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FORM D

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JUL 22 2002
THOMSON FINANCIAL

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

02071002

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.)

Grande Communications Holdings, Inc.: ClearSource Merger, Inc. –

Series D Preferred and Series E Preferred Stock

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

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.

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.)
Grande Communications Holdings, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
401 Carlson Circle, San Marcos, Texas 78666 512-878-4000

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

Brief Description of Business
Broadband service provider offering wholesale and retail telecommunications services.

Type of Business Organization

[X] corporation	[ ] limited partnership, already formed	[ ] other (please specify):
[ ] business trust	[ ] limited partnership, to be formed	

	Month Year		
Actual or Estimated Date of Incorporation or Organization:	[0][3] [0][1]	[X] 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)
[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 [ ] Executive Officer [X] Director [ ] General and/or Managing Partner

Full Name (Last name first, if individual)
Hughes, Robert W.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Grande Communications Holdings, Inc., 401 Carlson Circle, San Marcos, Texas 78666

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

Full Name (Last name first, if individual)
Butler, Jr., Duncan T.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Grande Communications Holdings, Inc., 401 Carlson Circle, San Marcos, Texas 78666

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

Full Name (Last name first, if individual)
Harvey, Robert W.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Grande Communications Holdings, Inc., 401 Carlson Circle, San Marcos, Texas 78666

A. BASIC IDENTIFICATION DATA, contd.

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

Full Name (Last name first, if individual)
Hoak, Jr., James M.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Grande Communications Holdings, Inc., 401 Carlson Circle, San Marcos, Texas 78666

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

Full Name (Last name first, if individual)
Hull, Jr., David C.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Grande Communications Holdings, Inc., 401 Carlson Circle, San Marcos, Texas 78666

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

Full Name (Last name first, if individual)
Laverack, Jr., William

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Grande Communications Holdings, Inc., 401 Carlson Circle, San Marcos, Texas 78666

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

Full Name (Last name first, if individual)
Mansour, James M.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Grande Communications Holdings, Inc., 401 Carlson Circle, San Marcos, Texas 78666

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

Full Name (Last name first, if individual)
Morrow, William E.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Grande Communications Holdings, Inc., 401 Carlson Circle, San Marcos, Texas 78666

A. BASIC IDENTIFICATION DATA, contd.

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

Full Name (Last name first, if individual)
James, Jerry L.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Grande Communications Holdings, Inc., 401 Carlson Circle, San Marcos, Texas 78666

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

Full Name (Last name first, if individual)
Smiley, Martha E.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Grande Communications Holdings, Inc., 401 Carlson Circle, San Marcos, Texas 78666

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

Full Name (Last name first, if individual)
Harden, Ron

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Grande Communications Holdings, Inc., 401 Carlson Circle, San Marcos, Texas 78666

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

Full Name (Last name first, if individual)
Wilfley, Michael L.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Grande Communications Holdings, Inc., 401 Carlson Circle, San Marcos, Texas 78666

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

Full Name (Last name first, if individual)
Ferguson, Jr., W.K.L. " Scott"

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Grande Communications Holdings, Inc., 401 Carlson Circle, San Marcos, Texas 78666

A. BASIC IDENTIFICATION DATA, cont' d.

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

Full Name (Last name first, if individual)
Kever, Andy

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Grande Communications Holdings, Inc., 401 Carlson Circle, San Marcos, Texas 78666

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

Full Name (Last name first, if individual)
J. H. Whitney IV, LP

Business or Residence Address (Number and Street, City, State, Zip Code)
177 Broad Street, Stamford, CT 06901

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

Full Name (Last name first, if individual)
The Centennial Funds *

* includes Centennial Fund VI, L.P., Centennial Strategic Partners VI, L.P., Centennial Entrepreneurs Fund VI, L.P. and Centennial Holdings, I, L.L.C.

