FORM D



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

	OMB APPROVAL										
01	OMB Number: 3235-0076										
Ex	pires:	Apri	i 30, 2008								
Es	timated a	verage b	urden								
ho	urs per n	esponse.	<u>1</u>								
	SE	C USE OF	VLY								
	Prefix		Serial								
	DA	TE RECEI	VED								

Name of Offering (check if the	is is an amendment ar	nd name has cha	inged, and indic	cate change.)		SEC Mail Processing
Common Stock Financing						
Filing Under (Check box(es) that	apply): Rule 504	☐ Rule 505	Rule 506	☐ Section 4(6)	□ ULOE	Section
	☐ Amendment		_	` '		-304011
		A. BASIC IDE	NTIFICATIO	N DATA	·	MAY 027JUB
1. Enter the information requested	d about the issuer					37, 1000
Name of Issuer (check if this	is an amendment and	name has chan	ged, and indica	te change.)		
Crushpad, Inc.						Washington DC
Address of Executive Offices		(Number and St	reet, City, State	e, Zip Code)	Telephon	ne Number (herteding Area Code)
2573 3rd Street, San Francisco,	CA 94107			·	415-864-	
Address of Principal Business Op		(Number and St	reet, City, State	e, Zip Code)	Telephon	ne Number (Including Area Code)
(if different from Executive Office	es)					* *
Same as Above					Same as	PROCESSED -
Brief Description of Business					E.	LKOCESSED
Winery						1)
Type of Business Organization						MAY 0 6 2008
corporation	limited partnership	, already formed	j [other (please spe	ecify):	
□ business trust	☐ limited partnership	to be formed		<u> </u>	TL	MICON DELITEDE
		N	Ionth Y	ear	#1	IOMOON KEUIEKO
Actual or Estimated Date of Incor	poration or Organizat	ion: 0	2 0	4		☐ Estimated
Jurisdiction of Incorporation or O	rganization: (Enter tw	vo-letter U.S. Po	ostal Service ab	breviation for Sta	te:	
F	•	or Canada: FN f			CA	

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.

SEC 1972 (6-02)

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.

1 of 8

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) Brill, Michael Business or Residence Address (Number and Street, City, State, Zip Code) Crushpad, Inc., 2573 3rd Street, San Francisco, CA 94107 Check Box(es) that Apply ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ Promoter ☐ General and/or Managing Partner Full Name (Last name first, if individual) Davidge, Nicholas Business or Residence Address (Number and Street, City, State, Zip Code) Crushpad, Inc., 2573 3rd Street, San Francisco, CA 94107 Check Box(es) that Apply ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Lincoln, Brandt Business or Residence Address (Number and Street, City, State, Zip Code) Crushpad, Inc., 2573 3rd Street, San Francisco, CA 94107 Check Box(es) that Apply ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Engel, Peter Business or Residence Address (Number and Street, City, State, Zip Code) Crushpad, Inc., 2573 3rd Street, San Francisco, CA 94107 Check Box(es) that Apply ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Boisset, Jean-Charles Business or Residence Address (Number and Street, City, State, Zip Code) c/o Jean - Claude Boisset Wines U.S.A., Inc., 2320 Marinship Way, Sausalito, CA 94965 ☐ General and/or Check Box(es) that Apply ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director Managing Partner Full Name (Last name first, if individual) Fisher, William Business or Residence Address (Number and Street, City, State, Zip Code) c/o Sakana Partners, LLC, One Maritime Plaza, Suite 1400, San Francisco, CA 94111 Check Box(es) that Apply ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual)

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

Business or Residence Address (Number and Street, City, State, Zip Code)

