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FORM D

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

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

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

PROCESSED
MAY 2 0 2002
P 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.)

MARTEK BIOSCIENCES CORPORATION: STOCK-FOR-STOCK EXCHANGE IN OMEGATECH MERGER

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

Type of Filing: [X] New Filing [ ] Amendment

\\DC - 61954/0035 - 1511860 v7

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.)
Martek BioSciences Corporation

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
6480 Dobbin Road, Columbia, MD 21045 410-740-0081

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices)

Brief Description of Business
Development and commercialization of high value products derived from microalgae.

Type of Business Organization

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

	Month	Year		
Actual or Estimated Date of Incorporation or Organization:	[0][5]	[8][5]	[X] 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) [D][E]

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 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.

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.

A. BASIC IDENTIFICATION DATA

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 of 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 in the notice constitutes a part of this notice and must be completed.

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)
Linsert, Jr., Henry

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Martek Biosciences Corporation, 6480 Dobbin Road, Columbia, MD 21045

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

Full Name (Last name first, if individual)
Radmer, Ph.D, Richard J.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Martek Biosciences Corporation, 6480 Dobbin Road, Columbia, MD 21045

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

Full Name (Last name first, if individual)
Fisher, Thomas C

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Martek Biosciences Corporation, 6480 Dobbin Road, Columbia, MD 21045

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

Full Name (Last name first, if individual)
Barker, George P.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Martek Biosciences Corporation, 6480 Dobbin Road, Columbia, MD 21045

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

Full Name (Last name first, if individual)
Keller, Jerome C.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Martek Biosciences Corporation, 6480 Dobbin Road, Columbia, MD 21045

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

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)
Buzy, Peter L.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Martek Biosciences Corporation, 6480 Dobbin Road, Columbia, MD 21045

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

Full Name (Last name first, if individual)
Blake, Jules

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Martek Biosciences Corporation, 6480 Dobbin Road, Columbia, MD 21045

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

Full Name (Last name first, if individual)
Johnson, Ann L.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Martek Biosciences Corporation, 6480 Dobbin Road, Columbia, MD 21045

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

Full Name (Last name first, if individual)
Macklin, Gordon S.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Martek Biosciences Corporation, 6480 Dobbin Road, Columbia, MD 21045

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

Full Name (Last name first, if individual)
MacMaster, Jr., Douglas J.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Martek Biosciences Corporation, 6480 Dobbin Road, Columbia, MD 21045

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)
Panem, Sandra

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Martek Biosciences Corporation, 6480 Dobbin Road, Columbia, MD 21045

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

Full Name (Last name first, if individual)
Rotberg, Eugene H.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Martek Biosciences Corporation, 6480 Dobbin Road, Columbia, MD 21045

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

Full Name (Last name first, if individual)
Smart, William D.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Martek Biosciences Corporation, 6480 Dobbin Road, Columbia, MD 21045

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

Full Name (Last name first, if individual)
Mahar, John H.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Martek Biosciences Corporation, 6480 Dobbin Road, Columbia, MD 21045

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

Full Name (Last name first, if individual)
Eastbourne Capital Management, L.L.C.

Business or Residence Address (Number and Street, City, State, Zip Code)
1101 Fifth Avenue, Suite 160, San Rafael, CA 94901

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

Full Name (Last name first, if individual)
State of Wisconsin Investment Board

Business or Residence Address (Number and Street, City, State, Zip Code)
121 East Wilson Street, Madison WI 53707

B. INFORMATION ABOUT OFFERING

		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? 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?	☒	☐

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)

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.

Type of Security	Aggregate Value of Shares Offered for Exchange (approximately/ rounded)	Value of Shares Exchanged
Debt	$ 0	$0
Equity	$49,230,615.52	$49,230,615.52
☒ up to approximately 1,765,804 Shares of Common Stock ("Martek Stock") [1]		
☐ Preferred Stock		
Convertible Securities (including warrants):	$ 0	$ 0
Partnership Interests	$ 0	$ 0
Other: (i) Rights to receive up to an additional 2,290,533 shares of Martek Stock, subject to adjustment	$ 0	$ 0
Total	$49,230,615.52	$49,230,615.52

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 Stockholders	Aggregate Dollar Value of Exchanged Shares [2]
Accredited investors: All institutional investors	123	$ 48,473,227.44
Non-accredited Investors	30	$754,851.00
Total (for filings under Rule 504 only)	0	$0

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

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[1] Under the terms of the merger, OCTAQ Corp., a Delaware corporation and a wholly-owned subsidiary of Issuer ("Merger Sub"), merged with and into OmegaTech, Inc. ("OmegaTech") and OmegaTech became a wholly-owned subsidiary of Issuer. In the merger, Martek issued or will issue (a) 863,233 shares of Martek common stock to former OmegaTech stockholders of which 290,806 shares were placed in escrow to satisfy claims arising as a result of OmegaTech's breach of any of its representations and warranties or covenants in the merger agreement and 35,868 shares were placed in escrow for losses suffered by the Stockholder's Representative in performance of his duties and (b) 902,571 shares of Martek common stock to separate escrow funds and to certain individuals to satisfy OmegaTech's liabilities ("Directed Shares"). The Directed Shares issued to the escrow funds will be distributed to OmegaTech stockholders on a pro rata basis if any of these Directed Shares are not used to satisfy these liabilities.

[2] These are approximate numbers taking into account certain escrowed shares.

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	N/A	$ N/A
Regulation A	N/A	$ N/A
Rule 504	N/A	$ N/A
Total	N/A	$ N/A

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	☒	$ 20,000
Printing and Engraving Costs	☒	$ 10,000
Legal Fees	☒	$ 500,000
Accounting Fees	☒	$ 150,000
Engineering Fees	☐	$ 0
Sales Commissions (specify finders' fees separately)	☐	$ 0
Other Expenses (identify): Investment Services	☒	$1,000,000
Total	☒	$1,680,000

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." $49,230,615.52[3]/

[3]/ This offering involved the issuance of .04224 of a share of Martek Stock upon conversion of each share of the acquired company in the merger. Accordingly, there are no "adjusted gross proceeds to the issuer" and the dollar amount listed is the aggregate value of the Martek Stock exchanged in the merger.

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	**Value of Stock Issued To Others**
Salaries and fees	☐ $ 0	☐ $ 0
Purchase of real estate	☐ $ 0	☐ $ 0
Purchase, rental or leasing and installation of machinery and equipment	☐ $ 0	☐ $ 0
Construction or leasing of plant buildings and facilities	☐ $ 0	☐ $ 0
Acquisition of another business (including the value of Martek Stock issued in exchange for the common stock of OmegaTech)	☐ $	☒ $49,230,615.52
Repayment of indebtedness	☐ $ 0	☐ $ 0
Working capital and other general corporate purposes	☐ $ 0	☐ $
Other (specify):	☐ $ 0	☐ $ 0
Column Totals	☐ $	☒ $49,230,615.52
Total Payments Listed (column totals added)	☒ $49,230,615.52 [4]	

[4] Since the transaction involved a stock-for-stock exchange in a merger, there are no adjusted gross proceeds.

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.

Issuer (Print or Type)	Signature	Date
Martek Biosciences Corporation	George P. B	May 9 2002
Name of Signer (Print or Type)	**Title of Signer (Print or Type)**	
George P. Barker	Senior Vice President and General Counsel	

ATTENTION

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