



02011540

927829

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 OMB NUMBER: 3235-0076 Expires: November 30, 2001 Estimated average burden hours per response 16.00

SEC USE ONLY Prefix Serial DATE RECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Series F Junior Convertible Preferred Stock

21-92782-9B

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filing: New Filing Amendment

JAN 22 2002

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.)

NitroMed, Inc.

U.S. POST OFFICE DELAYED

Address of Executive Offices (Number and Street, City, State, Zip Code)

12 Oak Park Drive, Bedford, MA 01730

Tele... (781) 275-9700

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (In Area Code)

Brief Description of Business:

Develops and commercializes Nitric Oxide - enhanced medicines.

Type of Business Organization

- corporation limited partnership, already formed other (please specify) business trust limited partnership, to be formed

PROCESSED

Actual or Estimated Date of Incorporation or Organization 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

JAN 31 2002

THOMSON FINANCIAL

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 USC 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.

When 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 a 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 General and/or Managing Partner

Full Name (Last name first, if individual)

Loberg, Michael D.

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

c/o NitroMed, Inc., 12 Oak Park Drive, Bedford, MA 01730

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

Full Name (Last name first, if individual)

Worcel, Manuel

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

c/o NitroMed, Inc., 12 Oak Park Drive, Bedford, MA 01730

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

Full Name (Last name first, if individual)

Letts, Gordon

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

c/o NitroMed, Inc., 12 Oak Park Drive, Bedford, MA 01730

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

Full Name (Last name first, if individual)

Grimm, Joseph

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

c/o NitroMed, Inc., 12 Oak Park Drive, Bedford, MA 01730

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

Full Name (Last name first, if individual)

Singer, Steven

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

c/o Hale and Dorr LLP, 60 State Street, Boston, MA 02109

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

Full Name (Last name first, if individual)

Cohen, Robert

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

c/o Memory Pharmaceuticals Corp., 3960 Broadway, West 166th St., New York, NY 10032

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

Full Name (Last name first, if individual)

Guidi, Roger

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

c/o J&J Development Corporation, One Johnson & Johnson Plaza, New Brunswick, NJ 08933

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

Full Name (Last name first, if individual)

Horovitz, Zola

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

30 Philip Drive, Princeton, NJ 08540

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

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)

Leschly, Mark

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

c/o Rho Management, 767 Fifth Avenue, 43rd Floor, New York, NY 10153

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

Full Name (Last name first, if individual)

Littlechild, John

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

c/o HealthCare Ventures

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

Full Name (Last name first, if individual)

Atlas Venture Fund II, L.P.

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

222 Berkley Stret, Suite 1950, Boston, MA 02116

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

Full Name (Last name first, if individual)

Bank Julius Baer & Co.

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

330 Madison Avenue, New York, NY 10017

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

Full Name (Last name first, if individual)

Brigham and Womens Hospital

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

75 Francis Street, Boston, MA 02115

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

Full Name (Last name first, if individual)

CC/Q Partners, L.P.

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

100 Overlook Center, Princeton, NJ 08540

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

Full Name (Last name first, if individual)

HealthCare Ventures III, L.P.

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

44 Nassau Street, Second Floor, Princeton, NJ 08540

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

Full Name (Last name first, if individual)

HealthCare Ventures IV, L.P.

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

44 Nassau Street, Second Floor, Princeton, NJ 08540

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)

HealthCare Ventures V, L.P.

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

44 Nassau Street, Second Floor, Princeton, NJ 08543

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

Full Name (Last name first, if individual)

HealthCare Ventures VI, L.P.

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

44 Nassau Street, Second Floor, Princeton, NJ 08543

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

Full Name (Last name first, if individual)

Johnson & Johnson Development Corporation

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

One Johnson & Johnson Plaza, WT 403, New Brunswick, NJ 08933

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

Full Name (Last name first, if individual)

Lombard Odier & Cie

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

rue de la Corraferriell, CH-1211 Geneva 11, Switzerland

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

Full Name (Last name first, if individual)

Matthews, Murray R.

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

c/o NitroMed, Inc., 12 Oak Park Drive, Bedford, MA 01730

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

Full Name (Last name first, if individual)

Rho Management Trust II

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

767 Fifth Avenue, 43rd Floor, New York, NY 10153

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

Full Name (Last name first, if individual)

Rho Ventures IV (QP), L.P.

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

767 Fifth Avenue, 43rd Floor, New York, NY 10153

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

Full Name (Last name first, if individual)

The Goldman Sachs Fund, L.P.

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

85 Broad Street, New York, NY 10004

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

Full Name (Last name first, if individual)

Boston Scientific Corporation

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

One Boston Scientific Place, Natick, MA 01760

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
Answer also 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.

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] [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 (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] [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 (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] [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] [TX] [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

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."

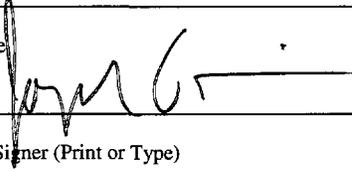
\$ 3,480,000.00

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.

| | | Payments to Officers, Directors, & Affiliates | | Payments To Others |
|--|--------------------------|---|-------------------------------------|------------------------|
| Salaries and fees | <input type="checkbox"/> | \$ _____ | <input type="checkbox"/> | \$ _____ |
| Purchase of real estate | <input type="checkbox"/> | \$ _____ | <input type="checkbox"/> | \$ _____ |
| Purchase, rental or leasing and installation of machinery and equipment | <input type="checkbox"/> | \$ _____ | <input type="checkbox"/> | \$ _____ |
| Construction or leasing of plant buildings and facilities | <input type="checkbox"/> | \$ _____ | <input type="checkbox"/> | \$ _____ |
| Acquisition of other business (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"/> | \$ _____ | <input type="checkbox"/> | \$ _____ |
| Repayment of indebtedness | <input type="checkbox"/> | \$ _____ | <input type="checkbox"/> | \$ _____ |
| Working capital | <input type="checkbox"/> | \$ _____ | <input checked="" type="checkbox"/> | \$ <u>3,480,000.00</u> |
| Other (specify): _____ | <input type="checkbox"/> | \$ _____ | <input type="checkbox"/> | \$ _____ |
| _____ | <input type="checkbox"/> | \$ _____ | <input type="checkbox"/> | \$ _____ |
| Column Totals | <input type="checkbox"/> | \$ _____ | <input checked="" type="checkbox"/> | \$ <u>3,480,000.00</u> |
| Total Payments Listed (column totals added) | | | <input checked="" type="checkbox"/> | \$ <u>3,480,000.00</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) NitroMed, Inc. | Signature  | Date November 27, 2001 |
| Name of Signer (Print or Type) Joseph Grimm | Title of Signer (Print or Type) Chief Financial Officer | |

ATTENTION

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