

FORM D

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

1001316

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



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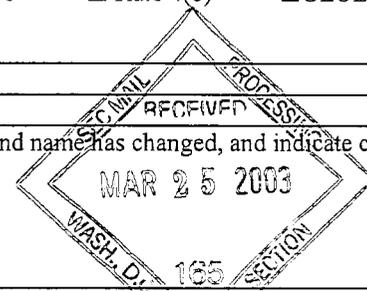
FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

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

Name of Offering (check if this is an amendment and name has changed, and indicate change).
Filing Under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Rule 4(6), ULOE
Type of Filing: New Filing, Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer
Name of Issuer: Manhattan Pharmaceuticals, Inc. (formerly known as "Atlantic Technology Ventures, Inc.")
Address of Executive Offices: 787 Seventh Avenue, 48th Floor, New York, New York 10019
Address of Principal Business Operations: (if different from Executive Offices)
Brief Description of Business: Development and commercialization of early stage biomedical, pharmaceutical and medical technology.



Type of Business Organization: corporation, limited partnership, other, business trust, limited liability company
Actual or Estimated Date of Incorporation or Organization: 05/93
Jurisdiction of Incorporation or Organization: CN for Canada; FN for other foreign jurisdiction

PROCESSED
MAR 26 2003
THOMSON FINANCIAL

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.
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.
Information Required: A new filing must contain all information requested.
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.

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.

Handwritten signature

**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)  
**Firestone, Leonard**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Manhattan Pharmaceuticals, Inc.  
787 Seventh Avenue, 48th Floor  
New York, NY 10019**

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

Full Name (Last name first, if individual)  
**Kazam, Joshua A.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Paramount Capital, Inc.  
787 Seventh Avenue, 48th Floor  
New York, NY 10019**

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

Full Name (Last name first, if individual)  
**Pons, Joan**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Paramount Capital, Inc.  
787 Seventh Avenue, 48th Floor  
New York, NY 10019**

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

Full Name (Last name first, if individual)  
**Weiser, Michael**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Paramount Capital, Inc.  
787 Seventh Avenue, 48th Floor  
New York, NY 10019**

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

Full Name (Last name first, if individual)  
**Tanen, David M.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Paramount Capital, Inc.  
787 Seventh Avenue, 48th Floor  
New York, NY 10019**

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

Full Name (Last name first, if individual)  
**Rossettos, Nicholas**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Manhattan Pharmaceuticals, Inc.  
787 Seventh Avenue, 48th Floor  
New York, NY 10019**

**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)  
**Oleoylstrone Developments, SL**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**Joseph Samitier 1-5  
Barceolna Science Park  
Barcelona, Spain 08028**

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

Full Name (Last name first, if individual)  
**Lobell, Jay (as trustee for various trusts)<sup>1</sup>**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**TTEE, c/o Covington & Burling  
1330 Avenue of the Americas  
New York, NY 10019**

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)

<sup>1</sup> Beneficial ownership consists of voting and dispositive power over (i) 3,718,917 shares owned by a trust for which Mr. Lobell is the distribution and investment advisor, (ii) 13,033,268 shares owned by the Rosenwald 2000 Family Trust, for which Mr. Lobell serves as the trustee and (iii) 113,782 shares owned directly by Mr. Lobell. Mr. Lobell may be deemed to beneficially own the shares reflected above for the purpose of Section 13 of the Securities Exchange Act of 1934. However, except with respect to the shares owned directly by him, Mr. Lobell disclaims beneficial ownership of said shares.

**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?..... N/A

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. 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 State" 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]

(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.....	\$	_____
Equity.....	<u>N/A<sup>2</sup></u>	<u>83,620,271<sup>3</sup></u>
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	<u>\$N/A<sup>4</sup></u>	<u>9,829,313<sup>5</sup></u>
Partnership Interests.....	\$	_____
Other (specify _____).....	\$	_____
Total.....	<u>\$N/A<sup>6</sup></u>	<u>93,449,584<sup>7</sup></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>85</u>	<u>\$N/A<sup>8</sup></u>
Non-accredited Investors.....	<u>17</u>	<u>\$N/A<sup>9</sup></u>
Total (for filings under Rule 504 only).....	<u>N/A</u>	<u>\$N/A</u>

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. N/A

<sup>2</sup> The securities are being issued in connection with the issuance of share of common stock of Manhattan Pharmaceuticals, Inc., a Delaware corporation formerly known as Atlantic Technology Ventures, Inc. ("Manhattan") following the merger of Manhattan Pharmaceuticals Acquisition Corp., a Delaware corporation and wholly-owned subsidiary of Manhattan into Manhattan Research Development Corp., a Delaware corporation formerly known as Manhattan Pharmaceuticals, Inc. ("Manhattan Research"). There was no aggregate offering price of the securities issued.

<sup>3</sup> The number of shares of Manhattan common stock issued to shareholders of Manhattan Research.

<sup>4</sup> The warrants to purchase shares of common stock are being issued in connection with the issuance of warrants to purchase shares of Manhattan following the merger of Manhattan Acquisition Corp. into Manhattan Research. There was no aggregate offering price of the warrants issued.

<sup>5</sup> The number of warrants for Manhattan common stock issued to shareholders of Manhattan Research.

<sup>6</sup> See footnotes 2 and 4.

<sup>7</sup> See footnotes 3 and 5.

<sup>8</sup> See footnotes 2 and 4.

<sup>9</sup> Id.