				_		B. II	NFORM	ATION A	BOUT O	FFERIN	G		_			
		_													Yes	No 54
1.	Has th	ie issu	ier sold,					n-accredit			offering?.	•••••				\boxtimes
2.	W/hat	ic the	minim					2, if filing om any in							\$	N/A
۷.	w nai	is uic	. 11111111111	um mvcs	uncii uiai	. WIII OC AI	ccepicu ii	om any m	urviduai:						Yes	No
3.	Does t	the of	fering p	ermit ioir	nt owners!	nip of a si	ngle unit?									
4.	Enter	the ir	ıformati	ion reque	sted for ea	ach persor	who has	been or w	vill be paid	d or given	, directly	or indirect	tly, any co	mmission		
	listed of the	is an brok	associa er or de	ted perso aler. If r	n or agent	of a brok five (5) p	er or deal ersons to	connectio er register be listed a	ed with th	ne SEC an	d/or with	a state or	states, list	t the name	;	
Full N N/A	lame (L	ast na	me first,	if individ	lual)								_			
Busin	ess or R	Resider	nce Add	ress (Nun	iber and S	treet, City,	State, Zip	Code)		·		•				
Name	of Asso	ociated	i Broker	or Deale	r											
States	in Whi	ch Per	son List	ed Has So	olicited or	Intends to	Solicit Pu	rchasers	_							
(CI	heck "A	II Stat	es" or cl	heck indiv	idual State	es)				*************	*************				□ All	States
[Al		K]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]			
[IL [M	-	L] VEJ	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]			
[R]		cj	[SD]	[TN]	įτχj	[UT]	[VT]	[VA]	[WA]	[wvj	[WI]	[WY]	[PR]			
Full N	lame (L	ast na	me first,	if individ	lual)											
Busin	ess or R	esider	nce Add	ress (Num	ber and S	treet, City,	State, Zir	Code)								
								,					_			
Name	of Asso	ociated	l Broker	or Deale	7											
States	in Whi	ch Per	son List	ed Has So	olicited or	Intends to	Solicit Pu	rchasers								
(Cł	neck "A	11 Stat	es" or cl	neck indiv	ridual State	es)		•••••							□ All	States
[AI [IL	_	K]	[AZ]	[AR]	[CA]	[CO]	[CT]	(DE)	[DC]	[FL]	[GA]	[HI]	[ID]			
[M	T] [N	IE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	(ME) [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]			
[RI		C]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA] 	[WV]	[WI]	[WY]	[PR] 			
Full N	lame (L	ast na	me first,	if individ	lual)											
Busin	ess or R	esider	nce Add	ress (Num	iber and Si	reet, City.	State, Zip	Code)								
Name	of Asso	ociated	l Broker	or Deale	r					-						
States	in Whi	ch Per	son List	ed Has So	olicited or	Intends to	Solicit Pu	rchasers								
(Cł	neck "A	II Stat	es" or ch	neck indiv	ridual State	es)	••••••		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,						□ All	States
[AI	_	K]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]			
[IL] [M] [RI]	T] [N	L] IE] C]	[IA] [NV] [SD]	[KS] [NH] [TN]	[KY] [NJ] [TX]	(LA) (NM) (UT)	[ME] [NY] [VT]	[MD] [NC] [VA]	[MA] [ND] [WA]	[MI] [OH] [WV]	[MN] [OK] [WI]	[MS] [OR] [WY]	[MO] [PA] [PR]			

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

exchange and already exchanged. Type of Security	Aggregate		Amount Already
.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	Offering Price		Sold
Debt	\$ <u>0.00</u>		\$ <u>0.00</u>
Equity	. \$ <u>9,000,000,40</u>		\$ <u>6,002,601.44</u>
☐ Common ☐ Preferred			
Convertible Securities (including warrants)	\$0.00		\$0.00
Partnership Interests			\$0.00
Other (Specify))			\$0.00
Total	· · · · · · · · · · · · · · · · · · ·		\$6,002,601.44
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	5		\$ <u>6,002,601.44</u>
Non Accredited Investors			\$
Total (for filings under Rule 504 only)	5		\$6,002,601.44
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	Type of Security		Dollar Amount Sold
Rule 505	<u>N/A</u>		\$ <u>N/A</u>
Regulation A	<u>N/A</u>		\$ N/A
Rule 504	<u>N/A</u>		\$N/A
Total	. <u>N/A</u>		\$ <u>N/A</u>
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			\$ 0.00
Printing and Engraving Costs			\$ 0.00
Legal Fees		\boxtimes	\$75,000.00
Accounting Fees			\$ 0.00
Engineering Fees			\$ 0.00
Sales Commissions (specify finders' fees separately)			\$ 0.00
Other Expenses (identify)			\$ 0.00
Total			\$75,000.00

