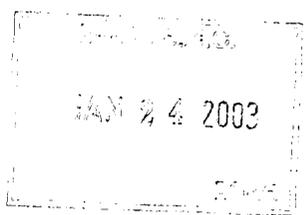


1136235

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.



OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

FORM D

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

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

PROCESSED

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

SEVENSPACE, INC.: OFFERING OF SERIES A PREFERRED STOCK

JAN 27 2003
THOMSON
FINANCIAL

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

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.)
SevenSpace, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
14155 Newbrook Drive, Chantilly, VA 20151 (703) 961-5700

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 Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Apply:

Full Name (Last name first, if individual)
Weber, Peter J.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o SevenSpace, Inc., 14155 Newbrook Drive, Chantilly, VA 20151

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

Full Name (Last name first, if individual)
Hughes, Paul E.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o SevenSpace, Inc., 14155 Newbrook Drive, Chantilly, VA 20151

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

Full Name (Last name first, if individual)
Maroni, Kevin J.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Spectrum, One International Place, 29th Floor, Boston, MA 02110

(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 Promoter Beneficial Executive Officer Director General and/or
Apply: Owner Managing Partner

Full Name (Last name first, if individual)
Peet, W. James

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o SevenSpace, Inc., 14155 Newbrook Drive, Chantilly, VA 20151

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

Full Name (Last name first, if individual)
Forsythe Technology Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
7500 Frontage Road, Skokie, IL 60077

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

Full Name (Last name first, if individual)
Lehman Brothers Communications Funds

Business or Residence Address (Number and Street, City, State, Zip Code)
399 Park Avenue, New York, NY 10022

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

Full Name (Last name first, if individual)
Greenbridge Capital

Business or Residence Address (Number and Street, City, State, Zip Code)
34 Pickwick Plaza, Suite 200, Greenwich, CT 06830

(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 Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Apply:

Full Name (Last name first, if individual)
Wang, Fred

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Trinity, 3000 Sand Hill Road, Building 4, Suite 160, Menlo Park, CA 94025

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

Full Name (Last name first, if individual)
Trinity Ventures VII, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Trinity, 3000 Sand Hill Road, Building 4, Suite 160, Menlo Park, CA 94025

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

Full Name (Last name first, if individual)
Yagemann, Michael

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Greenbridge Capital, 34 Pickwick Plaza, Suite 200, Greenwich, CT 06830

(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 Promoter Beneficial Executive Director General and/or
Apply: Owner Officer Managing Partner

Full Name (Last name first, if individual)
Weiss, Albert L.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Forsythe Technology Inc., 7500 Frontage Road, Skokie, IL 60077

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

Full Name (Last name first, if individual)
Richard Forsythe

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Forsythe Technology Inc., 7500 Frontage Road, Skokie, IL 60077

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

Full Name (Last name first, if individual)
Eva Losacco

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Forsythe Technology Inc., 7500 Frontage Road, Skokie, IL 60077

Check Box(es) that Promoter Beneficial Executive Director General and/or
Apply: Owner Officer 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 [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?..... Yes [] No [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 [] 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	\$ 0	\$ 0
[X] Shares of Common Stock into which the preferred stock is convertible on a one-for-one basis		
[X] Series A Preferred Stock, par value \$.001 per share ("Series A Preferred")		
Convertible Securities (including warrants): 9,509,833 shares of Series A Preferred, at a per share purchase price of \$0.4206173 ^{1/}	\$4,000,000	\$4,000,000
Partnership Interests.....	\$ 0	\$ 0
Other (Specify _____).	\$ 0	\$ 0
Total.....	\$4,000,000	\$4,000,000

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 of Investors	Aggregate Dollar Amount of Purchase
Accredited Investors.....	15	\$4,000,000
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.

^{1/} Following the Closing of the purchase and sale of Series A Preferred in this offering, the Issuer may sell up to the appropriate number of authorized and unissued shares of Series A Preferred for \$0.4206173 per share to certain existing stockholders (up to 19 individual and institutional stockholders) upon the exercise of pre-emptive rights to purchase additional shares of Series A Preferred. The stockholders include (i) 19 current holders of common stock (as a result of a recapitalization and conversion of preferred stock to common stock) and (ii) one (of the 19) current warrant holder. If all such stockholders exercise their rights, the aggregate offering price and the aggregate dollar amount purchased will increase by \$884,016 and \$884,016, respectively, and the total offering price will be \$4,884,016 for the issuance of a total of 11,611,544 shares of Series A Preferred.

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

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.

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] \$ 30,000
Accounting Fees	[] \$ 0
Engineering Fees	[] \$ 0
Sales Commissions (specify finders' fees separately)	[] \$ 0
Other Expenses (identify)	[] \$ 0
Total	[X] \$ 30,000

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."

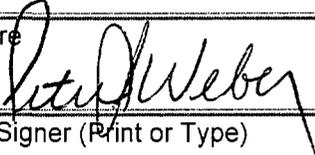
\$ 3,970,000

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
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) .	[] \$ 0	[] \$ 0
Repayment of indebtedness	[] \$ 0	[] \$ 0
Working capital and general corporate purposes	[] \$ 0	[X] \$3,970,000
Other (specify):	[] \$ 0	[] \$ 0
Column Totals	[] \$ 0	[X] \$3,970,000
Total Payments Listed (column totals added)	[X] \$3,970,000	

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) SevenSpace, Inc.	Signature 	Date January 15, 2003
Name of Signer (Print or Type) Peter J. Weber	Title of Signer (Print or Type) President	

ATTENTION

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