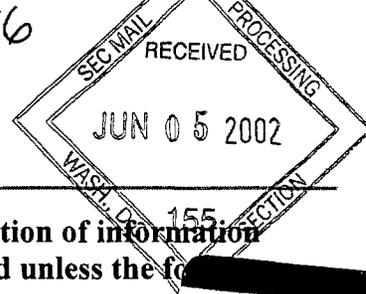


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SEC 1972 (6/99) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.



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 state exemption unless such exemption is predicated on the filing of a federal notice.

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

Table with OMB APPROVAL, OMB Number: 3235-0076, Expires: May 31, 2002, 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

Table with 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.)

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

Type of Filing: [X] 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.) StarVox, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

2125 Zanker Rd., San Jose, CA 95131 (408) 452-6700

Handwritten initials CRG

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.

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**A. BASIC IDENTIFICATION DATA**

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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.

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

---

Full Name (Last name first, if individual)

**Wokas, Alan**

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

**2125 Zanker Rd., San Jose, CA 95131**

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

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Full Name (Last name first, if individual)

**Stojanovich, Albert W.**

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

**2125 Zanker Rd., San Jose, CA 95131**

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

---

Full Name (Last name first, if individual)

**Barry, Richard J.**

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

**2125 Zanker Rd., San Jose, CA 95131**

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

---

Full Name (Last name first, if individual)

**Invesco Private Capital (funds of)**

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

**1166 Avenue of the Americas, New York, NY 10036**

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

---

Full Name (Last name first, if individual)

**Transpac Nominees PTE LTD**

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

**6 Shenton Way, No. 20-09, D.B.S. Building Tower 2, Singapore, 068809**

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

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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]

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

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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 .....	[X] \$ _____
Printing and Engraving Costs .....	[X] \$ _____
Legal Fees .....	[X] <b>\$5,000.00</b>
Accounting Fees .....	[X] \$ _____
Engineering Fees .....	[X] \$ _____
Sales Commissions (specify finders' fees separately) .....	[X] \$ _____
Other Expenses (identify) _____	[X] \$ _____
Total .....	[X] <b>\$5,000.00</b>

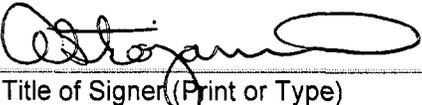
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... **\$1,995,000**

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 .....	[X] _____ \$ _____	[X] _____ \$ _____
Purchase of real estate .....	[X] _____ \$ _____	[X] _____ \$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	[X] _____ \$ _____	[X] _____ \$ _____
Construction or leasing of plant buildings and facilities.....	[X] _____ \$ _____	[X] _____ \$ _____
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) .....	[X] _____ \$ _____	[X] _____ \$ _____
Repayment of indebtedness .....	[X] _____ \$ _____	[X] _____ \$ _____
Working capital .....	[X] _____ \$ _____	[X] _____ <b>\$1,995,000</b>
Other (specify): _____	[X] _____ \$ _____	[X] _____ \$ _____
_____	[X] _____ \$ _____	[X] _____ \$ _____
_____	[X] _____ \$ _____	[X] _____ \$ _____
Column Totals .....	[X] _____ \$ _____	[X] _____ <b>\$1,995,000</b>
Total Payments Listed (column totals added) .....		[X] <b>\$1,995,000</b>

**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) <b>StarVox, Inc.</b>	Signature 	Date <b>5/16/02</b>
Name of Signer (Print or Type) <b>Albert W. Stojanovich</b>	Title of Signer (Print or Type) <b>Vice President, Finance</b>	

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

**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No  
[ ] [ ]

.....  
See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Name of Signer (Print or Type)	Title (Print or Type)	

*Instruction:*