#### FORM D

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

Washington, D.C. 20549

FORM D

OCT 2 3 2007

RECEIVED

OMB NUMBER:

OMB APPROVAL

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D SECTION 4(6) AND/OR UNIFORM LIMITED OFFERING EXEMPT

**NCT 2 9 2007** 

THOMSON

**⊁INANCIA** 

Sale of Membership Units in W3 Mi Filing Under (Check box(es) that ap Type of Filing:   New Filing		Section 4(6) DULOE
Type of Filing:   New Filing	A. BASIC IDENTIFICATION DATA	
1. Enter the information requested a	bout the issuer	
Name of Issuer (☐ Check if this is W3 Management, LLC	s an amendment and name has changed, and indicate change.)	
Address of Executive Offices 404 Wyman Street, Suite 375, Walth	(Number and Street, City, State, Zip Code) nam, MA 02451	Telephone Number (Including Area Code) (781) 487-4660
Address of Principal Business Opera (if different from Executive Offices)	, , , , , , , , , , , , , , , , , , , ,	Telephone Number (Including Area Code)
Brief Description of Business  Public relations and digital marketin	g company.	07079346
Type of Business Organization		
corporation business trust	☐ limited partnership, already formed ☐ limited partnership, to be formed	other (please specify): LLC, already formed
Actual or Estimated Date of Incorporation or Organization of Incorporation or Organization	ration or Organization: anization: (Enter two-letter U.S. Postal Service abbreviation for CN for Canada; FN for other foreign jurisdiction)	7 ⊠ Actual □ Estimated

#### 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

- 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	☑ Managing Member
Full Name (Last name first, if ind	lividual)				·
Weber, V. Lawrence					
Business or Residence Address	(Numb	er and Street, City, State, 2	Lip Code)		
c/o W3 Management, LLC, 404 \	Wyman Street, Suit	te 375, Waltham, MA 0245	51		
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	☐ Executive Officer	□ Director	☑ Managing Member
Full Name (Last name first, if ind	lividual)		· · · · · · · · · · · · · · · · · · ·		
Lauzier, Marijean				•	
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		1
c/o W3 Management, LLC, 404 V	Wyman Street, Suit	te 375, Waltham, MA 024:	51		
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	☐ Director	
Full Name (Last name first, if ind	lividual)				
Metz, Travis					
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		
c/o W3 Management, LLC, 404 V	Wyman Street, Suit	te 375, Waltham, MA 0245	51		
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	☐ Director	
Full Name (Last name first, if ind	lividual)			· · · · · · · · · · · · · · · · · · ·	<del></del>
Laurie, Robert					
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		
c/o W3 Management, LLC, 404 V	Wyman Street, Suit	te 375, Waltham, MA 024;	51		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	lividual)				
Business or Residence Address	(Numb	er and Street, City, State, 7	Zip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	lividual)				
Business or Residence Address	(Numb	er and Street, City, State, 2	Zin Code)		· · · · · · · · · · · · · · · · · · ·
	<b>\</b>	,,,,			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or  Managing Partner
Full Name (Last name first, if inc	lividual)				managing i addict
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		<u> </u>

#### A. BASIC IDENTIFICATION DATA

- 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 ind	ividual)			· <del></del>	
Business or Residence Address	(Numb	er and Street, City, State, Z	ip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)	- <del></del>	•	· - ·	
Business or Residence Address	(Numb	er and Street, City, State, Z	Cip Code)		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	lividual)		*****		
Business or Residence Address	(Numb	er and Street, City, State, 2	Lip Code)	<u>.</u>	
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	lividual)	- "-			
Business or Residence Address	(Numb	er and Street, City, State, 2	Cip Code)		***************************************
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if inc	lividual)				
Business or Residence Address	(Numb	er and Street, City, State, 2	Lip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if inc	lividual)				
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if inc	lividual)				
Business or Residence Address	(Numb	per and Street, City, State, 2	Zip Code)		

				R INF	ORMATIC	N AROLI	OFFERI	NC	<del></del>			
·				D. MAL	OKMATIC	N ABOU	OTTER	110			Yes	No
1. Has the iss	uer sold, o	r does the is	suer intend	l to sell, to	non accredi	ted investo	rs in this of	fering?				Ø
			Ans	wer also in	Appendix,	Column 2,	if filing und	ier ULOE.				
2. What is the	e minimum	investmen	t that will b	e accepted	from any in	dividual?	••••				\$ <u>N/A</u>	
					•						Yes 1	No
3. Does the o												Ø
person or	ion for sol agent of a	icitation of broker or de	purchasers	in connec	has been o tion with s ne SEC and uch a broke	ales of sec	urities in thate or state	ne offering. es, list the n	If a perso name of the	n to be li broker or	sted is an dealer. If	associated f more than
Full Name (L.	ast name fi	rst, if indivi	dual)									
N/A												
Business or R	esidence A	ddress (Nu	mber and S	treet, City,	State, Zip (	Code)						
Name of Asso	ciated Bro	ker or Deale	er									
States in Whi	ch Person I	isted Has S	Solicited or	Intends to	Solicit Purc	hasers						
•				•								All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[lA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	(NY)	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name (La	ast name fi	rst, if indivi	dual)									
N/A												
Business or R	esidence A	ddress (Nu	mber and S	treet, City,	State, Zip (	Code)						
N. 64												
Name of Asso	ciated Bro	ker or Deale	er									
States in Whi					Solicit Purc	hasers						
`		or check in		·							_	All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[D]
[IL]	[IN]	[IA]	[KS]	(KY)	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	(NE)	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name (L	ast name fi	rst, if indivi	dual)									
N/A												
Business or R	esidence A	ddress (Nu	mber and S	treet, City,	State, Zip (	Code)						
Name of Asso	ociated Rec	ker or Deal	Pr									
r-anic or Asse	riacu DIO	KU UI LACAN	LI.									
States in Whi									<del></del>			
(Check "/				-			IDE)		rei i			III States
(AL)	(AK)	[AZ]	[AR]	[CA]	[CO]	(CT)	(MD)	[DC]	(FL)	[GA]	(HI)	[ID]
(III) (MT)	(IN)	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
(MI)	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]

