

dl-71785

FORM D

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

| OMB APPROVAL | |
|---|--------------|
| OMB Number: | 3235-0076 |
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NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

| SEC USE ONLY | |
|---------------|--------|
| Prefix | Serial |
| DATE RECEIVED | |

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Series D preferred shares and the common stock into which it may be converted

1170538

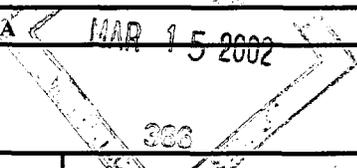
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing: New Filing Amendment

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.)

Chiaro Networks Ltd.



| | |
|---|--|
| Address of Executive Offices (Number and Street, City, State, Zip Code) 5 Nahum Hefzadi Street, Jerusalem 95484 Israel | Telephone Number (Including Area Code) 011-972-2.659.5508 |
|---|--|

| | |
|---|--|
| 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

Type of Business Organization

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

PROCESSED

APR 05 2002

Actual or Estimated Date of Incorporation or Organization: Month 0 3 Year 9 7 Actual Estimated

THOMSON FINANCIAL

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

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.

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.

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)

Kenneth Lewis

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

269 W Renner Pkwy., Richardson, TX 75080

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

Full Name (Last name first, if individual)

Steve Gwilliam

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

269 W Renner Pkwy., Richardson, TX 75080

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

Full Name (Last name first, if individual)

Dr. Meir Barel

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

Possartstrasse 9, Munich D81679 Germany

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

Full Name (Last name first, if individual)

Jon Bayless

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

13455 Noel Road, Suite 1670, Dallas, TX 75240

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

Full Name (Last name first, if individual)

Robert Paluck

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

13455 Noel Road, Suite 1670, Dallas, TX 75240

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

Full Name (Last name first, if individual)

Eyal Shekel

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

Haportzim 22, Jerusalem 92541, Israel

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

Full Name (Last name first, if individual)

Wilson Sonsini Goodrich & Rosati, Trustee for the benefit of certain employees of the Company

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

8911 Capital of Texas Hwy., Suite 3350, Austin, TX 78759

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

- 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)

