☑ New Filing ☐ Amendment	L LEBERT BRILL LECTH BY THE LEBERT BLANCE CONT. LEVEL
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.)	07077409
BiTMICRO Networks, Inc.	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
47929 Fremont Blvd., Fremont, CA 94538	(510) 623-2341
Address of Principal Business Operations (Number and Street, City, State PROCESSED) (if different from Executive Offices)	Telephone Number (Including Area Code)
Same as above	
Brief Description of Business SEP 2 4 2007	_
Disk and Storage Solutions THOMASON	
Type of Business Organization Corporation Ilmited partnership, already formed Other	(please specify):
business trust limited partnership, to be formed	
Actual or Estimated Date of Incorporation or Organization: Month Year	Actual 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.

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 IDENT	IFICATION DATA	•								
2. Enter the information req	uested for the follo				· · · · · · · · · · · · · · · · · · ·							
 Each promoter of the issuer, if the issuer has been organized within the past five years; 												
Each beneficial own	• 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 office												
• Each general and ma	anaging 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 Bruce, Rey	individual)											
Business or Residence Address (Number and Street, City, State, Zip Code) c/o BiTMICRO Networks, Inc., 47929 Fremont Blvd., Fremont, CA 94538												
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner							
Full Name (Last name first, if	individual)											
Bruce, Ricardo												
Business or Residence Addres		eet, City, State, Zip Code) 29 Fremont Blvd., Frei										
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner							
Full Name (Last name first, if	individual)		,									
Bruce, Rodolfo												
Business or Residence Addres c/o BiTMICRO Ne		eet, City, State, Zip Code) 29 Fremont Blvd., Fre i										
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner							
Full Name (Last name first, if	individual)											
Carson, William												
Business or Residence Addres		eet, City, State, Zip Code) 29 Fremont Blvd., Fre i										
		····		Director	П Санана! an d/an							
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner							
Full Name (Last name first, if Chan, Wilbur	individual)											
Business or Residence Addres												
c/o BiTMICRO Ne	tworks, Inc., 4792	29 Fremont Blvd., Frei	mont, CA 94538									
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner							
Full Name (Last name first, if Kohli, Gary	individual)											
Business or Residence Addres	c (Number and Se-	ant City State 7in Code										
		29 Fremont Blvd., Frei										
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner							
Full Name (Last name first, if Bruce, Rolando	individual)											
<u> </u>	(N) 1 1 2	. 0: 0: 5: 5										
Business or Residence Addres c/o BiTMICRO Ne		eet, City, State, Zip Code) 29 Fremont Blvd., Frei										
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner							
Full Name (Last name first, if	individual)											
Woodside Investme	•											
Business or Residence Addres	s (Number and Stre	eet, City, State, Zip Code)										
		29 Fremont Blvd., Frei										

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						B. INFOR	MATION	ABOUT O	FFERING					
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.											Yes	No		
	•													
2.	2. What is the minimum investment that will be accepted from any individual?													
3.				•	•	•							Yes	No
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 the broker or dealer only.														
Full	Name	(Last nai	ne first, if	individual)									
Busi	ness o	r Resider	ce Addres	s (Numbe	r and Stree	et, City, Sta	ate, Zip Cod	le)						
Nam	e of A	ssociated	Broker or	Dealer										
							licit Purcha						[T] A1	l States
-														
[A	-	[AK]	[AZ]	[AR]	[CA]	[CO]	(CT)	(DE)	[DC]	[FL]	[GA]	[H1]	[1D	-
[11]	_	[IN]	[IA]	[KS]	[KY]	[LA]	(ME)	[MD]	[MA]	[MI]	[MN]	[MS]	[MC	•
[M	_	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[P A	_
[R	IJ	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR	.]
Full	Name	(Last nar	ne first, if	individual)							·	·	5 · · · · · · ·
Busi	ness o	r Resider	ce Addres	s (Numbe	r and Stree	et, City, Sta	ite, Zip Cod	le)				-	•	
Nam	e of A	ssociated	Broker or	Dealer										
							licit Purcha						☐ Al	1 States
[A		[AK]	[AZ]	[AR]	[CA]		[CT]	[DE]	{DC}	[FL]	[GA]	(HI)	_ [ID	1
[11]	-	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[BL] [MD]	[MA]	[M1]	[MN]	[MS]	[MC	_
[M		[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[HO]	[OK]	[OR]	[PA	
[R	_	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR	
			ne first, if			[01]								
Busi	ness o	r Residen	ce Address	s (Number	r and Stree	t, City, Sta	ite, Zip Cod	e)						
Nam	e of A	ssociated	Broker or	Dealer										
							icit Purchas							1 Cr
										************	****************	*************		l States
[A]		[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID	
[][[1N]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MC	
[M		[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA	
[R]]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[W1]	[WY]	[PR	.]

