

FORM D

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

Barcode area with text: /AL, 3235-0076, er 30, 2001, len, ..... 16.00, 03021269

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

PROCESSED
JUN 09 2003
THOMSON FINANCIAL

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

Name of Offering (Novadel Pharma Inc.), Filing Under (Rule 506 checked), Type of Filing (Amendment checked)

1043873

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer
Name of Issuer (Novadel Pharma Inc.), Address of Executive Offices (31 State Highway 12, Flemington, NJ 08822), Telephone Number (908) 782-3431

Brief Description of Business: Developer of novel applications of its drug delivery systems for presently marketing prescriptions and over-the-counter drugs

Type of Business Organization: corporation checked

Actual or Estimated Date of Incorporation or Organization: 11/98, Actual checked, Jurisdiction: CN

SEC MAIL RECEIVED PROCESSING
JUN 06 2003
WASH. D.C. SECTION 152
D E

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.

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.

Handwritten signature

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promotor 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)

Shangold, Gary

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

31 State Highway 12, Flemington, NJ 08822

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

Managing Partner

Full Name (Last name first, if individual)

Dugger, Harry A.

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

31 State Highway 12, Flemington, NJ 08822

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

Managing Partner

Full Name (Last name first, if individual)

Klein, John H.

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

31 State Highway 12, Flemington, NJ 08822

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

Managing Partner

Full Name (Last name first, if individual)

Schaul, Robert F.

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

31 State Highway 12, Flemington, NJ 08822

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

Managing Partner

Full Name (Last name first, if individual)

Deitman, Donald

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

31 State Highway 12, Flemington, NJ 08822

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

Managing Partner

Full Name (Last name first, if individual)

El-Shafy, Mohammed

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

31 State Highway 12, Flemington, NJ 08822

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

Managing Partner

Full Name (Last name first, if individual)

Hamilton, William

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

31 State Highway 12, Flemington, NJ 08822

(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 promotor 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)

Kessel, Lawrence

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

31 State Highway 12, Flemington, NJ 08822

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

Managing Partner

Full Name (Last name first, if individual)

Rosenwald, Lindsay

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

787 Fifth Avenue, 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)

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)

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.)

**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? ..... \$100,000
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.

Full Name (Last name first, if individual)  
 Paramount Capital, Incorporated

Business or Residence Address (Number and Street, City, State, Zip Code)  
 787 Seventh Avenue, NY, NY 10019

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]	<input checked="" type="checkbox"/>	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
<input checked="" type="checkbox"/>	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	<input checked="" type="checkbox"/>	[NM]	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	<input checked="" type="checkbox"/>	[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]

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 .....	\$ -0-	\$ -0-
Equity .....	\$ 7,500,000	\$ 4,800,500
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ -0-	\$ -0-
Partnership Interests .....	\$ -0-	\$ -0-
Other (Specify _____) .....	\$ -0-	\$ -0-
Total .....	\$ 7,500,000	\$ 4,800,500

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 .....	35	\$4,800,500
Non-accredited Investors .....	-0-	\$ -0-
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.

Transfer Agent's Fees .....	<input checked="" type="checkbox"/>	\$ 500
Printing and Engraving Costs .....	<input type="checkbox"/>	
Legal Fees .....	<input checked="" type="checkbox"/>	\$ 25,000
Accounting Fees .....	<input type="checkbox"/>	
Engineering Fees .....	<input type="checkbox"/>	
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$360,038
Other Expenses (identify) _____	<input type="checkbox"/>	\$ 25,000
Expense Allowance .....		
Total .....	<input checked="" type="checkbox"/>	\$410,538

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." .....

\$4,389,962

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"/> <u>200,000</u>	<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 checked="" type="checkbox"/> <u>25,000</u>
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> _____	<input checked="" type="checkbox"/> <u>330,000</u>
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 checked="" type="checkbox"/> <u>3,814,962</u>
Other (specify) _____ <u>Consulting Fees</u> .....	<input type="checkbox"/> _____	<input checked="" type="checkbox"/> <u>20,000</u>
_____	_____	_____
_____	_____	_____
Column Totals.....	<input type="checkbox"/> _____	<input type="checkbox"/> _____
Total Payments Listed (column totals added) .....	<input type="checkbox"/> <u>\$4,389,962</u>	

**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) Novadel Pharma Inc.	Signature 	Date June 5, 2003
Name of Signer (Print or Type) Gary Shangold	Title of Signer (Print or Type) President	

**ATTENTION**

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

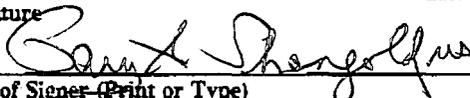
**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions. 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) Novadel Pharma Inc.	Signature 	Date June , 2003
Name of Signer (Print or Type) Gary Shangold	Title of Signer (Print or Type) President	

**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

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)	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	Units (consisting of Common Stock and Warrants)	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	\$250,000	3	\$250,000	--	--		---
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL		X	\$30,000	1	\$30,000	--	--		---
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									

APPENDIX

APPENDIX									
1	2		3	4				5	
State	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)	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)	
	Yes	No	Common Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
NJ		X	\$525,000	5	\$525,000	---	---		---
NM									
NY		X	\$2,895,500	20	\$2,895,500	---	---		---
NC		X	\$200,000	1	\$200,000	---	---		---
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN		X	\$150,000	1	\$150,000	---	---		---
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									