# FORM D

# **UNITED STATES** SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, Washington, Sc **SECTION 4(6), AND/OR** f M Limited offering exemption f M

SEC USE ONLY Serial Prefix DATE RECEIVED

OMB APPROVAL

OMB Number: 3235-0076

Expires: June 30, 2008 Estimated average burden

hours per form.....1



Filing Under (Check box(es) that apply):	☐ Rule 504	4	Rule 505	<b>▼</b> Rule 506		Section 4(6)	□ ULOE
Type of Filing:		×	New Filing			Amendment	
W	А. В	ASIC IE	ENTIFICATION D	ATA			
1. Enter the information requested abo	out the issuer	,		· ·			
Name of Issuer ( check if this is an an	nendment and name has chan	ged, and	indicate change.)	<u>-</u>			
Sinexus, Inc.							
Address of Executive Offices	(Number an	d Street,	City, State, Zip Code)	Telephone Num	ber (Inc	cluding Area Code)	1
1049 Elwell Court, Palo Alto, CA 943	03			(650) 641-2100	1		ACTOCED
Address of Principal Business Operation	s (Number and Street, City, S	State, Zip	Code)	Telephone Num	ber (Inc	cluding Area Codes	
(if different from Executive Offices)				1			JUN 1 0 2008
Brief Description of Business				_ <b>!</b>		- 1	
Medical device company						₹U^	AASON REUTE
Type of Business Organization	<del></del>					1110	I A I COLL I I I
<b>▼</b> corporation	limited partnership, al	ready for	med		□ o	ther (please specify	·):
	limited partnership, to	be forme	ed				
☐ business trust				•			
☐ business trust  Actual or Estimated Date of Incorporation		-	<u>Month</u> 10	<u>Year</u> 2003			

#### 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 Boxes that Apply:	Promoter	E Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last Earnhardt, Lis	name first, if individual)				
Business or Res	idence Address (Number and ., 1049 Elwell Court, Palo A				
Check Boxes that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last Kaufman, Rich	name first, if individual)				
Business or Res	idence Address (Number and S				
Check Boxes that Apply:	☐ Promoter	Beneficial Owner	☑ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last De Martini, Me	name first, if individual) mika A.				
	idence Address (Number and S ., 1049 Elwell Court, Palo A				
Check Boxes that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last Eaton, Donald	name first, if individual)				
	idence Address (Number and S , 1049 Elwell Court, Palo A				
Check Boxes that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner
-	name first, if individual)				
	idence Address (Number and S				
c/o Kleiner Per Check Boxes	kins Caufield & Byers, 2750  Promoter	Sand Hill Road, Menlo Park  Beneficial Owner	CA 94025	□ Director     □ Director	General and/or
that Apply:	- Fromotes	Beneficial Owner	Excenive Officer	2 Director	Managing Partner
Moll, Frederic					
	idence Address (Number and S dical, Inc., 380 N. Bernardo	Street, City, State, Zip Code) Avenue, Mountain View, CA	94043		
Check Boxes that Apply:	Promoter	■ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last Tansey, Casey	name first, if individual)				
	idence Address (Number and S	Street, City, State, Zip Code) Road, Menlo Park, CA 94025			_
Check Boxes that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
,	name first, if individual)				
Business or Res	idence Address (Number and S Road, Menlo Park, CA 940				
Check Boxes that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
	name first, if individual) s, Inc., as nominee				
	idence Address (Number and				
2750 Sand Hill	Road, Menlo Park, CA 940	25			

