

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM D

OMB APPROVAL  
OMB Number: 3235-0076  
Expires: March 31, 2002  
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hours per response.....16.00

21-41101



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

PROCESSED

SEE USE ONLY  
Serial  
DATE RECEIVED  
MAR 27 2002

THOMSON  
FINANCIAL

Name of Offering (Check if this is an amendment and name has changed, and indicate change.)  
Offering of Convertible Promissory Notes and Series A Stock

Filing Under (Check box(es) that apply):  Rule 504  Rule 505  Rule 506  Section 4(6)  U.S.E.C.  
Type of Filing:  New Filing  Amendment

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.)

**ATTO INSTRUMENTS, INC.** as Issuer of Convertible Promissory Notes (the "Convertible Notes") ("Note Issuer"), **ATTO BIOSCIENCE, INC.** as issuer of (a) underlying conversion shares for the Convertible Notes and (b) shares of Series A and Series A-1 Convertible Preferred Stock ("Stock Issuer").\*

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
**15010 Broschart Road, Rockville, MD 20850** (301) 340-7320

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

Brief Description of Business: Atto Instruments, Inc. is a holding company for Atto Instruments, LLC. and Atto BioScience Inc. (the "Atto Parties"). The Atto Parties are biotechnology companies that specializes in the development, manufacturing and marketing of electro optical instruments and reagents for the analysis of reactions taking place in live cells.

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

Actual or Estimated Date of Incorporation or Organization: Month Year  Actual  Estimated  
1 0 8 5

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for State: M D)  
CN for Canada; FN for other foreign jurisdiction

\* **ATTO BIOSCIENCE, INC.** will issue shares of (a) its Series A Convertible Preferred Stock, par value \$.01 per share (the "Series A Stock"), to the holders of the Convertible Notes upon conversion of such Convertible Notes and (b) Series A Stock and Series A-1 Convertible Preferred Stock, par value \$.01 per share (the "Series A-1 Stock", and together with the Series A Stock, the "Preferred Stock") to additional investors of the Stock Issuer.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
**15010 Broschart Road, Rockville, MD 20850** (301) 340-7320

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

Actual or Estimated Date of Incorporation or Organization: Month Year  Actual  Estimated  
0 8 0 1

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for State: D E)  
CN for Canada; FN for other foreign jurisdiction

**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 OF ATTO INSTRUMENTS, INC., AS ISSUER OF CONVERTIBLE NOTES**

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)

**Brooker, Gary**

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

**c/o Atto Instruments, Inc., 15010 Broschart Road, Rockville, MD 20850**

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

Full Name (Last name first, if individual)

**Brooker, Jeff**

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

**c/o Atto Instruments, Inc., 15010 Broschart Road, Rockville, MD 20850**

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

**A. BASIC IDENTIFICATION DATA OF ATTO BIOSCIENCE, INC., AS ISSUER OF PREFERRED STOCK**

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)

**Brooker, Gary**

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

**c/o Atto BioScience, Inc., 15010 Broschart Road, Rockville, MD 20850**

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

Full Name (Last name first, if individual)

**Brooker, Jeff**

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

**c/o Atto BioScience, Inc., 15010 Broschart Road, Rockville, MD 20850**

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

Full Name (Last name first, if individual)

**Woods, Derek**

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

**c/o Atto BioScience, Inc., 15010 Broschart Road, Rockville, MD 20850**

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

Full Name (Last name first, if individual)

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

**B. INFORMATION ABOUT OFFERING**

- |   |  |   |
|---|--|---|
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?.....   | Yes<br><input type="checkbox"/>            | No<br><input checked="" type="checkbox"/> |
| 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 _____                         |   |
| 3. Does the offering permit joint ownership of a single unit? .....   | Yes<br><input checked="" type="checkbox"/> | No<br><input type="checkbox"/>            |
| 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. | _____ N/A _____                            |   |

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 individuals 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 individuals 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<br>] | [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] |

**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 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<br>Offering Price | Amount Already<br>Sold     |
|---|-----------------------------|----------------------------|
| Debt.....   | \$ 0                        | \$ 0                       |
| Equity: issued upon conversion or exchange of convertible promissory notes <sup>1/</sup> .....  | \$ 0                        | \$ 0                       |
| <input type="checkbox"/> Common Stock   |                             |                            |
| <input checked="" type="checkbox"/> Preferred Stock – Series A Stock and Series A-1 Stock of Atto BioScience, Inc.  |                             |                            |
| <p><u>Convertible Securities:</u> Offering and sale of (a) Convertible Notes, at an annual rate equal to 8%, of Atto Instruments, Inc., convertible into or exchangeable for equity, payable in full 12 months from date of issuance of each Convertible Note (unless converted or exchanged earlier), in the aggregate principal amount of \$1,100,000; (b) shares of Series A Stock of Atto BioScience, Inc. at a purchase price of \$1.67 per share (convertible into shares of common stock, par value \$0.01 per share); and (c) shares of Series A-1 Stock of Atto BioScience, Inc. at a purchase price of \$2.50 per share (convertible into shares of common stock, par value \$0.01 per share). <u>As of the initial closing of the stock offering (occurring on September 28, 2001), (x) 660,000 shares of Series A Stock were issued upon surrender and conversion of the Convertible Notes and (y) 345,000 shares of Series A Stock were issued to new investors. As of the second closing of the stock offering (occurring on October 9, 2001), 171,000 shares of Series A Stock and 286,000 shares of Series A-1 Stock were issued to additional investors. As of the third closing of the stock offering (occurring on December 14, 2001), 195,000 shares of Series A Stock were issued to an existing investor.</u></p> |                             |                            |
| Partnership Interests.....  | \$ 3,000,000 <sup>2/</sup>  | \$ 3,000,000 <sup>2/</sup> |
| Other (Specify):.....   | \$ 0                        | \$ 0                       |
| Total.....  | \$ 3,000,000                | \$ 3,000,000               |

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<br>Investors | Aggregate<br>Dollar Amount<br>of Purchase |
|--|---------------------|---|
| Accredited investors.....                    | 25 <sup>3/</sup>    | \$ 3,000,000                              |
| Non-accredited Investors.....                | 0                   | \$ 0                                      |
| Total (for filings under Rule 504 only)..... | 0                   | \$ 0                                      |

Answer also in Appendix, Column 4, if filing under ULOE.

