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FORM D

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

SEC Mail Processing Section

FORM D

APR 29 2008

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

OMB APPROVAL table with OMB NUMBER: 3235-0076, Expires: May 31, 2005, Estimated average burden hours per response: 16.00

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Accuri Cytometers, Inc. Offering of \$2,000,000 in Convertible Promissory Notes and Exchange Securities
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section ULOE
Type of Filing: New Filing Amendment



08049284

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.) Accuri Cytometers, Inc. (successor by merger to Accuri Instruments, Inc.)

Address of Executive Offices (Number and Street, City, State, Zip Code) 173 Parkland Plaza, Ann Arbor, Michigan 48103

Telephone Number (Including Area Code) (734) 994-8000

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 Medical equipment development

PROCESSED MAY 05 2008 THOMSON REUTERS

Type of Business Organization corporation limited partnership, already formed other (please specify) business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization 04 2007 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) DE

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.
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.
Information Required: A new filing must contain all information requested.
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.

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.

SEC 1972 (6-02) Persons who 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

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)
Baird, Jennifer A.

Business or Residence Address (Number and Street, City, State, Zip Code)
173 Parkland Plaza, Ann Arbor, Michigan 48103

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Rich, Collin A.

Business or Residence Address (Number and Street, City, State, Zip Code)
173 Parkland Plaza, Ann Arbor, Michigan 48103

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Skerlos, Steve

Business or Residence Address (Number and Street, City, State, Zip Code)
173 Parkland Plaza, Ann Arbor, Michigan 48103

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Calef, Steven J.

Business or Residence Address (Number and Street, City, State, Zip Code)
173 Parkland Plaza, Ann Arbor, Michigan 48103

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Peterson, Timothy

Business or Residence Address (Number and Street, City, State, Zip Code)
334 East Washington, Ann Arbor, Michigan 48104

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Peter K. Shagory

Business or Residence Address (Number and Street, City, State, Zip Code)
227 West Monroe Street, Suite 2200, Chicago, Illinois 60606

***See continuation of Section A (Basic Identification Data) at Attachment A.**

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

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
Also answer in Appendix, Column 2, if filing under ULOE.
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?..... 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 that broker or dealer only. **NO COMMISSION OR REMUNERATION MADE FOR THE SOLICITATION OF PURCHASERS.**

Full Name (Last name first, if individual)

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)..... All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KA	KY	LA	ME	MD	MA		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 (Last name first, if individual)

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)..... All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KA	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 (Last name first, if individual)

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)..... All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KA	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

(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 the 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.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ _____	\$ _____
	<input type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants)*	\$2,000,000*	\$2,000,000*
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$2,000,000*	\$2,000,000*

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 Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	<u>13</u>	\$2,000,000*
Non-accredited Investors	_____	\$ _____
Total (for filings under Rule 504 only)	_____	\$ _____

Answer also in Appendix, Column 3, 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	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
Regulation A	_____	\$ _____
Rule 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 insurer. 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	<input type="checkbox"/>	\$0
Printing and Engraving Costs	<input type="checkbox"/>	\$0
Legal Fees	<input checked="" type="checkbox"/>	\$20,000
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$0
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$0
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
Total	<input checked="" type="checkbox"/>	\$20,000

*See Attachment B for a detailed description of the aggregate offering price and amount already sold.

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

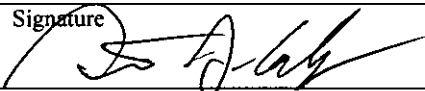
b. Enter the difference between the aggregate offering price given in response to Part C -- Question 1 and total expenses furnished in response to Part C -- Question 4.a. This difference is the "adjusted gross proceeds to the issuer." **\$1,980,000***

5. Indicate below the amount of the adjusted gross proceed 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	Payments to Others
Salaries and fees	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Purchase of real estate	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
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).....	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Repayment of indebtedness.....	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Working capital	<input type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$1,980,000*
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$1,980,000*
Column Totals.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$1,980,000*
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$1,980,000*	

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) Accuri Cytometers, Inc.	Signature 	Date April 28, 2008
Name of Signer (Print or Type) Steven J. Calef	Title of Signer (Print or Type) Treasurer	

ATTENTION

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

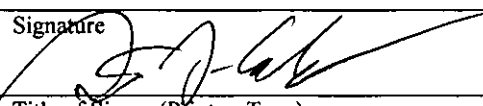
E. STATE SIGNATURE

1. Is any part described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule.....N/A Yes No

See Appendix, Column 5, for state response.

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) Accuri Cytometers, Inc.	Signature 	Date April 28, 2008
Name of Signer (Print or Type) Steven J. Calef	Title of Signer (Print or Type) Treasurer	

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 State	2 Intend to sell to non-accredited investors in state (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 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)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL		X	\$2M in Convertible Notes	3	\$60,141	0	0		X
GA									
HI									
ID									
IL		X	\$2M in Convertible Notes	1	\$764,602	0	0		X
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI		X	\$2M in Convertible Notes	8	\$1,134,483	0	0		X
MN									

APPENDIX

1 State	2 Intend to sell to non-accredited investors in state (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 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)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MS									
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH		X	\$2M in Convertible Notes	1	\$40,774	0	0		X
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in state (Part 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)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WV									
WI									
WY									
PR									

Attachment A to Form D
Accuri Cytometers, Inc.
Offering of up to \$100,000 in Series B Preferred Warrants

Basic Identification Data (continued)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Arboretum Ventures II, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
334 East Washington, Ann Arbor, Michigan 48104

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Baird Venture Partners I(B) Limited Partnership

Business or Residence Address (Number and Street, City, State, Zip Code)
227 West Monroe Street, Suite 2200, Chicago, Illinois 60606

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
George Dunbar

Business or Residence Address (Number and Street, City, State, Zip Code)
173 Parkland Plaza, Ann Arbor, Michigan 48103

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Dan Calvo

Business or Residence Address (Number and Street, City, State, Zip Code)
173 Parkland Plaza, Ann Arbor, Michigan 48103

Attachment B to Form D

Accuri Cytometers, Inc.

Offering of up to \$2,000,000 in Convertible Promissory Notes and Exchange Securities

In connection with the offering, each of the investors was issued or will be issued a warrant (collectively, the "Exchange Securities") to purchase shares of common stock of Accuri Cytometers, Inc. (the "Company") equal to ten percent (10%) of the principal amount of such investor's note divided by either: (i) the average per share price for Series C Preferred Stock in a Series C transaction for consideration in excess of \$5 million ("Series C Closing"); (ii) or, if prior to the Series C Closing there is a change of control transaction for consideration to the Company or its stockholders of \$60 million or less, then \$0.10. The exercise price for the warrants is \$0.026 per share.

END