



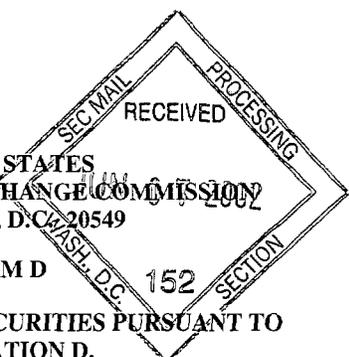
FORM D

02039818

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



VJB

OMB APPROVAL OMB NUMBER: 3235-0076 Expires: November 30, 2001 Estimated average burden hours per response 16.00

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 Stock and Warrants to purchase Series E 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

1093104

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.)

RxCentric Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 325 West 38th Street, 17th Floor, New York, NY 10018 212-629-7711

Address of Principal Business Operations (if different from Executive Offices) Telephone Number (Including Area Code)

Brief Description of Business: Internet marketing solutions and provider to pharmaceutical industry

PROCESSED

Type of Business Organization corporation limited partnership, already formed other (please specify): P JUL 01 2002 business trust limited partnership, to be formed THOMSON FINANCIAL

Actual or Estimated Date of Incorporation or Organization 07 99 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) DE

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 USC 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. When 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.

Handwritten initials

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)

Findlay, Richard

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

c/o RxCentric Inc., 325 West 38th Street, 17th Floor, New York, NY 10018

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

Full Name (Last name first, if individual)

Meyer, Matthew J.

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

c/o RxCentric Inc., 325 West 38th Street, 17th Floor, New York, NY 10018

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

Full Name (Last name first, if individual)

Doyle, William

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

c/o RxCentric Inc., 325 West 38th Street, 17th Floor, New York, NY 10018

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

Full Name (Last name first, if individual)

Gaddis, Sean

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

c/o RxCentric Inc., 325 West 38th Street, 17th Floor, New York, NY 10018

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

Full Name (Last name first, if individual)

Howe, Timothy

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

c/o RxCentric Inc., 325 West 38th Street, 17th Floor, New York, NY 10018

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

Full Name (Last name first, if individual)

Raidy, Kevin

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

c/o RxCentric Inc., 325 West 38th Street, 17th Floor, New York, NY 10018

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

Full Name (Last name first, if individual)

Schein, Philip

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

c/o RxCentric Inc., 325 West 38th Street, 17th Floor, New York, NY 10018

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

Full Name (Last name first, if individual)

Braddock, Richard

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

c/o Priceline.com, 375 Park Avenue, New York, NY 10152

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

Full Name (Last name first, if individual)

CHL Medical Partners, L.P.

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

1055 Washington Blvd., Stamford, CT 06901

(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)

Insight Capital Partners III, L.P. (together with its affiliated entities, Insight Capital Partners III -Co-Investors, L.P. and Insight Capital Partners (Cayman) III, L.P.)

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

527 Madison Avenue, New York, NY 10022Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Exeter Capital Partners IV, L.P. (together with its affiliated entity Exeter Equity Partners, L.P.)

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

10 E. 53rd St., New York, NY 10022Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

MSD Ventures, L.P.

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

645 Fifth Avenue, New York, NY 10022Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Korman II Associates, L.P. (together with its affiliated entity Korman I Associates, L.P.)

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

2129 Chestnut Street, Philadelphia, PA 19103Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Pine Street Asset Management L.P. (together with its affiliated entities Pine Street Ventures I L.P. and Pine Street Ventures I Partnership)

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

One Tower Bridge, West Conshokocken, PA 19428Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

The Cortlandt Group, Inc.

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

7 Skyline Drive, Hawthorn, NY 10532Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Ventiv Health, Inc.

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

1114 Avenue of the Americas, New York, NY 10036Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

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

B. INFORMATION ABOUT OFFERING

- | | | |
|---|--|---|
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... | Yes
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |
| 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
<input checked="" type="checkbox"/> | No
<input type="checkbox"/> |
| 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. | | |

Full Name (Last name first, if individual)
None

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

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| <input type="checkbox"/> [AL] | <input type="checkbox"/> [AK] | <input type="checkbox"/> [AZ] | <input type="checkbox"/> [AR] | <input type="checkbox"/> [CA] | <input type="checkbox"/> [CO] | <input type="checkbox"/> [CT] | <input type="checkbox"/> [DE] | <input type="checkbox"/> [DC] | <input type="checkbox"/> [FL] | <input type="checkbox"/> [GA] | <input type="checkbox"/> [HI] | <input type="checkbox"/> [ID] |
| <input type="checkbox"/> [IL] | <input type="checkbox"/> [IN] | <input type="checkbox"/> [IA] | <input type="checkbox"/> [KS] | <input type="checkbox"/> [KY] | <input type="checkbox"/> [LA] | <input type="checkbox"/> [ME] | <input type="checkbox"/> [MD] | <input type="checkbox"/> [MA] | <input type="checkbox"/> [MI] | <input type="checkbox"/> [MN] | <input type="checkbox"/> [MS] | <input type="checkbox"/> [MO] |
| <input type="checkbox"/> [MT] | <input type="checkbox"/> [NE] | <input type="checkbox"/> [NV] | <input type="checkbox"/> [NH] | <input type="checkbox"/> [NJ] | <input type="checkbox"/> [NM] | <input type="checkbox"/> [NY] | <input type="checkbox"/> [NC] | <input type="checkbox"/> [ND] | <input type="checkbox"/> [OH] | <input type="checkbox"/> [OK] | <input type="checkbox"/> [OR] | <input type="checkbox"/> [PA] |
| <input type="checkbox"/> [RI] | <input type="checkbox"/> [SC] | <input type="checkbox"/> [SD] | <input type="checkbox"/> [TN] | <input type="checkbox"/> [TX] | <input type="checkbox"/> [UT] | <input type="checkbox"/> [VT] | <input type="checkbox"/> [VA] | <input type="checkbox"/> [WA] | <input type="checkbox"/> [WV] | <input type="checkbox"/> [WI] | <input type="checkbox"/> [WY] | <input type="checkbox"/> [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

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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

- | | | | | | | | | | | | | |
|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| <input type="checkbox"/> [AL] | <input type="checkbox"/> [AK] | <input type="checkbox"/> [AZ] | <input type="checkbox"/> [AR] | <input type="checkbox"/> [CA] | <input type="checkbox"/> [CO] | <input type="checkbox"/> [CT] | <input type="checkbox"/> [DE] | <input type="checkbox"/> [DC] | <input type="checkbox"/> [FL] | <input type="checkbox"/> [GA] | <input type="checkbox"/> [HI] | <input type="checkbox"/> [ID] |
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(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

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."

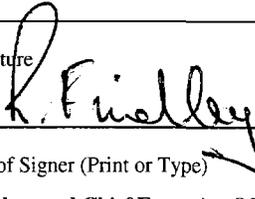
\$ 2,925,000.33

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 type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase of real estate	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Acquisition of other business (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 checked="" type="checkbox"/>	\$ <u>192,500</u>	<input checked="" type="checkbox"/>	\$ <u>57,500</u>
Working capital	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>2,675,000.33</u>
Other (specify): _____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals	<input checked="" type="checkbox"/>	\$ <u>192,500</u>	<input checked="" type="checkbox"/>	\$ <u>2,732,500.33</u>
Total Payments Listed (column totals added)		■ \$ <u>2,925,000.33</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) RxCentric Inc.	Signature 	Date May 14, 2002
Name of Signer (Print or Type) Richard J. Findlay	Title of Signer (Print or Type) President and Chief Executive Officer	

ATTENTION

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