	C. OFFERING PRICE, NUMBE	R OF INVESTORS, EXPEN	SES AN	D USE OF PROCE	EDS	
	b. Enter the difference between the aggregate offering pritotal expenses furnished in response to Part C – Questi proceeds to the issuer."	on 4.a. This difference is the	"adjuste	ed gross		\$8,925,000.40
5.	Indicate below the amount of the adjusted gross proceed each of the purposes shown. If the amount for any purpose the box to the left of the estimate. The total of the proceeds to the issuer set forth in response to Part C - Que	ose is not known, furnish an est payments listed must equal th	timate an	d check		
				Payments to Officers, Directors & Affiliates		Payments to Others
	Salaries and fees		🗆	\$		\$
	Purchase of real estate		🗆	\$	_ 🗆	\$
	Purchase, rental or leasing and installation of machine	ry and equipment	🗆	\$	_ 📮	\$
	Construction or leasing of plant buildings and facilitie	s		s	_ 🗖	\$
	Acquisition of other businesses (including the value of offering that may be used in exchange for the assets of pursuant to a merger)	r securities of another issuer	0	\$		\$
	Repayment of indebtedness		🗆	s	_ 🗆	\$
	Working capital	***************************************	🗀	\$		\$6,925,000,40
	Other (specify): Pro Rata Common Stock Repurchase	Offering	_ 🛛	\$ <u>1,000,000.00</u>	_ 🛛	\$1,000,000.00
				s	_ 🛭	s
	Column Totals			\$ <u>1,000,000.00</u>		\$ <u>7,925,000.40</u>
	Total Payments Listed (column totals added)		•••	⊠ \$	8,925,0	00.40
		D. FEDERAL SIGNATURE		W		
sig	e issuer has duly caused this notice to be signed by the unature constitutes an undertaking by the issuer to furnish formation furnished by the issuer to any non-accredited invited in the issuer to accredit the issuer to any non-accredited invited in the issuer to accredit the issuer to accredit the issuer to accredit the issuer to accredit the issuer to accredited invited in the issuer to accredit the issuer t	indersigned duly authorized po	change (Commission, upon w	ınder Ri vritten n	ule 505, the following equest of its staff, the
SS		Signature		<u></u>	Date April:	29, 2008
		Title of Signer (Print or Type) President				

ATTENTION

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

\mathbf{E}	STA	TF.	SIGN	AT	URE

1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No
		П	X

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.
- 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) Crushpad, Inc.	Signature	Date April 29, 2008
Name (Print or Type) Michael Brill	Title of Signer (Print or Type) President	

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

Intend to sell to non-accredited investors in State (Part C-ltem 1)	1		2 3 4				4	5			
Number of Accredited Investors		to non-a	accredited rs in State	and aggregate offering price offered in state		amount purchased in State					
AK		Yes	No		Accredited	Amount	Non- Accredited	Amount	Yes _	No	
AZ										<u> </u>	
AR											
CA		<u> </u>							- 		
CA	AR										
CT DE	CA		Х	\$9,000,000.40	4	\$5,700,001.44	0	N/A	_	х	
DE DC	CO						· ·				
DC FL	СТ										
FL GA	DE										
GA HI	DC										
HI	FL										
ID	GA										
IL IN IN<	HI	-							-		
IN IA IA<	ID										
IA	IL										
KS	ĪN										
KY Image: Control of the control of	IA										
LA Image: Control of the c	KS										
ME	KY									·	
MD	LA										
MA	ME									-	
MI	MĐ										
MN	MA										
	MI										
MS	MN										
	MS							-			

APPENDIX

1		2	3			4			5
	to non-a	I to sell accredited is in State I-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)			under Sta (if yes explan waiver	ification ate ULOE , attach ation of granted) -Item 1)	
State	Yes	No	_	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO	ļ <u>.</u>								
MT									
NE	ļ								
NV			· · · · · · · · · · · · · · · · · · ·				· · · · · · · · · · · · · · · · · · ·		
NH									
NJ									
NM									
NY									
NC									
ND									
ОН				, i					
ОК									
OR									
PA	*		·						
RI									
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SD									
TN									
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VA			-	·					
WA									
WV					<u> </u>				
WI									
WY									
PR									

