

1110903

FORM D

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.....	1.00

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	

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

Common 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

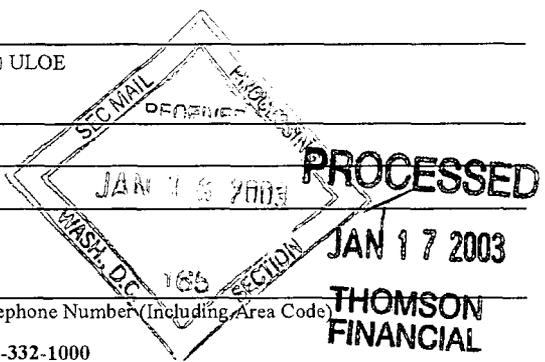
1. Enter the information requested about the issuer

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

Network Engines, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)
25 Dan Road, Canton, MA 02021

Telephone Number (Including Area Code)
781-332-1000



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

Telephone Number (Including Area Code)

Brief Description of Business:

provider of server appliance hardware and custom integration services



Type of Business Organization

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

03004465

Actual or Estimated Date of Incorporation or Organization 09 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

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 USC 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.

When 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 the 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 a 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 to the notice constitutes a part of this notice and must be completed.

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)

Curtis, John

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

C/o Network Engines, Inc., 25 Dan Road, Canton, MA 02021

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

Full Name (Last name first, if individual)

Bryant, Douglas

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

C/o Network Engines, Inc., 25 Dan Road, Canton, MA 02021

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

Full Name (Last name first, if individual)

Riley, Michael

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

C/o Network Engines, Inc., 25 Dan Road, Canton, MA 02021

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

Full Name (Last name first, if individual)

Oldham, J. Donald

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

C/o Network Engines, Inc., 25 Dan Road, Canton, MA 02021

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

Full Name (Last name first, if individual)

Genovesi, Lawrence

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

C/o Network Engines, Inc., 25 Dan Road, Canton, MA 02021

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

Full Name (Last name first, if individual)

Polestra, Frank

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

C/o Ascent Venture Management, Inc., 255 State Street, 5th floor, Boston, MA 02109

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

Full Name (Last name first, if individual)

Kirshy, Dennis

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

25 Cart Path Road, Weston, MA 02193

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

Full Name (Last name first, if individual)

Blaeser, John A.

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

C/o Concord Communications, 400 Nickerson Road, Marlborough, MA 01752

(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)

Wadsworth, Robert

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

C/o HarborVest Partners LLC, One Financial Center, 44th floor, Boston, MA 02111

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

Full Name (Last name first, if individual)

Richardson, Fontaine

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

121 Skelton Road, Carlisle, MA 01741

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

Full Name (Last name first, if individual)

Ascent Venture Partners, L.P., Ascent Venture Partners II, L.P., and Ascent Venture Partners III, L.P. (affiliated entities)

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

Ascent Venture Management, Inc., 255 State Street, 5th floor, Boston, MA 02109

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

Full Name (Last name first, if individual)

HarborVest Partners VI – Direct Fund, L.P.

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

C/o HarborVest Partners LLC, One Financial Center, 44th floor, Boston, MA 02111

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)

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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)

B. INFORMATION ABOUT OFFERING

- | | | |
|---|-------------------------------------|---|
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... | Yes
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |
| Answer also in Appendix, Column 2, if filing under ULOE. | | |
| 2. What is the minimum investment that will be accepted from any individual?..... | \$ <u>n/a</u> | |
| 3. Does the offering permit joint ownership of a single unit?..... | <input checked="" type="checkbox"/> | No
<input type="checkbox"/> |
| 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)
none

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

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| <input type="checkbox"/> [AL] | <input type="checkbox"/> [AK] | <input type="checkbox"/> [AZ] | <input type="checkbox"/> [AR] | <input type="checkbox"/> [CA] | <input type="checkbox"/> [CO] | <input type="checkbox"/> [CT] | <input type="checkbox"/> [DE] | <input type="checkbox"/> [DC] | <input type="checkbox"/> [FL] | <input type="checkbox"/> [GA] | <input type="checkbox"/> [HI] | <input type="checkbox"/> [ID] |
| <input type="checkbox"/> [IL] | <input type="checkbox"/> [IN] | <input type="checkbox"/> [IA] | <input type="checkbox"/> [KS] | <input type="checkbox"/> [KY] | <input type="checkbox"/> [LA] | <input type="checkbox"/> [ME] | <input type="checkbox"/> [MD] | <input type="checkbox"/> [MA] | <input type="checkbox"/> [MI] | <input type="checkbox"/> [MN] | <input type="checkbox"/> [MS] | <input type="checkbox"/> [MO] |
| <input type="checkbox"/> [MT] | <input type="checkbox"/> [NE] | <input type="checkbox"/> [NV] | <input type="checkbox"/> [NH] | <input type="checkbox"/> [NJ] | <input type="checkbox"/> [NM] | <input type="checkbox"/> [NY] | <input type="checkbox"/> [NC] | <input type="checkbox"/> [ND] | <input type="checkbox"/> [OH] | <input type="checkbox"/> [OK] | <input type="checkbox"/> [OR] | <input type="checkbox"/> [PA] |
| <input type="checkbox"/> [RI] | <input type="checkbox"/> [SC] | <input type="checkbox"/> [SD] | <input type="checkbox"/> [TN] | <input type="checkbox"/> [TX] | <input type="checkbox"/> [UT] | <input type="checkbox"/> [VT] | <input type="checkbox"/> [VA] | <input type="checkbox"/> [WA] | <input type="checkbox"/> [WV] | <input type="checkbox"/> [WI] | <input type="checkbox"/> [WY] | <input type="checkbox"/> [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

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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

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