(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

a c	Enter the aggregate offering price of securities included in this offering and the total amount lready sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, heck this box   and indicate in the columns below the amounts of the securities offered for exchange					
а	nd already exchanged.		regate		nou	nt Already
	Type of Security	Offe	ring Price	:		Sold
	Debt	\$	0		\$	0
	Equity	<b>s</b>	0		<b>\$</b>	0
	□ Common □ Preferred					
	Convertible Securities (including warrants)	<b>s</b>	0	_	s _	0
	Partnership Interests	\$ <u>.52</u>	2,179,505	į	\$ <u>52</u>	,179,505
	Other (Specify)	\$	0	-	<b>\$</b>	0
	Total		,179,505		\$ <u>52</u>	179,505
	Answer also in Appendix, Column 3, if filing under ULOE.					
t	Enter the number of accredited and non-accredited investors who have purchased securities in this iffering 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."		umber nvestors		Dol	Aggregate lar Amount Purchases
	Accredited Investors		6		\$ <u>52</u>	.179,505 <sup>1</sup>
	Non-accredited Investors	_	0	_	\$	0
	Total (for filings under Rule 504 only)				•	
	Answer also in Appendix, Column 4, if filing under ULOE.	-		-	<b>"</b>	<del></del>
5	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities old by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior of the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.					
	Type of offering		ype of		Doi	lar Amount
	Rule 505		ecurity I/A		s	Sold 0
	Regulation A		!/A			0
	Rule 504		I/A	_		0
	Total	-	1/A			0
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.			_	<b>-</b>	v
	Transfer Agent's Fees				<b>s</b>	0
	Printing and Engraving Costs				<b>S</b>	0
	Legal Fees					250,000
	Accounting Fees					0
	Engineering Fees					0
	Sales Commissions (specify finders' fees separately)					0
	Other Expenses (identify)					0
	Total		*******			250.000

<sup>1 \$1,622,875.64</sup> of the Membership Units was purchased by two foreign investors. BOSTI\493980.1

C. OFFERING PRICE	NUMBER OF INVESTORS, EXPENSES AND USE O	)F P	ROCEEDS	Î
and total expenses furnished in response to "adjusted gross proceeds to the issuer."  5. Indicate below the amount of the adjusted groused for each of the purposes shown. If the answer is the purposes shown.	e offering price given in response to Part C – Question 1 to Part C - Question 4.a. This difference is the cost proceeds to the issuer used or proposed to be amount for any purpose is not known, furnish an estimate. The total of the payments listed must equal			\$ <u>51.929.505</u>
	Forth in response to Part C - Question 4.b above.		Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees		п		□ <b>\$</b> 0
				□ <b>S</b> 0
	on of machinery and equipment			□ <b>S</b> 0
	s and facilities			□ \$ <u>0</u>
Acquisition of other businesses (including offering that may be used in exchange for	ng the value of securities involved in this			<b>s</b> 0
			•	- \$
Working Capital		<b>S</b> 0	<b>S</b> 551,929,505	
Other (specify):		<b>\$</b> 0	□ <b>\$</b> 0	
out. (opani),:		_	<u> </u>	<u> </u>
		$\Box$	\$ 0	<b>s</b> 0
		_	<b>\$</b> 0	<b>S</b> \$51,929,505
		_	-	
Total Payments Listed (column totals ad	ded)		⊠ \$_	51,929,505
	D. FEDERAL SIGNATURE			<del></del>
following signature constitutes an undertakir	ned by the undersigned duly authorized person. If this noting by the issuer to furnish to the U.S. Securities and Excha issuer to any non-accredited investor pursuant to paragraph	nge (	Commission, up	on written request
Issuer (Print or Type)	Signature		Date	
W3 Management, LLC		10/3	12/07	
Name of Signer (Print or Type)	Title of Signer (Print or Type)			
Michael K. Barron	Assistant Secretary			

E. STATE SIGNATURE		
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions	Yes	No
of such rule?	Ü	Ø

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
W3 Management, LLC	Mr. K. Bourn	10/22/07
Name of Signer (Print or Type)	Title of Signer (Print or Type)	•
Michael K. Barron	Assistant Secretary	

#### 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.

A	P	P	El	٧I	)1	X
---	---	---	----	----	----	---

1	Intend to non-a investor	1 to sell accredited s in State (3-ltem 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)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No	Membership Units \$52,179,505	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ					. !				
AR									
CA									
со									
СТ									
DE									
DC							-		
FL									
GA									
ні									
iD									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA		Ø	х .	4	\$50,556,629	0	0		×
MI									
MN									
MS									
МО									
МТ									
NE									
NV									
NH									

#### APPENDIX 2 4 Disqualification under State ULOE Type of Intend to sell (if yes, attach security to non-accredited Type of investor and explanation of and aggregate waiver granted) investors in State amount purchased in State offering price (Part B-Item 1) (Part C-Item 2) (Part E-Item 1) offered in state (Part C Item 1) Number of Membership Number of Units \$52,179,505 Non-Accredited Accredited Yes No Yes Investors Amount Investors Amount State No NJ NM NY NC ND ОН OK OR PA RI SC SD TN TX UT VT VA WA



wv

WI

WY

PR