

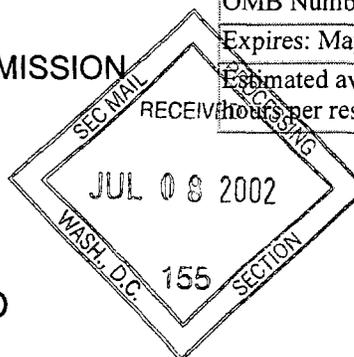


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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1



FORM D

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	

PROCESSED

JUL 22 2002

THOMSON
FINANCIAL

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

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.) Ball Semiconductor Incorporated

Address of Executive Offices (Number and Street, City, State, Zip Code) 972-359-2421
Telephone Number (Including Area Code) 415 Century Pkwy, Allen, TX 75013

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 Research, development and manufacture of microelectronic components and lithography equipment

Type of Business Organization

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: 1] 0] 9] 6] 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.

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

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)

ISHIKAWA, Akira

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

415 Century Parkway, Allen, TX 75013

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

Full Name (Last name first, if individual)

NAKANO, Hideshi

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

415 Century Parkway, Allen, TX 75013

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

Full Name (Last name first, if individual)

MILLS, Ralph R.

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

415 Century Parkway, Allen, TX 75013

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

Full Name (Last name first, if individual)

TAKEDA, Nobuo

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

415 Century Parkway, Allen, TX 75013

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

Full Name (Last name first, if individual)

KANATAKE, TAKASHI

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

415 Century Parkway, Allen, TX 75013

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

FUKUI, Atsushi

Full Name (Last name first, if individual)

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

MHT America Holdings, Inc. 2001 Gateway Place, #201 East Tower
San Jose, CA 95954

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

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

Full Name (Last name first, if individual)
MEI, Whenhui (Bill)

Business or Residence Address (Number and Street, City, State, Zip Code)
415 Century Parkway, Allen, TX 75013

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

Full Name (Last name first, if individual)
ABDULLAH, Bahrin

Business or Residence Address (Number and Street, City, State, Zip Code)
Bandar Seri Begawan 2009, Brunei Darussalam

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

Full Name (Last name first, if individual)
MHT America Holdings, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
2001 Gateway Place, Ste. 201, East Tower, San Jose, CA 95954

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

Full Name (Last name first, if individual)
Baird Limited

Business or Residence Address (Number and Street, City, State, Zip Code)
Ministry of Finance Bldg. Bandar Seri Begawan 2009, Brunei Darussalam

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

Full Name (Last name first, if individual)
AAKI Holdings

Business or Residence Address (Number and Street, City, State, Zip Code)
846 FM 2453, Royse City, TX 75189

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

(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
[] [X]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$1,000,000.-

3. Does the offering permit joint ownership of a single unit?..... Yes No
[] [X]

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)

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

- [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 individual 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 individual 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 Offering Price	Amount Already Sold
Debt	\$ - 0 -	\$ - 0 -
Equity	\$ 4,000,000	\$ 4,000,000
	[] Common	<input checked="" type="checkbox"/> Preferred
Convertible Securities (including warrants)	\$ - 0 -	\$ - 0 -
Partnership Interests	\$ - 0 -	\$ - 0 -
Other (Specify _____)	\$ - 0 -	\$ - 0 -
Total	\$ 4,000,000	\$ 4,000,000

Answer also in Appendix, Column 3, if filing under ULOE.

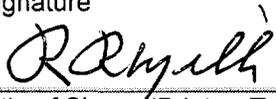
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	1	\$ 4,000,000

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 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 type="checkbox"/>
	\$ _____	\$ _____
Working capital	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	\$ _____	\$ 3,990,000
Other (specify): _____	<input type="checkbox"/>	<input type="checkbox"/>
_____	\$ _____	\$ _____
_____	<input type="checkbox"/>	<input type="checkbox"/>
	\$ _____	\$ _____
Column Totals	<input type="checkbox"/>	<input type="checkbox"/>
	\$ _____	\$ _____
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> \$ 3,990,000

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) Ball Semiconductor Incorporated	Signature 	Date 6/28/02
Name of Signer (Print or Type) Ralph R. Mills	Title of Signer (Print or Type) Senior Vice President & CFO	

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

E. STATE SIGNATURE

