

FORM D



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

OMB APPROVAL table with OMB Number: 3235-0076, Expires: November 30, 2001, Estimated average burden hours per form 16.00

FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

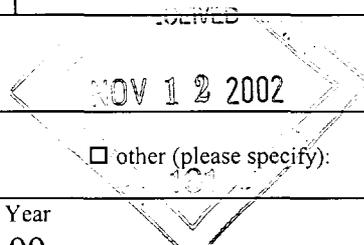
SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields

Name of Offering, Sale of Series A-1 Preferred Stock and Series B-1 Preferred Stock, Filing Under (Rule 504, 505, 506, Section 4(6), ULOE), Type of Filing (New Filing, Amendment)

1167260

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer. Name of Issuer: Arzoon, Inc. Address of Executive Offices: 2075 Pioneer Court, San Mateo, CA 94403. Telephone Number: (650) 522-6000. Address of Principal Business Operations: (if different from Executive Offices). Brief Description of Business: Enterprise software.



PROCESSED NOV 25 2002 THOMSON FINANCIAL

Type of Business Organization (corporation, limited partnership, etc.), Actual or Estimated Date of Incorporation or Organization (Month 07, Year 99), Jurisdiction of Incorporation or Organization (DE)

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.

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)

Dibachi, Farid

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

c/o Arzoon, Inc., 2075 Pioneer Court, San Mateo, CA 94403

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

Full Name (Last name first, if individual)

The Dibachi Hebert Family 1997 Trust, Farid Dibachi and Cheryl Dibachi, Trustees

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

c/o Arzoon, Inc., 2075 Pioneer Court, San Mateo, CA 94403

Check Box(es) that Apply: Promoter Beneficial Owner¹ Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Rothrock, Ray

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

c/o Venrock Associates, 2494 Sand Hill Road, Suite 200, Menlo Park, CA 94025

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

Full Name (Last name first, if individual)

Jordan, Richard

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

c/o Arzoon, Inc., 2075 Pioneer Court, San Mateo, CA 94403

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

Full Name (Last name first, if individual)

Veneziale, Deby

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

c/o Arzoon, Inc., 2075 Pioneer Court, San Mateo, CA 94403

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

Full Name (Last name first, if individual)

Kintner, Thomas W.

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

c/o Arzoon, Inc., 2075 Pioneer Court, San Mateo, CA 94403

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

¹ The listed individual disclaims beneficial ownership of shares of Arzoon, Inc. except to the extent of his pecuniary interest in such shares.

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.....	\$ <u>11,169,993.83</u>	\$ <u>9,469,993.83</u>
	<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred	
Convertible Securities (including warrants).....	\$ -0-	\$ -0-
Convertible Securities (including warrants).....	\$ -0-	\$ -0-
Partnership Interests.....	\$ -0-	\$ -0-
Other (Specify _____).....	\$ -0-	\$ -0-
Total.....	\$ <u>11,169,993.83</u>	\$ <u>9,469,993.83</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>13</u>	\$ <u>9,469,993.83</u>
Non-accredited Investors.....		\$ _____
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"/>	\$ -0-
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ -0-
Legal Fees.....	<input checked="" type="checkbox"/>	\$ <u>130,000.00</u>
Accounting Fees.....	<input type="checkbox"/>	\$ -0-
Engineering Fees.....	<input type="checkbox"/>	\$ -0-
Sales and Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ -0-
Other Expenses (identify) _____	<input type="checkbox"/>	\$ -0-
Total.....	<input checked="" type="checkbox"/>	\$ <u>130,000.00</u>

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

b. Enter the difference between the aggregate offering price 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."

\$ 11,039,993.83

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>11,039,993.83</u>
Other (specify): _____	<input type="checkbox"/> \$ <u>-0-</u>	<input type="checkbox"/> \$ <u>-0-</u>
_____	<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>11,039,993.83</u>
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$ <u>11,039,993.83</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)	Signature	Date
Arzoon, Inc.	<i>Thomas W. Kintner</i>	November 11, 2002
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Thomas W. Kintner	Secretary	

ATTENTION

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