<sup>1/</sup> In connection with the execution and delivery of the Series A Preferred Stock and Series A-1 Preferred Stock Purchase Agreement dated September 28, 2001 by and between Atto BioScience, Inc. and the investors identified therein, the Convertible Notes were converted into an aggregate of 660,000 shares of Series A Stock, with the conversion rate equal to one share of Series A Stock issued for every \$1.67 of indebtedness converted upon surrender of the Convertible Notes.

<sup>2/</sup> Dollar amount reflects the aggregate purchase price of the Preferred Stock, including the shares of Series A Stock issued in exchange upon conversion of the Convertible Notes.

<sup>3/</sup> Includes 9 Noteholders and 16 additional investors of Preferred Stock.

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

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.

| <b>Type of Offering</b> | <b>Type of Security</b> | <b>Dollar Amount Sold</b> |
|-------------------------|-------------------------|---------------------------|
| Rule 505 .....          | N/A                     | \$ N/A                    |
| Regulation A .....      | N/A                     | \$ N/A                    |
| Rule 504 .....          | N/A                     | \$ N/A                    |
| Total.....              | N/A                     | \$ N/A                    |

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.

|   |                          |           |
|---|--------------------------|-----------|
| Transfer Agent's Fees .....                               | <input type="checkbox"/> | \$ 0      |
| Printing and Engraving Costs .....                        | <input type="checkbox"/> | \$ 0      |
| Legal Fees.....   | <input type="checkbox"/> | \$ 60,000 |
| Accounting Fees.....                                      | <input type="checkbox"/> | \$ 0      |
| Engineering Fees.....                                     | <input type="checkbox"/> | \$ 0      |
| Sales Commissions (specify finders' fees separately)..... | <input type="checkbox"/> | \$ 0      |
| Other Expenses (identify) .....                           | <input type="checkbox"/> | \$ 0      |
| Total.....  | <input type="checkbox"/> | \$ 60,000 |

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."

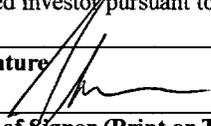
\$ 2,940,000

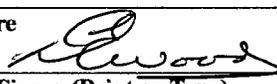
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

|   | Payments to<br>Officers, Directors<br>&<br>Affiliates | Payments To<br>Others                                   |
|---|---|---|
| Salaries and fees .....   | <input type="checkbox"/> \$ <u>0</u>                  | <input type="checkbox"/> \$ <u>0</u>                    |
| Purchase of real estate .....   | <input type="checkbox"/> \$ <u>0</u>                  | <input type="checkbox"/> \$ <u>0</u>                    |
| Purchase, rental or leasing and installation of machinery and equipment.....  | <input type="checkbox"/> \$ <u>0</u>                  | <input type="checkbox"/> \$ <u>0</u>                    |
| Construction or leasing of plant buildings and facilities.....  | <input type="checkbox"/> \$ <u>0</u>                  | <input type="checkbox"/> \$ <u>0</u>                    |
| Acquisition of other businesses (includes the value of securities involved in the offering that were exchanged for the securities of Target pursuant to a merger) ..... | <input type="checkbox"/> \$ <u>0</u>                  | <input type="checkbox"/> \$ <u>0</u>                    |
| Repayment of indebtedness .....   | <input type="checkbox"/> \$ <u>0</u>                  | <input type="checkbox"/> \$ <u>0</u>                    |
| Working capital .....   | <input type="checkbox"/> \$ <u>0</u>                  | <input checked="" type="checkbox"/> \$ <u>2,940,000</u> |
| Other (specify) .....   | <input type="checkbox"/> \$ <u>0</u>                  | <input type="checkbox"/> \$ <u>0</u>                    |
| Column Totals .....   | <input type="checkbox"/> \$ <u>0</u>                  | <input checked="" type="checkbox"/> \$ <u>2,940,000</u> |
| Total .....   |   | <input checked="" type="checkbox"/> \$ <u>2,940,000</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 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.

|  |   |                                 |
|--|---|---------------------------------|
| <b>Issuer of Notes (Print or Type)</b><br>ATTO INSTRUMENTS, INC. | <b>Signature</b><br> | <b>Date</b><br>January 29, 2002 |
| <b>Name of Signer (Print or Type)</b><br>Jeff Brooker            | <b>Title of Signer (Print or Type)</b><br>Vice President, Secretary and Director                      |                                 |

|   |   |                                 |
|---|---|---------------------------------|
| <b>Issuer of Preferred Stock (Print or Type)</b><br>ATTO BIOSCIENCE, INC. | <b>Signature</b><br> | <b>Date</b><br>January 29, 2002 |
| <b>Name of Signer (Print or Type)</b><br>Derek Woods                      | <b>Title of Signer (Print or Type)</b><br>Chief Executive Officer and President                       |                                 |

**ATTENTION**

**Intentional Misstatements or Omissions of Fact Constitute Federal Criminal Violations. (See 18. U.S.C. 1001.)**