Type of offering

Type of Security

Document 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"/> \$2,500
Printing and Engraving Costs .....	<input type="checkbox"/> \$27,000
Legal Fees .....	<input type="checkbox"/> \$80,000
Accounting Fees .....	<input type="checkbox"/> \$5,000
Engineering Fees .....	<input type="checkbox"/> \$0
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/> \$271,850
Other Expenses (identify) <u>Escrow agent \$5,000; Travel/meals \$2,482; Delivery \$280</u> .....	<input type="checkbox"/> \$7,762
Total .....	<input type="checkbox"/> \$394,112

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."

\$N/A<sup>10</sup>

<sup>10</sup> Id.

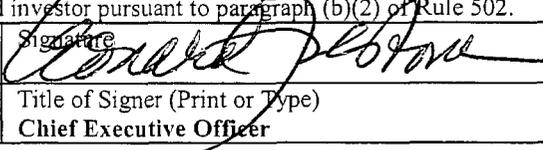
**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

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"/> \$ _____	<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"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____		
Column Totals .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added) .....	<input type="checkbox"/> SNA <sup>11</sup>	

**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) <b>Manhattan Pharmaceuticals, Inc.</b>	Signature 	Date March , 2003
Name of Signer (Print or Type) <b>Leonard Firestone</b>	Title of Signer (Print or Type) <b>Chief Executive Officer</b>	

**ATTENTION**

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

<sup>11</sup> Id.

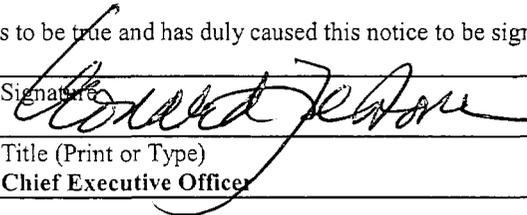
**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? .....  Yes  No

**See Appendix, Column 5, for State Response**

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) <b>Manhattan Pharmaceuticals, Inc.</b>	Signature 	Date <b>March</b> , 2003
Name (Print or Type) <b>Leonard Firestone</b>	Title (Print or Type) <b>Chief Executive Officer</b>	

*Instruction:*

*Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.*

**APPENDIX**

1		2		3		4				5	
		Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of Security and aggregate offering price offered in state (Part C-Item 1) <sup>12</sup>		Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No			Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL		X	common shares		5	888,503 common shares					
			warrants			88,850 warrants					
AK											
AZ		X	common shares		1	710,802 common shares					
AR											
CA		X	common shares		5	2,956,937 common shares					
			warrants			284,321 warrants					
CO		X	common shares		1	1,421,604 common shares					
			warrants			142,160 warrants					
CT		X	common shares		1	355,401 common shares					
			warrants			35,540 warrants					
DE											
DC											
FL		X	common shares		5	959,584 common shares					
			warrants			95,958 warrants					

<sup>12</sup> See footnotes 2 and 4 on page 5 of the Form D.

**APPENDIX**

1		2		3		4			5	
		Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of Security and aggregate offering price offered in state (Part C-Item 1) <sup>12</sup>		Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No			Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
GA		X	common shares warrants		2	1,421,604 common shares  142,160 warrants				
HI										
ID										
IL		X	common shares warrants		4	1,425,869 common shares  256,315 warrants				
IN										
IA		X	common shares warrants		1	177,701 common shares  17,770 warrants				
KS										
KY										
LA										
ME										
MD		X	common shares warrants		1	177,701 common shares  17,770 warrants				
MA	X		common shares warrants		3	533,103 common shares  53,310 warrants	4	62,550 common shares		

**APPENDIX**

1		2		3		4				5	
		Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of Security and aggregate offering price offered in state (Part C-Item 1) <sup>12</sup>		Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No			Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
MI		X	common shares warrants		1	177,701 common shares  17,701 warrants					
MN		X	common shares warrants		2	533,102 common shares  53,310 warrants					
MS											
MO		X	common shares warrants		1	177,701 common shares  17,770 warrants					
MT											
NE											
NV											
NH											
NJ	X		common shares warrants		8	3,262,583 common shares  237,743 warrants	2	233,143 common shares			
NM											
NY	X		common shares warrants		59	44,736,462 common shares  7,959,848 warrants	10	1,432,978 common shares			

**APPENDIX**

1		2		3		4				5	
		Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of Security and aggregate offering price offered in state (Part C-Item 1) <sup>12</sup>		Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No			Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
NC		X	common shares		1	177,701 common shares					
			warrants			17,770 warrants					
ND											
OH		X	common shares		2	533,102 common shares					
			warrants			53,310 warrants					
OK		X	common shares		1	355,401 common shares					
			warrants			35,540 warrants					
OR		X	common shares		1	355,401 common shares					
			warrants			35,540 warrants					
PA		X	common shares		2	355,402 common shares					
			warrants			35,540 warrants					
RI		X	common shares		1	355,401 common shares					
			warrants			35,540 warrants					
SC											
SD											
TN											

**APPENDIX**

1		2		3		4				5	
		Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of Security and aggregate offering price offered in state (Part C-Item 1) <sup>12</sup>		Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No			Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
TX		X	common shares warrants		2	533,102 common shares  53,310 warrants					
UT											
VT											
VA		X	common shares warrants		1	177,701 common shares  17,770 warrants					
WA											
WV											
WI		X	common shares warrants		1	177,701 common shares  17,770 warrants					
WY											
PR											