

SEC 1972 Potential persons who are to respond to the collection of information contained (5-05) in this form are not required to respond unless the form displays a currently valid OMB control number.

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.



UNITED STATES
LITIES 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

OMB APPROVAL
OMB Number: 3235-0076
Expires: April 30, 2008
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SEC USE ONLY
Prefix Serial

DATE RECEIVED

Name of Offering ([] check if this is a Entegrion, Inc. Series B Equity Fit		d name has cha	nged, and indica	te change.)	
Filing Under (Check box(es) that apply):	[] <u>Rule 504</u>	[] Rule 505	[X] Rule 506	[] Section 4(6)	{] ULOE
Type of Filing: [] New Filing [X] A	Amendment			PROCE	SSED
	A. BASIC ID	ENTIFICATION	DATA	PROCE NOV 0 8	2007
1. Enter the information requested about the issuer THOWSON FINANCIAL					
Name of Issuer ([] check if this is an Entegrion, Inc.	amendment and	name has chang	ged, and indicate		AL.
Address of Executive Offices (Nun 79 TW Alexander Drive, 4401 Reso (919) 536-1500					
Address of Principal Business Opera Area Code) (if different from Executive Offices)	ations (Number a	nd Street, City,	State, Zip Code)	Telephone Number	(Including
Brief Description of Business Therapeutics development compa	any focused on h	nomeostasis.			

[X] corporation	[] limited partnership, already formed			[] other (please specify):		
[] business trust	[] limited partnership, t	o be formed				
Actual or Estimated Date of In	corporation or Organization:	Month [03]	Year [2004]	[X] Actual	[] Estimated	
	Organization: (Enter two-letter CN for Canada; FN fo	U.S. Postal		eviation for Star		

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 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 in the notice constitutes a part of this notice and must be completed.

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	[X] Beneficial Owner	[X] Executive Officer	[X] Director []	General and/o Managing Partner
Full Name (Last name first, if Eskridge, E. S., Jr.	individual)				
Business or Residence Addre 79 TW Alexander Drive, 440				Park, North Cai	rolina 27709
Check Box(es) that Apply: [] Promoter	[] Beneficial Owner	[X] Executive Officer	[] Director []	General and/o Managing Partner
Full Name (Last name first, if Martin, Richard (Chief Finar)			
Business or Residence Addre 79 TW Alexander Drive, 440				Park, North Cai	rolina 27709
Check Box(es) that Apply: [] Promoter	[] Beneficial Owner	[] Executive Officer	[X] Director []	General and/o Managing Partner
Full Name (Last name first, if Corbitt, William S., III	individual)				
Business or Residence Addre 79 TW Alexander Drive, 440				Park, North Cai	rolina 27709
Check Box(es) that Apply: [] Promoter	[] Beneficial Owner	[] Executive Officer	[X] Director []	General and/o Managing Partner
Full Name (Last name first, if Thagard, Norman E.	individual)				
Business or Residence Addre 79 TW Alexander Drive, 440				Park, North Cai	rolina 27709

Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	- [X] Director [] General and/ Managing Partner	or
Full Name (Last name first, i Petteway, Stephen R., Jr.	f individual)					
Business or Residence Adda 79 TW Alexander Drive, 44				Park, North Ca	rolina 27709	
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[X] Director [] General and/ Managing Partner	or
Full Name (Last name first, i Nash, Patrick F.	f individual)					
Business or Residence Addr 79 TW Alexander Drive, 44				Park, North Ca	rolina 27709	
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[X] Director [] General and/ Managing Partner	'or
Full Name (Last name first, i	f individual)					
Business or Residence Addi 79 TW Alexander Drive, 44				Park, North Ca	rolina 27709	
Check Box(es) that Apply:	[] Promote	r [] Beneficial	Owner [] Executiv	ve Officer [X]	Director	[] General an Managing Partner
Full Name (Last name first, Mowell, John B.	f individual)					-
Business or Residence Add 79 TW Alexander Drive, 44				Park, North Ca	rolina 27709	-

B. INFORMATION ABOUT OFFERING

1. Has	the issue	r sold, o	does the	issuer ir	ntend to s	ell, to no	n-accredit	ted investo	ors in this	offering?	Yes	No [X]
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?								\$ <u>_2,</u>	500.00			
3. Does the offering permit joint ownership of a single unit?						Yes [X]	No []					
of secu dealer more the forth the	3. Does the offering permit joint ownership of a single unit?											
	me (Lasi plicable		rst, if indiv	/iduai)							·	
Busine	ss or Re	sidence /	Address (Number	and Stree	et, City, S	tate, Zip (Code)				
Name	Name of Associated Broker or Dealer											
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)] All Sta	tes					
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[MM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR] ———
Full Na	Full Name (Last name first, if individual)											
Busine	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 (Check "All States" or check individual States)												
			(AR)	(CA)	[CO]	 [CT]	[DE]	[DC]	(FL)	[GA]	(HI)	[ID]
(AL) [1L)	[AK] [IN]	[AZ] [IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[י∟] [MT]	(NE)	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	(OH)	įοκj	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	ָנעדן	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND U	SE OF PROCEED	S
1. Enter the aggregate offering price of securities included in this offering and the otal 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	Amount Already
Type of Security	Offering Price	Sold
Debt	\$	\$
Equity(Series B Stock)	\$ <u>5,000,000.00</u>	\$ <u>4,655,224.38</u>
[] Common [] Preferred	œ.	æ
Convertible Securities	\$	Φ
Partnership Interests	\$	*
Other (Specify).	\$5,000,000.00	\$ <u>4,655,224.38</u>
Total Answer also in Appendix, Column 3, if filing under ULOE.	\$ <u>3,000,000.00</u>	\$ 4,033,224.30
 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 <u>Rule 504</u>, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter of it answer is "none" or "zero." 		
	Number Investors 82	Aggregate Dollar Amount of Purchases \$ 4,655,224.38
Accredited Investors	02	
Non-accredited Investors		\$ \$
Total (for filings under Rule 504 only)		Ψ
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, 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 Security	Dollar Amount
Type of offering	Type of Security	3010
Rule 505		_\$
Regulation A		_\$
Rule 504		_\$
Total	<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.	r] \$
Transfer Agent's Fees		1 \$
Printing and Engraving Costs	,	() \$20,000.00
Legal Fees	_	1 \$
Accounting Fees	ľ	1 \$
Administrative, Postage, Secretary Fees	1	1 \$
Sales Commissions (specify finders' fees separately)*	•	() \$ 3,650.00
Other Expenses (State Filing Fees)	•	() \$ <u>23,650.00</u>
[6]3]	1.	· · · · · · · · · · · · · · · · · · ·

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.a. This difference is the "adjusted gross proceeds to the issuer."

4,976,350.00

Payments to

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.

	Officers,	
	Directors, & Affiliates	Payments To Others
Salaries and fees	\$	\$
Purchase of real estate	\$	\$
Purchase, rental or leasing and installation of machinery and equipment	\$	\$
Construction or leasing of plant buildings and facilities	\$	\$
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)	\$	\$
Repayment of indebtedness	\$	\$
Working capital	\$	\$ <u>4,976,350.00</u>
Other (specify):	\$	\$
	\$	\$
Column Totals	\$	\$ <u>4,976,350.00</u>
Total Payments Listed (column totals added)	\$ <u>4,9</u> 3	<u>76,350.00</u>

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 constitutes 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 any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date			
Entegrion, Inc.	Richard Martin	November 1, 2007			
Name of Signer (Print or Type)	Title of Signer (Print or Type)				
Richard Martin	Chief Financial Offic	cer			
	ATTENTION	·			

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

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