

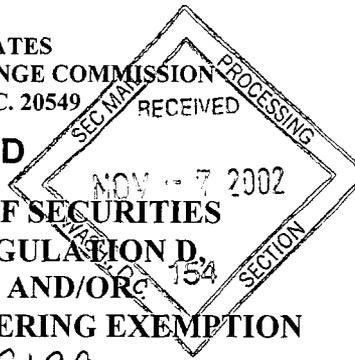
FORM D

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

21-48199



OMB APPROVAL table with OMB Number: 3235-0076, Expires: May 31, 2005, Estimated average burden hours per response: 16.00

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields

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

HeyAnita Inc. - Series C 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

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.)

HeyAnita Inc.

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

6100 Wilshire Boulevard, Suite 600, Los Angeles, CA 90048

Telephone Number (Including Area Code)

(323) 692-1500

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

(if different from Executive Offices) same

Telephone Number (Including Area Code)

same

Brief Description of Business: Develop and maintain voice-enabled Internet portal



02064686

Type of Business Organization

- corporation, business trust

- limited partnership, already formed, limited partnership, to be formed

other (please specify):

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

PROCESSED

NOV 14 2002

THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal: Who Must File, When to File, Where to File, Copies Required, Information Required, 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 signature

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)

Kuwadekar, Sanjeev

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

6100 Wilshire Boulevard, Suite 600, Los Angeles, CA 90048

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

Full Name (Last name first, if individual)

Desai, Adesh

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

6100 Wilshire Boulevard, Suite 600, Los Angeles, CA 90048

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

Full Name (Last name first, if individual)

Sodhi, Deepak

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

6100 Wilshire Boulevard, Suite 600, Los Angeles, CA 90048

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

Full Name (Last name first, if individual)

Wee, Rick

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

6100 Wilshire Boulevard, Suite 600, Los Angeles, CA 90048

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

Full Name (Last name first, if individual)

Sarrafiian, Vahe

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

6100 Wilshire Boulevard, Suite 600, Los Angeles, CA 90048

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

Full Name (Last name first, if individual)

Willingham, Mark

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

6100 Wilshire Boulevard, Suite 600, Los Angeles, CA 90048

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

Full Name (Last name first, if individual)

Rieschel, Gary

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

200 West Evelyn Avenue, Suite 200, Mountain View, CA 94043

(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)

Lin, David

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

c/o China Development Industrial Bank, Overseas Business Dept., 125, Nanking East Road, Section 5, Taipei 105, Taiwan

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

Full Name (Last name first, if individual)

Kovatch, Alexander

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

2500 Cliff Drive, Newport Beach, CA 92663

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

Full Name (Last name first, if individual)

SOFTBANK US Ventures VI L.P.

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

200 West Evelyn Street, Suite 200, Mountain View, CA 94043

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

Full Name (Last name first, if individual)

SOFTBANK Corp.

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

24-1 Nihonbashi-Hakozakicho, Chuo-ku, Tokyo, Japan 103-8501

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

Full Name (Last name first, if individual)

Mobius Technology Ventures VI L.P.

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

200 West Evelyn Street, Suite 200, Mountain View, CA 94043

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

Full Name (Last name first, if individual)

Intel Capital Corporation

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

2200 Mission College Boulevard, Santa Clara, CA 95052

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

Full Name (Last name first, if individual)

China Development Industrial Bank Inc.

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

Overseas Business Department, 125 Nanking East Road, Section 5, Taipei 105, Taiwan

(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?..... **\$1.00**
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)

Not Applicable

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.....	<u>\$0.00</u>	<u>\$0.00</u>
Equity.....	<u>\$7,008,249.30</u>	<u>\$6,552,266.12</u>
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred <u>Convertible</u>		
Convertible Securities (including warrants).....	<u>\$0.00</u>	<u>\$0.00</u>
Partnership Interests.....	<u>\$0.00</u>	<u>\$0.00</u>
Other (Specify _____).....	<u>\$0.00</u>	<u>\$0.00</u>
Total.....	<u>\$7,008,249.30</u>	<u>\$6,552,266.12</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>8</u>	<u>\$6,552,266.12</u>
Non-accredited Investors.....	<u>0</u>	<u>\$0.00</u>
Total (for filings under Rule 504 only).....	_____	_____

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, in 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.....	<input type="checkbox"/>	<u>\$0.00</u>
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	<u>\$2,000.00</u>
Legal Fees.....	<input checked="" type="checkbox"/>	<u>\$255,000.00</u>
Accounting Fees.....	<input checked="" type="checkbox"/>	<u>\$20,000.00</u>
Engineering Fees.....	<input type="checkbox"/>	<u>\$0.00</u>
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	<u>\$0.00</u>
Other Expenses (identify) _____	<input type="checkbox"/>	<u>\$0.00</u>
Total.....	<input checked="" type="checkbox"/>	<u>\$277,000.00</u>

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

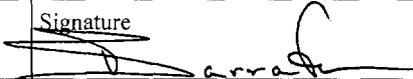
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$6,731,249.30

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"/> \$0.00	<input type="checkbox"/> \$0.00
Purchase of real estate.....	<input type="checkbox"/> \$0.00	<input type="checkbox"/> \$0.00
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$0.00	<input type="checkbox"/> \$0.00
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$0.00	<input type="checkbox"/> \$0.00
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"/> \$0.00	<input type="checkbox"/> \$0.00
Repayment of indebtedness.....	<input type="checkbox"/> \$0.00	<input checked="" type="checkbox"/> \$31,794.79
Working capital.....	<input type="checkbox"/> \$0.00	<input checked="" type="checkbox"/> \$6,699,454.51
Other (specify): _____ _____ _____	<input type="checkbox"/> \$0.00	<input type="checkbox"/> \$0.00
Column Totals.....	<input type="checkbox"/> \$0.00	<input checked="" type="checkbox"/> \$6,731,249.30
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$6,731,249.30	

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) HeyAnita Inc.	Signature 	Date 11/5/02
Name of Signer (Print or Type) Vahé Sarrafian	Title of Signer (Print or Type) Vice President and General Counsel	

ATTENTION

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