

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

APPROVAL	
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SEC USE	
Prefix	Serial
DATE RECEIVED	

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

**FlightTime Corporation: Offering of Series B Preferred Stock**

Filing Under (Check box(es) that apply):  Rule 504  Rule 505  Rule 506

Section 4(6)  ULOE

Type of Filing:  New Filing  Amendment - Tranche B-2 Closing

RECD S.E.C.

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.)

**FlightTime Corporation**

Address of Executive Offices (Number and Street, City, State, Zip Code)  
**282 Moody Street, Waltham, MA 02453-5201**

Telephone Number (Including Area Code)  
**(781) 891-0405**

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: **FlightTime Corporation provides premium air charter management services and online charter booking to business and leisure travelers, sports teams and corporations worldwide.**

Type of Business Organization

- 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  
1 2 9 9

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)

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PROCESSED

MAR 28 2002

THOMSON FINANCIAL

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## 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

<p><b>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.</b></p>
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**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)

**McBride, Robert H.**

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

**c/o FlightTime Corporation, 282 Moody Street, Waltham, MA 02453-5201**

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

Full Name (Last name first, if individual)

**Foliot, Michael G.**

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

**c/o FlightTime Corporation, 282 Moody Street, Waltham, MA 02453-5201**

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

Full Name (Last name first, if individual)

**McBride, Jane F.**

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

**c/o FlightTime Corporation, 282 Moody Street, Waltham, MA 02453-5201**

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

Full Name (Last name first, if individual)

**Hardenbergh, Linda**

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

**c/o FlightTime Corporation, 282 Moody Street, Waltham, MA 02453-5201**

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

Full Name (Last name first, if individual)

**McCown, David**

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

**c/o FlightTime Corporation, 282 Moody Street, Waltham, MA 02453-5201**

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

Full Name (Last name first, if individual)

**Austen, Christopher**

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

**c/o FlightTime Corporation, 282 Moody Street, Waltham, MA 02453-5201**

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

Full Name (Last name first, if individual)

**Miller, Norville E.**

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

**c/o FlightTime Corporation, 282 Moody Street, Waltham, MA 02453-5201**

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

Full Name (Last name first, if individual)

**Zinkowski, Patricia**

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

**c/o FlightTime Corporation, 282 Moody Street, Waltham, MA 02453-5201**

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

Full Name (Last name first, if individual)

**Air Charter Net, LLC**

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

**3000 Sand Hill Road, Bldg. 3, Suite 290, Menlo Park, California 94025**

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

Full Name (Last name first, if individual)

**Southeast Interactive Technology Fund III, L.P.**

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

**630 Davis Drive, Suite 220, Morrisville, North Carolina 27713**

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

**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

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. 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] [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)



**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 Offering Price	Amount Already Sold
Debt.....	\$ 0	\$ 0
Equity.....	\$ 0	\$ 0
<input checked="" type="checkbox"/> Common Stock issuable upon conversion of the Series B Preferred Stock <input checked="" type="checkbox"/> Series B Preferred Stock		

**Convertible Securities:** Offering of up to an aggregate amount of \$20,013,723 (rounded amount) or a total of 5,498,272 shares of Series B Preferred Stock, par value \$0.001 per share ("Series B Preferred"), at a purchase price of \$3.64 per share. In this Tranche B-2 Closing, an additional 274,724 shares (or \$1,000,001) of Series B Preferred were issued (Tranche B-2, together with Tranches A and B-1 Closings, totalled 4,790,857 shares).<sup>1</sup>

Partnership Interests.....	\$ 0	\$ 0
Other: .....	\$ 0	\$ 0
Total.....	\$ 20,000,000	\$ 17,438,723

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 Purchases
Accredited investors.....	7	\$ 17,438,723
Non-accredited Investors.....	0	\$ 0
Total (for filings under Rule 504 only).....	N/A	\$ N/A

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

<sup>1/</sup> The purchase and sale of the Series B Preferred shares will be made in tranches. Tranche A Closing occurred on March 21, 2001: \$15,013,722 of Series B Preferred was sold in the Tranche A Closing. Tranche B Closings: The Tranche B Closings will take place in three (3) tranches - (1) \$1,425,000 of Series B Preferred was sold in the Tranche B-1 Closing which occurred on September 21, 2001; (2) Up to \$1,000,001 of Series B Preferred was sold in this Tranche B-2 Closing which occurred on or about February 1, 2002; and (3) The Tranche B-3 Closing is scheduled to take place on or about March 27, 2002 or at such other time as the Issuer and the purchasers.

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.

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

**(C) OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF 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"/>	\$ <u>0</u>
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ <u>0</u>
Legal Fees .....	<input checked="" type="checkbox"/>	\$ <u>25,000</u>
Accounting Fees .....	<input type="checkbox"/>	\$ <u>0</u>
Engineering Fees.....	<input type="checkbox"/>	\$ <u>0</u>
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ <u>0</u>
Other Expenses: (Investment Transaction Costs) .....	<input checked="" type="checkbox"/>	\$ <u>75,000</u>
Total.....	<input checked="" type="checkbox"/>	\$ <u>100,000</u>

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." \$19,900,000

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.

	<b>Payments to Officers, Directors &amp; Affiliates</b>	<b>Payments To Others</b>
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 .....	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
<b>Repayment of indebtedness.....</b>	<input type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>2,508,576</u>
<b>Working capital, including product development, marketing and acquisitions, and other general corporate purposes.....</b>	<input type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>17,391,424</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>19,900,000</u>
Total.....	<input checked="" type="checkbox"/> \$ <u>19,900,000</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 (Print or Type)</b> FlightTime Corporation	<b>Signature</b> 	<b>Date</b> March 6, 2002
<b>Name of Signer (Print or Type)</b> Michael G. Foliot	<b>Title of Signer (Print or Type)</b> Chief Executive Officer	

**ATTENTION**

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