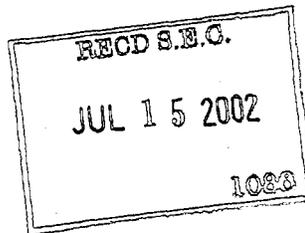


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ATTENTION

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.

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



SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		



FORM D

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

PROCESSED
JUL 18 2002
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.)

THE DANTE GROUP, INC.: OFFERING OF SERIES A PREFERRED STOCK, PROMISSORY NOTES AND WARRANTS

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

Type of Filing: New Filing

Amendment: Closing of Second Placement reflects, among other changes, the change in filing under Rule 506 rather than under Rule 504, as filed at First Closing.

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.)
The Dante Group, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
4735 Walnut, Suite C, Boulder, CO 80301

A. BASIC IDENTIFICATION DATA

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

Brief Description of Business
Design, manufacture and sell computer software

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 Year
[0][3] [0][1] [X] Actual [] Estimated
(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 of Series A Preferred Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Shetter, Alison

Business or Residence Address (Number and Street, City, State, Zip Code)
5107 Sunshine Canyon Drive, Boulder, CO 80302

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

Full Name (Last name first, if individual)
New Century Ventures

Business or Residence Address (Number and Street, City, State, Zip Code)
240 Exeter Ave., San Carlos, CA 94070

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

Full Name (Last name first, if individual)
Rosenbaum, John D.

Business or Residence Address (Number and Street, City, State, Zip Code)
1706 Echo Canyon Ranch Lane, Pagosa Springs, CO 81147

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

Full Name (Last name first, if individual)
Tjoa, Thian Song

Business or Residence Address (Number and Street, City, State, Zip Code)
61A Branksome Road, Singapore 439592

(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 in the aggregate? \$ 200,000

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. 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 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]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR 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: Issuance of two Convertible Promissory Notes ("Notes") in the principal amounts of \$50,000 and \$25,000, respectively. ^{1/}	\$ <u>75,000</u>	\$ <u>75,000</u>
Equity	\$ <u>0</u>	\$ <u>0</u>
<input checked="" type="checkbox"/> Common Stock – underlying Series A Preferred and including shares that may be issuable upon conversion of one of the Notes.		
<input checked="" type="checkbox"/> Preferred Stock - Series A Convertible Preferred Stock, par value \$.001 per share (" Series A Preferred "), including Series A Preferred shares that may be issuable upon conversion of one of the Notes and upon exercise of the Warrants.		
Convertible Securities (including warrants): Offering of up to 2,875,000 shares of Series A Preferred. ^{2/} At Second Closing, an additional 625,000 Series A Preferred shares were purchased at a price of \$0.40 per share (\$250,000). In connection with the issuance of the Notes, warrants (" Warrants ") were issued to the two Note holders either (i) to purchase shares of preferred stock offered in the issuer's next round of equity financing (" New Series Preferred ") or (ii) to purchase shares of the Series A Preferred if the next round does not close prior to the maturity date of the Notes. ^{3/}	\$ <u>1,150,000</u>	\$ <u>650,000</u>
Partnership Interests.....	\$ <u>0</u>	\$ <u>0</u>
Other (Specify _____).	\$ <u>0</u>	\$ <u>0</u>
Total.....	\$ <u>1,225,000</u>	\$ <u>725,000</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 of Aggregate Dollar

^{1/} The outstanding principal and interest accrued under one of these Notes is convertible at the option of the holder into New Series Preferred in an equity financing of at least \$2,000,000 in gross proceeds, or if the next round does not close prior to the maturity date, common stock at the price of \$1 per share. The outstanding principal and interest accrued under the second of these Notes is convertible into New Series Preferred, or if the next round does not close prior to the maturity date, Series A Preferred at the price of \$.40 per share.

^{2/} At the First Closing of the prior offering of Series A Preferred, in July and September, 2001, purchasers purchased 1,000,000 Series A Preferred shares pursuant to a filing made under Rule 504. Prior offering of Series A Preferred that was filed under Rule 504 also qualified for exemption under Rule 506.

^{3/} The number of shares issuable upon exercise of the warrant is equal to 10% of the principal amount under the respective Notes (in the amounts of \$50,000 and \$25,000, respectively) divided by the per share price of the New Series Preferred or, if the next round does not close prior to the maturity date of the Notes, by \$.40 (the per share price of the Series A Preferred).

Accredited Investors
 Non-accredited Investors
 Total (for filings under Rule 504 only).....
 Answer also in Appendix, Column 4, if filing under ULOE.

Investors	Amount of Purchaser
6	\$ 725,000
0	\$ 0
0	\$ 0

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, 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
 Rule 505
Regulation A
 Rule 504
 Total.....

Type of Security	Dollar Amount Sold
0	0
0	0
0	0
0	0

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

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"/>	\$	<u>0</u>
Printing and Engraving Costs.....	<input type="checkbox"/>	\$	<u>0</u>
Legal Fees.....	<input checked="" type="checkbox"/>	\$	<u>10,000</u>
Accounting Fees.....	<input type="checkbox"/>	\$	<u>0</u>
Engineering Fees.....	<input type="checkbox"/>	\$	<u>0</u>
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$	<u>0</u>
Other Expenses (identify).....	<input type="checkbox"/>	\$	<u>0</u>
Total.....	<input checked="" type="checkbox"/>	\$	<u>10,000</u>

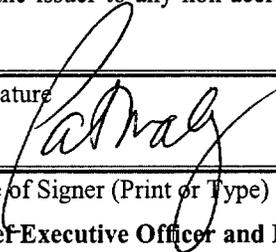
b. Enter the difference between the aggregate offering price given in response to Part C- Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$1,215,000

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 type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Purchase of real estate.....	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
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"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Repayment of indebtedness	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Working capital	<input type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>1,215,000</u>
Other (specify):	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Column Totals	<input type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>1,215,000</u>
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$ <u>1,215,000</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) The Dante Group, Inc.	Signature 	Date July 9, 2002
Name of Signer (Print or Type) Pat Maley	Title of Signer (Print or Type) Chief Executive Officer and President	

ATTENTION

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