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

۱.	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 \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security	Aggrega Offering		An	nount Already Sold
	Debt	\$		\$	
	Equity	\$13,325	.000.00		960,320.27
	☐ Common ☐ Preferred (Series F)		,	. '	
	Convertible Securities	\$See Ab	ove	\$Se	e Above
	Partnership Interests	\$	-0-	- <u>-</u>	-0-
	Other (Specify)	\$	-0-	·	-0-
	Total	\$13,325	.000.00	• —	060,320.27
	Answer also in Appendix, Column 3, if filing under ULOE.		,000.00	. <u>40,</u> ,	
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
		Numb Investo			ar Amount Purchases
	Accredited Investors	8		\$8,96	60,320.27
	Non-accredited Investors	N/	<u>/A</u>	\$	N/A
	Total (for filings under Rule 504 only)	N	/A	\$	N/A
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.	Tuna	e	Dall	ar Amount
	Type of offering	Type of Securit		ווסכו	Sold
	Rule 505	N	//A	\$	N/A
	Regulation A	N	//A	\$	N/A
	Rule 504	-	//A	\$	N/A
	Total	-	/A	<u>*—</u>	N/A
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			\$	-0-
	Printing and Engraving Costs			\$	-0-
	Legal Fees	*******	\boxtimes	\$To	be determined
	Accounting Fees			\$	-0-
	Engineering Fees			\$	-0-
	Sales Commissions (specify finder's fees separately)			\$	-0-
	Other Expenses (identify)			\$	-0-
	Total			\$To	be determined

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

	C. OFFERING PRICE, N	NUMBER OF INVESTORS, EXPENSES A	ND U	SE C	F PROCEED	S		
	b. Enter the difference between the aggregate Question 1 and total expenses furnished in reladjusted gross proceeds to the issuer."	\$ 8,960,320.27						
5.	Indicate below the amount of the adjusted gused for each of the purposes shown. If the estimate and check the box to the left of the the adjusted gross proceeds to the issuer set for the adjusted gross proceeds to the adjusted gross proceeds to the adjusted gross proceeds grown and the adjusted gross proceeds grown and the adjusted grown and the	e amount for any purpose is not known, fur estimate. The total of the payments listed mu	nish a st equa	n				
					Payments to Officers, Directors, & Affiliates			ments To Others
	Salaries and fees			\$	-0-		\$	-0-
	Purchase of real estate				-0-			-0-
	Purchase, rental or leasing and installation	on of machinery and equipment		\$	-0-		\$	-0-
	Construction or leasing of plant building	gs and facilities		\$	-0-		\$	-0-
	Acquisition of other business (including offering that may be used in exchange for issuer pursuant to a merger)			\$	-0-	П	\$	-0-
					-0-		<u>*</u> —	-0-
	· •			_		\boxtimes	\$8,90	50,320.27
	Other (specify):			_		_		•
				\$	-0-		\$	-0-
	Column Totals			\$	-0-	\boxtimes	\$8,90	50,320.27
	Total Payments Listed (column totals ad	ded)				\boxtimes	\$8,90	50,320.27
					_			
		D. FEDERAL SIGNATURE						
oll	e issuer has duly caused this notice to be signoring signature constitutes an undertaking by staff, the information furnished by the issuer to	the issuer to furnish to the U.S. Securities and	l Exch	ange	Commission, 1	d und upon	ler Ri writte	ale 505, the n request of
ssu	uer (Print or Type)	Signatu		Dat				
3it	MICRO Networks, Inc.	Newson -	_	Au	gust <u>2 † 2</u> 007	ı		
Var	ne or Signer (Print or Type)	Title of Signer (Print or Type)						
Rey	y Bruce	Chief Executive Officer						

ATTENTION

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

		E. STATE SIGNATURE						
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?							
	See Append	ix, Column 5, for state response.						
2.	The undersigned issuer hereby undertakes to (17 CFR 239.500) at such times as requir	p furnish to any state administrator of a state law.	ny state in which this notice is filed a	notice on Form D				
3.	The undersigned issuer herebished by the issuer to offerees.							
4.	The undersigned issuer representation of the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state of which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing the these conditions have been satisfied.							
	e issuer has read this notification and knows th y authorized person.	e a trans to be true and has duly cause	d this notice to be signed on its behalf l	by the undersigned				
Issu	uer (Print or Type)	Signature	Date 0 1					
Bit	MICRO Networks, Inc.	1 Ky MARsure	August 2007					
Na	me (Print or Type)	Title (Print or Type)	•	.,				
Re	y Bruce	Chief Executive Officer						

Instruction:
Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

					APPENDIX				
1	1 2 3				5				
	Intend to sell and aggregate to non-accredited investors in State (Part B-Item 1) Type of security and aggregate offering price offered in state (Part C-Item 1)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E–Item 1)				
			Series F	Number of Accredited		Number of Non-Accredited			
State	YES	NO	Preferred Stock	Investors	Amount	Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		×	\$65,117.53	1	\$65,117.53	0	\$0		☒
со									
СТ									
DE									
DC									
FL		×	\$35,932.60	1	\$35,932.60	0	\$0		×
GA									
НІ									
ID									
IL									
IN									
IA									
KS									
KY									
LA			·						
ME									
MD									
MA						:			
MI									
MN									
MS									
МО									

APPENDIX											
1		2	3	,	5						
:	to non- investo	nd to sell -accredited ors 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)						
			Series F	Number of Accredited		Number of Non–Accredited					
State	YES	NO	Preferred Stock	Investors	Amount	Investors	Amount	Yes	No		
MT											
NE											
NV							•				
NH											
NJ											
NM											
NY											
NC											
ND											
OH											
ок											
OR		Ø	\$35,853.70	1	\$35,853.70	0	\$0		×		
PA		×	\$8,823,416.44	5	\$8,823,416.44	0	\$0		Ø		
RI											
sc											
SD											
TN											
TX				•							
UT											
VT											
VA											
WA											
wv											
WI											
WY											
PR											