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**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.



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

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

21-40410

PROCESSED

P MAR 05 2002

FORM D

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

THOMSON  
FINANCIAL

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

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

MAINCONTROL, INC.: SUBORDINATED CONVERTIBLE PROMISSORY NOTES WITH STOCK PURCHASE WARRANTS

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

Type of Filing:  New Filing  Amendment



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**A. BASIC IDENTIFICATION DATA**

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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.

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Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)  
Pinchev, Alex

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o MainControl, Inc., 7900 Westpark Drive, Suite T500, McLean, VA 22102

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Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)  
Barel, Meir

Business or Residence Address (Number and Street, City, State, Zip Code)  
SVM Star Ventures, Possartstr. No. 9/3d Floor D-81679, München, Germany

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Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)  
Gorman, Dennis

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o MainControl, Inc., 7900 Westpark Drive, Suite T500, McLean, VA 22102

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Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)  
Burton, John

Business or Residence Address (Number and Street, City, State, Zip Code)  
co/ MainControl, Inc., 7900 Westpark Drive, Suite T500, McLean, VA 22102

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Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)  
Hahn, Dr. Carl H.

Business or Residence Address (Number and Street, City, State, Zip Code)  
Porchestrasse 53, D-38440 Wolfsburg, Germany

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

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**A. BASIC IDENTIFICATION DATA**

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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.

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Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)  
Bayless, Jon

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o Sevin Rosen Funds, 13455 Noel Road, Suite 1670, Dallas, TX 75240

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Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)  
Piper, David J.

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o MainControl, Inc., 7900 Westpark Drive, Suite T500, McLean, VA 22102

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Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)  
JAFCO America Ventures

Business or Residence Address (Number and Street, City, State, Zip Code)  
Tekko Building, 1-B-2 Marunouchi, Chiyoda-Ku, Tokyo 100, Japan

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Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)  
Sevin Rosen Funds

Business or Residence Address (Number and Street, City, State, Zip Code)  
13455 Noel Road, Suite 1670, Dallas, TX 75240

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Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)  
Private Equity Bridge Finance

Business or Residence Address (Number and Street, City, State, Zip Code)  
P.O. Box 847GT, Grand Cayman Islands, B.W.I.

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

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**A. BASIC IDENTIFICATION DATA**

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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.

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Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)  
Beese, Jr., J. Carter

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Business or Residence Address	(Number and Street, City, State, Zip Code)
800 17 <sup>th</sup> Street, N.W., Washington, D.C. 20006-3944	

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

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**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 <sup>1/</sup>  
 ..... [ ] [ x ]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... **\$NONE**

3. Does the offering permit joint ownership of a single unit? ..... Yes No  
 [ x ] [ ]

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 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]

<sup>1/</sup> All investors in this offering to U.S. individuals are "accredited investors" as that term is defined in Rule 501(a) of Regulation D of the Securities Act of 1933, as amended (the "1933 Act"). Any sales to non-accredited investors are being made in a separate offering to only non-U.S. investors, exempt from securities registration pursuant to Regulation S of the 1933 Act.

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR 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 Offering Price	Amount Already Sold
Debt.....	\$ <u>0</u>	\$ <u>0</u>
<b>Equity</b> .....	\$ <u>0</u>	\$ <u>00</u>
<input checked="" type="checkbox"/> Underlying Common		
<input checked="" type="checkbox"/> Preferred Stock upon conversion of Bridge Notes (see also footnote 1/)		
<b>Convertible Securities (including warrants): 8% Subordinated</b>		
Convertible Promissory Notes ("Bridge Notes") with Stock Purchase Warrant ("Warrant") <sup>2/</sup> .....	\$ <u>7,000,000</u>	\$ <u>6,776,426</u>
Partnership Interests.....	\$ <u>0</u>	\$ <u>0</u>
Other (Specify _____).	\$ <u>0</u>	\$ <u>0</u>
Total.....	\$ <u>7,000,000</u>	\$ <u>6,776,426</u>

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 of Investors	Aggregate Dollar Amount of Purchaser
Accredited Investors .....	<u>20</u>	\$ <u>6,776,426</u>
Non-accredited Investors .....	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only).....	<u>N/A</u>	\$ <u>N/A</u>

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

<sup>2/</sup> In a financing of the Issuer, this offering sought to raise up to \$7,000,000 from existing investors through a (second) Bridge Financing (excluding the exercise price of the Warrants). Upon receipt of gross proceeds of at least \$4,000,000, the Bridge Notes will be automatically converted into, and the warrant would be exercisable for, the most senior class of shares of capital stock of the Issuer.

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. 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."

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	0	0
<u>Regulation A</u> .....	0	0
Rule 504 .....	0	0
Total .....	0	0

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

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 checked="" type="checkbox"/>	\$ 1,000
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 checked="" type="checkbox"/>	\$ 1,000

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."

**The Issuer does not anticipate additional sales of the Notes with Stock Purchase Warrants; accordingly, the amount reflected here is the difference between the "Amount Already Sold" and the "Total Expenses"**

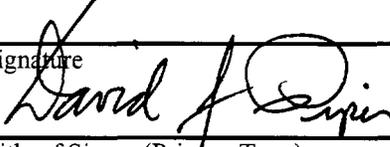
\$6,775,426

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.....	[ ] \$ <u>0</u>	[ ] \$ <u>0</u>
Purchase of real estate.....	[ ] \$ <u>0</u>	[ ] \$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment .....	[ ] \$ <u>0</u>	[ ] \$ <u>0</u>
Construction or leasing of plant buildings and facilities.....	[ ] \$ <u>0</u>	[ ] \$ <u>0</u>
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 pursuant to a merger).....	[ ] \$ <u>0</u>	[ ] \$ <u>0</u>
Repayment of indebtedness.....	[ ] \$ <u>0</u>	[ ] \$ <u>0</u>
Working capital.....	[x] \$ <u>6,775,426</u>	[ ] \$ <u>0</u>
Other (specify): _____	[ ] \$ <u>0</u>	[ ] \$ <u>0</u>
Column Totals.....	[x] \$ <u>6,775,426</u>	[ ] \$ <u>0</u>
Total Payments Listed (column totals added).....	[ x ] \$ <u>6,775,426</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) <b>MAINCONTROL, INC.</b>	Signature 	Date February 21, 2002
Name of Signer (Print or Type) <b>DAVID J. PIPER</b>	Title of Signer (Print or Type) <b>CHIEF FINANCIAL OFFICER, TREASURER AND SECRETARY</b>	

**ATTENTION**

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