

27-40915

SEC 1972 (6/99) 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.

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 state exemption unless such exemption is predicated on the filing of a federal notice.



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



02017576

FORM D

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

Table with OMB APPROVAL, OMB Number: 3235-0076, Expires: May 31, 2002, Estimated average burden hours per response.. 1

Table with SEC USE ONLY, Prefix, Serial, DATE RECEIVED

PROCESSED

MAR 22 2002

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Series A-1 Preferred Stock Offering

THOMSON FINANCIAL

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

Type of Filing: [X] 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.) Hema Metrics, Inc. (the prior name of the company was Non-Invasive Medical Technologies Corporation)

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 175 Cabot Street, Lowell, MA, 01854 (978)275-4172

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) 695 North 900 West, Kaysville, UT 84037 (801)451-9000

Brief Description of Business Hema Metrics, Inc. develops and manufactures medical technology

Handwritten signature

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

Full Name (Last name first, if individual)

Daniels, Terrence D.

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

Quad-C Management, Inc., 230 East High Street, Charlottesville, VA 22902

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

Full Name (Last name first, if individual)

Ignaczak, Anthony R.

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

Quad-C Management, Inc., 230 East High Street, Charlottesville, VA 22902

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

Full Name (Last name first, if individual)

Harding, Courtney W.

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

Quad-C Management, Inc., 230 East High Street, Charlottesville, VA 22902

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

Full Name (Last name first, if individual)

Magliochetti, Michael

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

Hema Metrics, Inc., 175 Cabot Street, Lowell, MA 01854

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

Full Name (Last name first, if individual)

Bates, Edward

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

7438 Carling Circle, Salt Lake City, UT 84121

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

Full Name (Last name first, if individual)

Steuer, David

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

3 Cambridge Terrace, #2, Allston, MA 02134

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

Full Name (Last name first, if individual)

Braly, Henry

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

1800 Pike Road, Longmont, CO 80501

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

*****SEE ATTACHED SHEET FOR ADDITIONAL ENTRIES*****

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?..... **\$285**

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)

N/A

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] [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 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.

Table with 3 columns: Type of Security, Aggregate Offering Price, Amount Already Sold. Rows include Debt, Equity, Convertible Securities, Partnership Interests, Other, and Total.

* \$3,484,980 of the \$15,000,000 worth of securities sold pursuant to this offering were exchanged for the extinguishment of certain notes. 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."

Table with 3 columns: Investor Type, Number Investors, Aggregate Dollar Amount of Purchases. Rows include Accredited Investors, Non-accredited Investors, and Total.

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, 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	N/A	\$ _____
Regulation A	N/A	\$ _____
Rule 504	N/A	\$ _____
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 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 checked="" type="checkbox"/>	\$720
Legal Fees	<input type="checkbox"/>	\$118,702
Accounting Fees	<input type="checkbox"/>	\$3,890
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 checked="" type="checkbox"/>	\$123,312

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."

\$14,876,688

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 businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____

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	Series A-1 Preferred Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		X							
AK		X							
AZ		X	\$4,284.45	1	3,000	0	0		X
AR		X							
CA		X	\$14,998.43	2	10,502	0	0		X
CO		X	\$349,998.15	2	245,071	0	0		X
CT		X							
DE		X	\$2,668,268.34	1	1,868,339	0	0		X
DC		X							
FL		X							
GA		X							
HI		X							
ID		X							
IL		X							
IN		X							
IA		X							
KS		X							
KY		X							
LA		X							
ME		X	\$74,999.30	1	52,515	0	0		X
MD		X							
MA		X	\$149,998.59	1	105,030	0	0		X
MI		X							
MN		X							
MS		X							
MO		X							
MT		X							
NE		X							
NV		X							
NH		X							
NJ		X							
NM		X							
NY		X	\$11,275,841.22	1	7,895,418	0	0		X
NC		X							
ND		X							
OH		X							

OK		X							
OR		X							
PA		X							
RI		X							
SC		X							
SD		X							
TN		X							
TX		X							
UT		X	\$334,262.79	16	234,053	0	0		X
VT		X							
VA		X	\$117,349.66	17	82,169	0	0		X
WA		X							
WV		X							
WI		X							
WY		X	\$9,999.91	1	7,002	0	0		X
PR		X							

<http://www.sec.gov/divisions/corpfin/forms/d.htm>
Last update: 08/27/1999

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

Full Name (Last name first, if individual)

Hampers, Constantine

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

MDL Consulting Associates, 61 Spit Brook Road, Suite 400A, Nashua, NH 03063

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

Full Name (Last name first, if individual)

Lowrie, Edward

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

511 Shore Road, Cape Neddick, ME 03902

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

Full Name (Last name first, if individual)

Lee, Richard

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

3515 W. Consumer Road, Helper, UT 84526

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

Full Name (Last name first, if individual)

Stewart, David

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

GE Asset Management Incorporated, 3003 Summer St., P.O. Box 7900, Stamford, CT 06904

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

Full Name (Last name first, if individual)

Bell, David

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

537 E. Woodland Dr., Farmington, UT 84025

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

Full Name (Last name first, if individual)

Moriarty, Patrick K.

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

Hema Metrics, Inc., 175 Cabot Street, Lowell, MA 01854

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

Full Name (Last name first, if individual)

General Electric Pension Trust

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

GE Asset Management Incorporated, 3003 Summer St. P.O. Box 7900, Stamford, CT 06904

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

Full Name (Last name first, if individual)

Quad-C Partners V, L.P.

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

Quad-C Management, Inc., 230 East High Street, Charlottesville, VA 22902

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

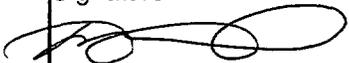
Full Name (Last name first, if individual)

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

pursuant to a merger)	[]	[]
Repayment of indebtedness	\$	\$ <u>250,890</u>
Working capital	[]	[]
	\$	\$ <u>11,140,818</u>
Other (specify): Conversion of a Promissory Note	[]	[]
	\$	\$ <u>3,484,980</u>
Column Totals	[]	[]
	\$	\$ <u>14,876,688</u>
Total Payments Listed (column totals added)	[]	[] \$ <u>14,876,688</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) Hema Metrics, Inc.	Signature 	Date 2/7/02
Name of Signer (Print or Type) Michael Magliochetti	Title of Signer (Print or Type) President	

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

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? [] [X]

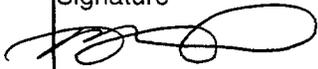
See Appendix, Column 5, for state response.

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.

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) Hema Metrics, Inc.	Signature 	Date 2/7/02
Name of Signer (Print or Type) Michael Magliochetti	Title (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.