

1126503

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

| OMB APPROVAL   |              |
|--|--------------|
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| SEC USE ONLY   |              |
| Prefix   | Serial       |
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| DATE RECEIVED  |              |
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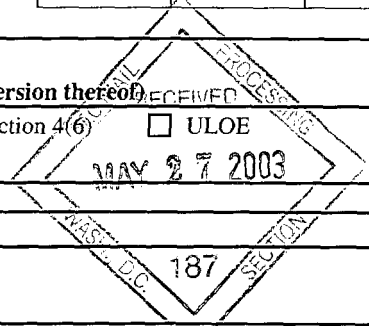


FORM D  
NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  
**Series C Preferred Financing and Issuance of Warrants (and the common stock issuable upon conversion thereof)**

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.)  
**White Amber, Inc.**

Address of Executive Offices (Number and Street, City, State, Zip Code)  
**2001 Marcus Avenue, Suite S160, Lake Success, NY 11042**

Telephone Number (Including Area Code)  
**(516) 777-3003**

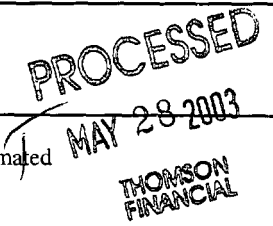
Address of Principal Business Operations (Number and Street, City, State, Zip Code)  
 (if different from Executive Offices) **same as above**

Telephone Number (Including Area Code)

Brief Description of Business  
**Internet staffing products and services**

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   Year    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)

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 in 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.**

SEC 1972 (6-02) Persons who 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)

**Cofini, Louis M.**

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

**c/o White Amber, Inc., 2001 Marcus Avenue, Suite S160, Lake Success, NY 11042**

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

Full Name (Last name first, if individual)

**Pess, Daniel M.**

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

**c/o White Amber, Inc., 2001 Marcus Avenue, Suite S160, Lake Success, NY 11042**

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

Full Name (Last name first, if individual)

**Florio, Dominic**

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

**c/o White Amber, Inc., 2001 Marcus Avenue, Suite S160, Lake Success, NY 11042**

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

Full Name (Last name first, if individual)

**Ellman, Stuart**

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

**c/o RRE Ventures, 126 East 56th Street, New York, NY 10022**

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

Full Name (Last name first, if individual)

**RRE Ventures II LP**

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

**126 East 56th Street, New York, NY 10022**

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

Full Name (Last name first, if individual)

**Turezyn, Virginia M.**

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

**c/o Infinity Capital Venture Fund, 100 Hamilton Avenue, S#400, Palo Alto, CA 94301**

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

Full Name (Last name first, if individual)

**Infinity Capital Venture Fund 1999, L.P.**

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

**100 Hamilton Avenue, S#400, Palo Alto, CA 94301**

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

Full Name (Last name first, if individual)

**Hathaway, David**

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

**c/o Venrock Associates, 30 Rockefeller Plaza, Room 5508, New York, NY 10012**

(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)

**Venrock Associates**

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

**30 Rockefeller Plaza, Room 5508, New York, NY 10012**

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

Full Name (Last name first, if individual)

**Venrock Associates II, L.P.**

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

**30 Rockefeller Plaza, Room 5508, New York, NY 10012**

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

Full Name (Last name first, if individual)

**Strauss, Les**

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

**c/o White Amber, Inc., 2001 Marcus Avenue, Suite S160, Lake Success, NY 11042**

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

Full Name (Last name first, if individual)

**Wachovia Capital Investments, Inc.**

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

**Two Wachovia Center, 10th Floor, 301 South Tryon Street, Charlotte, NC 28288-0212**

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

Full Name (Last name first, if individual)

**Vesce, Stephen F.**

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

**c/o White Amber, Inc., 2001 Marcus Avenue, Suite S160, Lake Success, NY 11042**

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

Full Name (Last name first, if individual)

**Zagelmeyer, Jr., James E.**

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

**c/o White Amber, Inc., 2001 Marcus Avenue, Suite S160, Lake Success, NY 11042**

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)

**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<br>Offering Price | Amount Already<br>Sold |
|---|-----------------------------|------------------------|
| Debt.....   | \$ -0-                      | \$ -0-                 |
| Equity.....   | \$ 14,170,240.12            | \$ 13,170,138.58       |
| <input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred | \$                          | \$                     |
| Convertible Securities (including warrants).....                              | \$ -0-                      | \$ -0-                 |
| Partnership Interests.....  | \$ -0-                      | \$ -0-                 |
| Other (Specify _____).....  | \$ -0-                      | \$ -0-                 |
| Total.....  | \$ 14,170,240.12            | \$ 13,170,138.58       |

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<br>Investors | Aggregate<br>Dollar Amount<br>of Purchase |
|--|---------------------|---|
| Accredited Investors.....                    | 17                  | \$ 13,170,138.58                          |
| Non-accredited Investors.....                | 0                   | \$ -0-                                    |
| Total (for filings under Rule 504 only)..... | n/a                 | n/a                                       |
|  | n/a                 | n/a                                       |

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<br>Security | Dollar Amount<br>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.....                                | <input type="checkbox"/>            | \$ -0-        |
| Printing and Engraving Costs.....                         | <input type="checkbox"/>            | \$ -0-        |
| Legal Fees.....   | <input checked="" type="checkbox"/> | \$ 120,000.00 |
| Accounting Fees.....                                      | <input type="checkbox"/>            | \$ -0-        |
| Engineering Fees.....                                     | <input type="checkbox"/>            | \$ -0-        |
| Sales Commissions (specify finders' fees separately)..... | <input type="checkbox"/>            | \$ -0-        |
| Other Expenses (identify).....                            | <input type="checkbox"/>            | \$ -0-        |
| Total.....  | <input checked="" type="checkbox"/> | \$ 120,000.00 |