

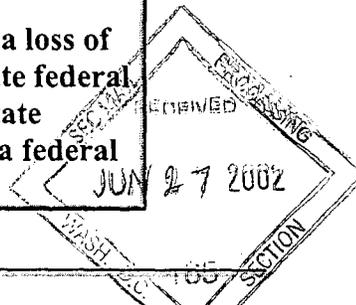


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SEC 1972 (6/99) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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



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

PROCESSE

JUL 19 2002

THOMSON FINANCIAL

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) Series C Convertible Preferred Stock, par value \$.001 per share

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

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.) Required Technologies, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 130 West 42nd Street, New York, New York 10036 (212) 921-0029

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 Promoter Beneficial Owner Executive Officer Director General and/or
Apply: Managing
Partner

Full Name (Last name first, if individual)

Tarin, Stephen A.

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

130 West 42nd Street, New York, New York 10036

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

Full Name (Last name first, if individual)

Hart, Daniel P.

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

599 Riverside Avenue, Suite #5, Westport CT 06880-5936

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

Full Name (Last name first, if individual)

Venerable, Michael

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

11350 Random Hills Road, Suite 650, Fairfax, VA 22030-7428

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

Full Name (Last name first, if individual)

Baulier, Gerald

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

130 West 42nd Street, New York, NY 10036

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

Full Name (Last name first, if individual)

Hawthorn, Paula

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

1300 Clay Street, Suite 600, Oakland, CA 94618-1504

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

Full Name (Last name first, if individual)

Adamson, Christopher

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

11350 Random Hills Road, Suite 650, Fairfax, VA 22030-7428

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

Full Name (Last name first, if individual)

Hadley, James

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

11350 Random Hills Road, Suite 650, Fairfax, VA 22030-7428

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

Full Name (Last name first, if individual)

Snodgrass, Lynn

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

130 West 42nd Street, New York, NY 10036

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

Full Name (Last name first, if individual)

Sanchez, Al

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

130 West 42nd Street, New York, NY 10036

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

Full Name (Last name first, if individual)

Diamante, Joseph

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

Pennie & Edmonds LLP, 1155 Avenue of the Americas, 4th Floor, New York, NY 10036

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

Full Name (Last name first, if individual)

Spizirri, Richard

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

130 West 42nd Street, New York, NY 10036

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

Full Name (Last name first, if individual)

Hochberg, Steven

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

c/o The Ascent Group, 200 Park Avenue, 39th Floor, New York, NY 10166

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

Full Name (Last name first, if individual)

Wright, Jason

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

c/o Geer Mountain Holdings LLC, 101 Fifth Avenue, 4th Floor, New York, NY 10003

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

Full Name (Last name first, if individual)

Fludzinski, Marek

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

c/o Thales Fund Management, 140 Broadway, 45th Floor, New York, NY 10005

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)

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

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 No

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) N/A

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) N/A

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	\$ <u>0</u>	\$ <u>0</u>
Equity	\$ <u>15,000,000</u>	\$ <u>3,970,000</u>
[] Common [X] Preferred		
Convertible Securities (including warrants)	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests	\$ <u>0</u>	\$ <u>0</u>
Other (Specify _____).	\$ <u>0</u>	\$ <u>0</u>
Total	\$ <u>15,000,000</u>	\$ <u>3,970,000</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 Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	<u>37</u>	\$ <u>3,970,000</u>
Non-accredited Investors	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only)	<u> </u>	\$ <u> </u>

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

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	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ _____

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		\$ _____
Printing and Engraving Costs		\$ _____
Legal Fees	[X]	\$ <u>150,000</u>
Accounting Fees		\$ _____
Engineering Fees		\$ _____
Sales Commissions (specify finders' fees separately)		\$ _____
Other Expenses (identify) <u>Filing fees and other miscellaneous</u>	[X]	\$ <u>5,000</u>
Total	[X]	\$ <u>155,000</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."

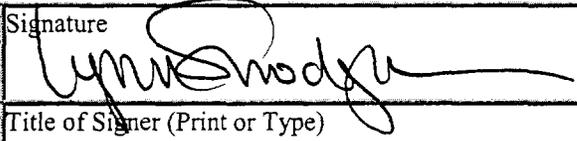
\$ 3,815,000

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	[] \$	[] \$
Purchase of real estate	[] \$	[] \$
Purchase, rental or leasing and installation of machinery and equipment	[] \$	[] \$
Construction or leasing of plant buildings and facilities.....	[] \$	[] \$
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)	[] \$	[] \$
Repayment of indebtedness	[] \$	[] \$
Working capital	[] \$	[X] \$ <u>3,815,000</u>
Other (specify): _____	[] \$	[] \$
_____	[] \$	[] \$
_____	[] \$	[] \$
Column Totals	[] \$	[X] \$ <u>3,815,000</u>
Total Payments Listed (column totals added)	[X] \$ <u>3,815,000</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) Required Technologies, Inc.	Signature 	Date June 26, 2002
Name of Signer (Print or Type) Lynn Snodgrass	Title of Signer (Print or Type) Executive Vice President	

ATTENTION

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