Business or Residence Address (Number and Street, City, State, Zip Code)
The Centennial Funds, 1330 Post Oak Blvd., Suite 1525, Houston, TX 77056

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

B. INFORMATION ABOUT OFFERING

	Yes	No
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	[ ]	[X]
Answer also in Appendix, Column 2, if filing under ULOE.		
2. What is the minimum investment that will be accepted from any individual?	$ None	
3. Does the offering permit joint ownership of a single unit?	[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 [X] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Outstanding Shares	Aggregate Number of Shares Already Exchanged
Debt	$ 0	$ 0
Equity [1]	$ 0	$ 0
[X] Common Stock: Issuable upon conversion of Series D preferred stock or Series E preferred stock on a 1:1 conversion rate		
[X] Series D preferred stock and Series E preferred stock		
Convertible Securities: (1) issuance of 114,698,442 shares of Grande Series D preferred stock, $0.001 par value per share ("Series D Preferred"), valued at the price of $1.30 per share, and (2) issuance of 7,999,099 shares of Grande Series E preferred stock ("Series E Preferred"), valued at the price of $2.50 per share. At closing of merger, aggregate value of all series of Preferred Stock issued in the exchange was $169,105,722.10. [2]	114,698,442 Series D Preferred shares & 7,999,099 Series E Preferred shares (aggregate value $169,105,722.10)	114,698,442 Series D Preferred shares & 7,999,099 Series E Preferred shares (aggregate value $169,105,722.10)
Partnership Interests	$ 0	$ 0
Other (Specify ________).	$ 0	$ 0

[1] In connection with the merger of a wholly-owned subsidiary of the Issuer into ClearSource, Inc. (" ClearSource"), Grande Series D Preferred and Grande Series E Preferred were issued in exchange for ClearSource capital stock.

[2] The Merger consideration consisted of (a) 2.188299 shares of Grande Series D Preferred for each share of ClearSource common stock; (b) 4.218786 shares of Grande Series D Preferred and 0.062267 shares of Grande Series E Preferred for each share of ClearSource Series A preferred stock; and (c) 6.539358 shares of Grande Series D Preferred and 0.599534 shares of Grande Series E Preferred for each share of ClearSource Series B preferred stock.

Total	114,698,442 Series D Preferred shares & 7,999,099 Series E Preferred shares	114,698,442 Series D Preferred shares & 7,999,099 Series E Preferred shares

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 Investors	Aggregate Number of Exchanged Shares
Accredited Investors	43	114,698,442 Series D Preferred shares & 7,999,099 Series E Preferred shares
Non-accredited Investors	0	$ 0
Total (for filings under Rule 504 only)	N/A	$ N/A

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. 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."

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	N/A	N/A
Regulation A	N/A	N/A
Rule 504	N/A	N/A
Total	N/A	N/A

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	[ ] $ 0
Printing and Engraving Costs	[ ] $ 0
Legal Fees	[X] $400,000
Accounting Fees	[ ] $ 0
Engineering Fees	[ ] $ 0
Sales Commissions (specify finders fees separately)	[ ] $ 0
Other Expenses (identify)	[ ] $ 0
Total	[X] $ 400,000

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." $400,000 3/

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	[ ]$0	[ ]$ 0
Purchase of real estate	[ ]$ 0	[ ]$ 0
Purchase, rental or leasing and installation of machinery and equipment	[ ]$ 0	[ ]$ 0
Construction or leasing of plant buildings and facilities	[ ]$ 0	[ ]$ 0

3/ The transaction involved a stock-for-stock exchange. Therefore, all expenses in Part C.4.a were paid out of available cash of issuer and not deducted from the offering amount. There are no " adjusted gross proceeds to the issuer."

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

Acquisition of other businesses: This offering involved the issuance of preferred stock in exchange for all the issued and outstanding shares of capital stock of another company in connection with the acquisition of such other company by the Issuer	[ ]$ 0	[X]Stock-for-Stock exchange in a merger
Repayment of indebtedness	[ ]$ 0	[ ]$ 0
Working capital	[ ]$ 0	[ ]$ 0
Other (specify): ________	[ ]$ 0	[ ]$ 0
Column Totals	[ ]$ 0	[X]Stock-for-Stock exchange in a merger
Total Payments Listed (column totals added)	[X]Stock-for-Stock exchange in a merger	

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
Grande Communications Holdings, Inc.	Michael Wilfley	July 12, 2002
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Michael Wilfley	Chief Financial Officer	

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