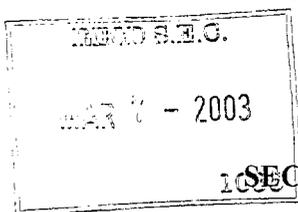


FORM D



1049210

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

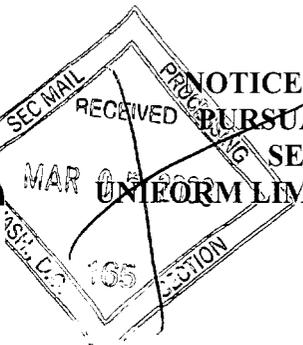
FORM D

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

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



03016586



PROCESSED

MAR 11 2003

SEC USE ONLY
Prefix Serial
DATE RECEIVED

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

Diversa Corporation Issuance of Common Stock and Warrants

THOMSON FINANCIAL

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.)

Diversa Corporation

Address of Executive Offices (Number and Street, City, State, Zip Code)

4955 Directors Place, San Diego, CA 92121-1609

Telephone Number (Including Area Code)

(858) 526-5000

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

(if different from Executive Offices)

Same

Telephone Number (Including Area Code)

Brief Description of Business

Applying proprietary genomic technologies for the rapid discovery and optimization of novel products from genes and gene pathways.

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization:

Month 12 Year 1992

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 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 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 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 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.

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

Full Name (Last name first, if individual)

Short, Jay M.

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

4955 Directors Place, San Diego, CA 92121-1609

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

Full Name (Last name first, if individual)

Cavanaugh, James H.

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

44 Nassau Street, Princeton, NJ 08542

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

Full Name (Last name first, if individual)

Hockmeyer, Wayne T.

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

35 W. Watkins Mill Road, Gaithersburg, MD 20878

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

Full Name (Last name first, if individual)

Johnson, Peter

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

8550 El Paseo Grande, La Jolla, CA 92037

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

Full Name (Last name first, if individual)

Johnston, Donald D.

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

18 Oyster Shell Lane, Hilton Head Island, SC 29926

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

Full Name (Last name first, if individual)

Leschly, Mark

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

152 West 57th Street, 23rd Floor, New York, NY 10019

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

Full Name (Last name first, if individual)

Simon, Melvin I.

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

1200 East California Blvd., Pasadena, CA 91125

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

Full Name (Last name first, if individual)

Baum, William H.

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

4955 Directors Place, San Diego, CA 92121-1609

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

Full Name (Last name first, if individual)

Eastham, Karin

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

4955 Directors Place, San Diego, CA 92121-1609

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

Full Name (Last name first, if individual)

Erickson, Carolyn

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

4955 Directors Place, San Diego, CA 92121-1609

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

Full Name (Last name first, if individual)

Simms, Patrick

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

4955 Directors Place, San Diego, CA 92121-1609

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

Full Name (Last name first, if individual)

Syngenta Seeds AG

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

Schwarzwaldallee 215, CH-4058 Basel, Switzerland

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

Full Name (Last name first, if individual)

Funds affiliated with HealthCare Ventures

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

44 Nassau Street, Princeton, NJ 08542

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

Full Name (Last name first, if individual)

T. Rowe Price Associates, Inc.

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

100 E. Pratt Street, Baltimore, Maryland 21202

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?..... \$ N/A
- 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.

NOT APPLICABLE

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]	[VA]	[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]	[VA]	[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]	[VA]	[WV]	[WI]	[WY]	[PR]

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	\$ _____	\$ _____
Equity	\$ <u>See Attachment</u>	\$ <u>See Attachment</u>
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ <u>See Attachment</u>	\$ <u>See Attachment</u>
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ _____	\$ _____

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>1</u>	\$ <u>See Attachment</u>
Non-accredited Investors	<u>0</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.

*** De Minimis**

Transfer Agent's Fees	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees	<input type="checkbox"/>	\$ _____
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (Identify)	<input type="checkbox"/>	\$ _____
Total	<input type="checkbox"/>	\$ _____

*See Attachment to Form D

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

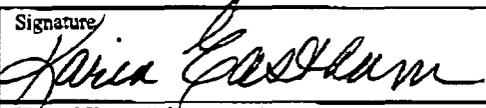
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer" \$ See Attachment

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.

	Payment to Officers, Directors, & Affiliates	Payment To Others
Salaries and fees.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
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>\$See Attachment</u>	<input type="checkbox"/> <u>\$See Attachment</u>
Repayment of indebtedness.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital.....	<input type="checkbox"/> <u>\$See Attachment</u>	<input type="checkbox"/> <u>\$See Attachment</u>
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added).....	<input type="checkbox"/> <u>\$ See Attachment</u>	

D. FEDERAL SIGNATURE

The issuer had 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) Diversa Corporation	Signature 	Date March 5, 2003
Name of Signer (Print or Type) Karin Eastham	Title of Signer (Print or Type) Senior Vice President, Finance and Chief Financial Officer	

ATTENTION

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

DIVERSA CORPORATION

Attachment to Form D

Diversa Corporation (“Diversa”) has entered into a series of agreements with Syngenta Participations AG, a Switzerland corporation (“Syngenta”), under which Diversa will enter into various transactions, including a collaboration with Syngenta and its wholly-owned subsidiary Torrey Mesa Research Institute, a Delaware corporation (“TMRI”), on various research and development projects, the acquisition of certain assets of Syngenta and TMRI and the issuance to Syngenta of shares of Diversa common stock and warrants to purchase common stock (the “Transactions”).

The Transactions were consummated on February 20, 2003, and in connection therewith, Diversa (1) acquired from Syngenta certain licenses to intellectual property rights, (2) acquired certain assets of Syngenta and TMRI relating to TMRI’s research activities, (3) received an aggregate of \$500,000 in cash from Syngenta and TMRI, and (4) assumed certain miscellaneous liabilities under equipment maintenance contracts. Diversa intends to use the cash proceeds received for various integration-related expenses relating to the Transactions with Syngenta and TMRI.

On February 20, 2003, Diversa issued 6,034,983 shares of common stock, par value \$0.001 per share, to Syngenta, and a warrant to purchase 1,293,211 shares of Diversa common stock at an exercise price per share of \$22.00, in connection with the Transactions. The warrant is exercisable for a period of 10 years, commencing February 20, 2008.

In exchange for the issuance of the common stock and the warrant, and the various obligations Diversa is assuming under the agreements, Diversa is entering into the collaboration with Syngenta, acquiring property and equipment with an estimated value of \$8 million, identifiable intangible assets, including intellectual property licenses, with an estimated value of \$55 million and cash in the amount of \$500,000.

372754 v1/SD
7ZM@01!.DOC