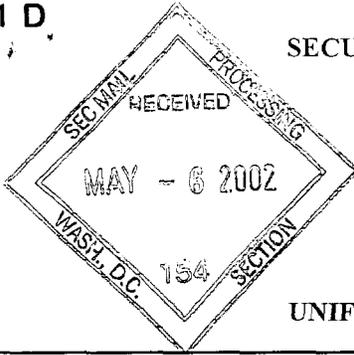


FORM D

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

FORM D



02035566

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

Table with SEC USE ONLY, Prefix, Serial, and DATE RECEIVED fields.

Name of Offering (check if this is an amendment and name has changed, and indicate change.) TYPHOON TECHNOLOGIES INTERNATIONAL CORPORATION offering #1
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

I. Enter the information requested about the issuer
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
Brief Description of Business

PROCESSED MAY 22 2002 THOMSON FINANCIAL

Type of Business Organization
corporation limited partnership, already formed other (please specify)
business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 03 Year 01 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

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 239.501 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.
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.
Information Required: A new filing must contain all information requested.
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.

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.

**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 column below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt. ....	\$ _____	\$ _____
Equity. ....	\$ <u>10,000,000</u>	\$ _____
	<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred	
Convertible Securities (including warrants). ....	\$ <u>1,000,000</u>	\$ <u>150,000</u>
Partnership Interests. ....	\$ _____	\$ _____
Other (Specify _____).	\$ _____	\$ _____
Total. ....	\$ <u>11,000,000</u>	\$ <u>150,000</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 Investors	Aggregate Dollar Amount of Purchases
Accredited Investors. ....	_____	\$ _____
Non-accredited Investors. ....	<u>2</u>	\$ <u>150,000</u>
Total (for filings under Rule 504 only) ....	_____	\$ _____

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, 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. ....	_____	\$ _____
Regulation A. ....	_____	\$ _____
Rule 504. ....	_____	\$ _____
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"/>	\$ _____
Printing and Engraving Costs. ....	<input checked="" type="checkbox"/>	\$ <u>1,000</u>
Legal Fees. ....	<input checked="" type="checkbox"/>	\$ <u>50,000</u>
Accounting Fees. ....	<input checked="" type="checkbox"/>	\$ <u>10,000</u>
Engineering Fees. ....	<input type="checkbox"/>	\$ _____
Sales Commissions (Specify finder's fees separately) ....	<input checked="" type="checkbox"/>	\$ <u>1,100,000</u>
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
Total. ....	<input checked="" type="checkbox"/>	\$ <u>1,161,000</u>

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

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."

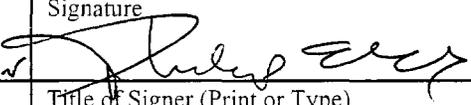
\$ 9,839,000

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 Officers, Directors, & Affiliates	Payments To Others
Salaries and fees <input checked="" type="checkbox"/>	\$ 463,000 <input checked="" type="checkbox"/>	\$ 1,132,000
Purchase of real estate <input type="checkbox"/>	\$ _____ <input type="checkbox"/>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment <input type="checkbox"/>	\$ _____ <input checked="" type="checkbox"/>	\$ 50,000
Construction or leasing of plant buildings and facilities <input type="checkbox"/>	\$ _____ <input checked="" type="checkbox"/>	\$ 150,000
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) <input type="checkbox"/>	\$ _____ <input type="checkbox"/>	\$ _____
Repayment of indebtedness <input type="checkbox"/>	\$ _____ <input checked="" type="checkbox"/>	\$ 1,033,333
Working capital <input type="checkbox"/>	\$ _____ <input checked="" type="checkbox"/>	\$ 7,010,667
Other (specify) _____ <input type="checkbox"/>	\$ _____ <input type="checkbox"/>	\$ _____
_____ <input type="checkbox"/>	\$ _____ <input type="checkbox"/>	\$ _____
Column Totals <input checked="" type="checkbox"/>	\$ 463,000 <input checked="" type="checkbox"/>	\$ 9,376,000
Total Payments Listed (column totals added) <input checked="" type="checkbox"/>	\$ 9,839,000	

**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) TYPHON TECHNOLOGIES INTERNATIONAL CORPORATION	Signature 	Date 4/23/02
Name of Signer (Print or Type) PHILIP E. MYERS	Title of Signer (Print or Type) CHIEF EXECUTIVE OFFICER	

**ATTENTION**

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