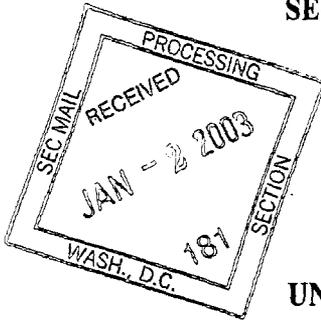


FORM D

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

Table with OMB Approval information: OMB Number: 3235-0076, Expires: May 31, 2005, Estimated average burden hours per response ... 1.0

Table with SEC USE ONLY information: Prefix, Serial, DATE RECEIVED

Name of Offering (SemEquip, Inc., \$1,500,000 aggregate amount of Series C Preferred Stock), Filing Under (Rule 504, Rule 505, Rule 506, Section 4(6), ULOE), Type of Filing (New Filing, Amendment)

21-51409

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer: Name of Issuer (SemEquip, Inc.), Address of Executive Offices (34 Sullivan Road, #21, Billerica, Massachusetts 01862), Address of Principal Business Operations, Telephone Number, Brief Description of Business (Development, manufacture and distribution of ion implantation equipment for the semiconductor industry.)



03000090

Type of Business Organization (corporation, limited partnership, business trust, other)

PROCESSED

Actual or Estimated Date of Incorporation or Organization (Month 03, Year 00), Jurisdiction of Incorporation or Organization (DE)

JAN 06 2003 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.

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.

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)

Cohen, Brian (Chief Executive Officer)

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

232 West Avenida San Antonio, San Clemente, California 92672

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

Full Name (Last name first, if individual)

Horsky, Thomas (President, Chief Technology Officer)

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

34 Sullivan Road, #21, Billerica, Massachusetts 01862

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

Full Name (Last name first, if individual)

Glavish, Hilton (Vice President-Beam Line Physics)

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

34 Sullivan Road, #21, Billerica, Massachusetts 01862

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

Full Name (Last name first, if individual)

Jacobson, Dale (Senior Vice President)

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

34 Sullivan Road, #21, Billerica, Massachusetts 01862

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

Full Name (Last name first, if individual)

Lacy, Linwood (Chairman)

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

2304 Cranborne Road, Midlothian, Virginia 23113

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

Full Name (Last name first, if individual)

Hardaway, Ronald (Chief Financial Officer)

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

6 Via Cristallo, Newport Coast, California 92657

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

Full Name (Last name first, if individual)

Sporck, Charles

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

846 Campbell Avenue, Los Altos, California 94024

(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)

Katten, Melvin (Secretary)

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

525 West Monroe Street, Suite 1600, Chicago, Illinois 60661

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

Full Name (Last name first, if individual)

Sprague, Peter J.

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

101 West 57th Street, New York, New York 10013

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

Full Name (Last name first, if individual)

Williams, John

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

168 Beacon Street, #2, Boston, Massachusetts 02116

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

Full Name (Last name first, if individual)

Sporck 1993 Living Trust, Charles Sporck-Trustee

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

846 Campbell Avenue, Los Altos, California 94024

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing 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? \$ 25,000.00
THE ISSUER MAY, IN ITS SOLE DISCRETION, ACCEPT A LESSER AMOUNT.

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. NONE

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]
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[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>1,500,000.00</u>	\$ <u>1,499,903.00</u>
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ <u>0.00</u>	\$ <u>0.00</u>
Partnership Interests	\$ <u>0.00</u>	\$ <u>0.00</u>
Other (_____)	\$ <u>0.00</u>	\$ <u>0.00</u>
Total	\$ <u>1,500,000.00</u>	\$ <u>1,499,903.00</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>17</u>	\$ <u>1,499,903.00</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 type="checkbox"/>	\$ <u>0.00</u>
Legal Fees	<input checked="" type="checkbox"/>	\$ <u>25,000.00</u>
Accounting Fees	<input type="checkbox"/>	\$ <u>0.00</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 type="checkbox"/>	\$ <u>25,000.00</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." \$ 1,475,000.00

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>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Purchase of real estate	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</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>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Repayment of indebtedness	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Working capital	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Other (specify): <u>Development of a prototype</u>	<input type="checkbox"/> \$ <u>0.00</u>	<input checked="" type="checkbox"/> \$ <u>1,475,000.00</u>
.....	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Column Totals	<input type="checkbox"/> \$ <u>0.00</u>	<input checked="" type="checkbox"/> \$ <u>1,475,000.00</u>
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$ <u>1,475,000.00</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) SemEquip, Inc.	Signature 	Date 12/3/02
Name of Signer (Print or Type) Melvin Katten	Title of Signer (Print or Type) Secretary and Director	

ATTENTION

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