,		A. BASIC IDENT	IFICATION DATA (continu	ed)	
Check Boxes that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	<b>▼</b> Director	☐ General and/or Managing Partner
Full Name (Last Melrose, Evan	name first, if individual) S.				
	idence Address (Number and es, 221 West 6 <sup>th</sup> Street, Suite	Street, City, State, Zip Code) e 700, Austin, TX 78701			
Check Boxes that Apply:	☐ Promoter	■ Beneficial Owner  ■ Compare the second of the second o	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Las PTV Sciences I	name first, if individual)				
	idence Address (Number and reet, Suite 700, Austin, TX	Street, City, State, Zip Code) 78701		•	
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Las	t name first, if individual)				
Business or Res	idence Address (Number and	Street, City, State, Zip Code)			
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Las	t name first, if individual)				
Business or Res	idence Address (Number and	Street, City, State, Zip Code)			
Check Boxes that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Las	t name first, if individual)				
Business or Res	sidence Address (Number and	Street, City, State, Zip Code)			
Check Boxes that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Las	t name first, if individual)	,			
Business or Res	sidence Address (Number and	Street, City, State, Zip Code)			
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Las	t name first, if individual)				
Business or Res	sidence Address (Number and	Street, City, State, Zip Code)			
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Las	t name first, if individual)				
Business or Res	sidence Address (Number and	Street, City, State, Zip Code)			
Check Boxes that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Las	t name first, if individual)				, <u></u>
Business or Re	sidence Address (Number and	Street, City, State, Zip Code)			
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Las	t name first, if individual)				
Business or Res	sidence Address (Number and	Street, City, State, Zip Code)			

	•				В	. INFORM	ATION AB	OUT OFFE	RING				
1.	Has the i	ssuer sold, or	r does the issu	er intend to					under ULOE	 Z.		Yes N	o <u>X</u>
2.	What is t	he minimum	investment th	hat will be a	cepted from	n any indivi	dual?	***************************************				s	N/A
3.	Does the	offering pen	mit joint owne	ership of a si	ngle unit?						.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	Yes X N	o
4.	solicitation registered	on of purcha I with the SE	sers in conne	ection with a h a state or s	sales of sec tates, list th	urities in the name of t	ne offering. he broker or	If a person	to be listed	is an associate	ed person or	agent of a b	emuneration for oroker or dealer ersons of such a
Full	Name (La	st name first	, if individual	l)									
Bus	iness or R	esidence Add	lress (Number	r and Street,	City, State,	Zip Code)		<del></del>					
Nan	ne of Asso	ciated Broke	r or Dealer						<u> </u>				
			sted Has Solic										
(Ch	eck "All S	tates" or che	ck individual	States)				-,					
JAL	]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	(ID)
IILI		[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
IMT	T	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	ЮНЈ	[OK]	[OR]	[PA]
[RI]		[SC]	[SD]	JTNJ	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]
Full	Name (La	st name first	, if individual	l)									
Bus	iness or R	esidence Ado	iress (Number	r and Street,	City, State,	Zip Code)		<del>.</del>		P144	<u> </u>		
Nan	ne of Asso	ciated Broke	er or Dealer				· · · · · · · · · · · · · · · · · · ·						
State	es in Whic	h Person Lis	sted Has Solic	ited or Inten	ds to Solici	t Purchasers		<u> </u>					
								****************					
(AL		[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
(IL)		[IN]	JIAJ	[KS]	[KY]	ILA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	IMOI
[MT		INE	INVI	, , JNHJ	[LN]	 [NM]	, , [NY]	[NC]	IND]	[ОН]	[OK]	[OR]	[PA]
(RI)		ISCI	[SD]	ITNI	[TX]	[UT]	ĮVT)	[VA]	[VA]	(WV)	[W]	, ĮWYJ	[PR]
			, if individual								· · · ·		
Bus	iness or R	esidence Ado	dress (Number	r and Street,	City, State	Zip Code)							
Nan	ne of Asso	ciated Broke	r or Dealer		·								
Stat	es in Whic	h Person Lis	ted Has Solic	ited or Inten	ds to Solici	t Purchasers							
(Ch	eck "All S	tates" or che	ck individual	States)							***************************************		🗖 All States
[AL	l	[AK]	[AZ]	[AR]	[CA]	[CO]	{CT}	(DE)	[DC]	[FL]	[GA]	{HI]	[ID]
IILI		INI	[lA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
MI	]	<b>INE</b>	[NV]	[NH]	[NJ]	INMI	JNYJ	[NC]	[ND]	[ОН]	[OK]	[OR]	[PA]
(RI)		<b>ISC</b> J	[SD]	[TN]	[TX]	(UT)	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]

#### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 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 🛘 and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Type of Security Aggregate Amount Already Offering Price Sold Debt ..... Equity ..... × $\Box$ Common Preferred Convertible Securities (including warrants) Partnership Interests Other (Specify\_\_\_\_\_) Total ..... 20,067,921 20,017,921 Answer also in Appendix, Column 3, if filing under ULOE. 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 Aggregate Investors Dollar Amount of Purchases Accredited Investors 20,017,921 Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 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 **Dollar Amount** Security Sold Type of Offering Rule 505.... Regulation A Rule 504..... Total ..... 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 Printing and Engraving Costs × 60,000 Legal Fees Accounting Fees

Engineering Fees.....

Total .....

×

×

1,050

61,050

C. OFFERING PRICE, NUMBER OF I	NVESTORS, EXPENSES AND	USE OF PROCEEDS	
<ul> <li>Enter the difference between the aggregate offering price given in response to Part C - Question 4.a. This difference is the "adjusted</li> </ul>	esponse to Part C - Question I and gross proceeds to the issuer"	d total expenses furnished	\$ <u>20,006,871</u>
<ol> <li>Indicate below the amount of the adjusted gross proceeds to the issuer u If the amount for any purpose is not known, furnish an estimate and o payments listed must equal the adjusted gross proceeds to the issuer set f</li> </ol>	check the box to the left of the	estimate. The total of the	Payment To
		Directors, & Affiliates	Others
Salaries and fees		□ s	□ s
Purchase of real estate		□ s	□ s
Purchase, rental or leasing and installation of machinery and equipment		□ s	_ s
Construction or leasing of plant buildings and facilities		□ s	□ s
Acquisition of other businesses (including the value of securities involved in in exchange for the assets or securities of another issuer pursuant to a merger)  Repayment of indebtedness		□ s	□ s
Working capital		□ s	
Other (specify):		□ s	
Other (specify).		□ s	□ s
		□ s	□ s
Column Totals		□ s	<b>2</b> \$ 20,006,871
Total Payments Listed (column totals added)		× ş	20,006,871
	ERAL SIGNATURE		
The issuer had duly caused this notice to be signed by the undersigned duly an undertaking by the issuer to furnish to the U.S. Securities and Exchange C non-accredited investor pursuant to paragraph (b)(2) of Rule 502.	authorized person. If this notice Commission, upon written reques	is filed under Rule 505, the t of its staff the information	following signature constitutes furnished by the issuer to any
Issuer (Print or Type)	Signature		Date
Sinexus, Inc.	Write	4-5	June 5, 2008
Name of Signer (Print or Type)	Title of Signer (Print or Type)	` //	
Matthew B. Hemington	Secretary	1/	
	•		
	TTENTION	<del></del>	
Intentional misstatements or omissions of fact constitute federa		18 U.S.C. 1001.)	

	E. STATE	SIGNATURE					
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqu	nalification provisions of su	ch rule?	Yes	No <b>K</b>		
	See Appendix, Colum	mn 5, for state response.					
2.	The undersigned issuer hereby undertakes to furnish to the state administrate such times as required by state law.	or of any state in which th	e notice is filed, a notice on Form I	O (17 CFR 2	39.500) at		
3.	The undersigned issuer hereby undertakes to furnish to any state administrators, upon written request, information furnished by the issuer to offerees.						
4.	The undersigned issuer represents that the issuer is familiar with the conditi (ULOE) of the state in which this notice is filed and understands that the issue conditions have been satisfied.	ions that must be satisfied her claiming the availability	to be entitled to the Uniform limit of this exemption has the burden of	ed Offering f establishing	Exemption that these		
The	issuer has read this notification and knows the contents to be true and has d	luly caused this notice to l	e signed on its behalf by the under	signed duly	authorized		
perso	on.						
Issue	er (Print or Type)	Signature /		Date			
Sinexus, Inc.		Johnth.	A	June 5, 20	08		
Nam	e (Print or Type)	Title (Print or Type)	7 17				
Mat	thew B. Hemington	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.

