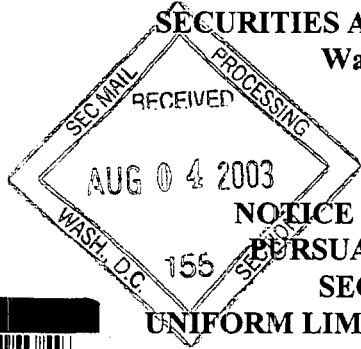


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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

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

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per form.....1.00

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Name of Offering ( ) check if this is an amendment and name has changed, and indicate change. Private Placement of Series A-3 Convertible Preferred Stock convertible into shares of Common Stock and Warrants to purchase Common Stock 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

PROCESSED

1. Enter the information requested about the issuer

Name of Issuer ( ) check if this is an amendment and name has changed, and indicate change. Cythera, Inc. AUG 05 2003

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 3550 General Atomics Court, San Diego, CA 92121-1122 (858) 455-3708 THOMSON FINANCIAL

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)

Brief Description of Business Biotechnology Company

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 99 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. 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.

CREGTH SEC 1972 (2-97) 1 of 7

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

Full Name (Last name first, if individual)

**Baetge, E. Edward, Ph.D.**

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

**c/o Cythera, Inc., 3550 General Atomics Court, San Diego, CA 92121-1122**

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

Full Name (Last name first, if individual)

**Middleton, Fred A.**

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

**c/o Cythera, Inc., 3550 General Atomics Court, San Diego, CA 92121-1122**

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

Full Name (Last name first, if individual)

**Chandler, Edward**

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

**c/o Graystone Venture Partners, One Northfield Plaza, Suite 530, Northfield, IL 60093**

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

Full Name (Last name first, if individual)

**Giebel, Lutz B., Ph.D.**

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

**Didyma, LLC, 344 Virginia Avenue, San Mateo, CA 94402**

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

Full Name (Last name first, if individual)

**Graystone Venture Partners<sup>1</sup>**

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

**One Northfield Plaza, Suite 530, Northfield, IL 60093**

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

Full Name (Last name first, if individual)

**Alta V Limited Partnership<sup>2</sup>**

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

**Burr, Egan, Deleage & Co., Attn: Eileen McCarthy, 200 Clarendon Street, 51<sup>st</sup> Floor, Boston, MA 02116**

<sup>1</sup> Includes Graystone Venture Direct Equity, L.P., Graystone Venture Partners, LLC, and Graystone Venture Partners Direct Equity, L.P., LLC  
<sup>2</sup> Includes Alta V Limited Partnership and Customs House Partners.

**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)

**Research Development Foundation**

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

**c/o Andrew MacKenzie, Esq., 402 North Division Street, Carson City, NV 89703, Attn: C.W. Wellen, President**

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

Full Name (Last name first, if individual)

**Sanderling Ventures<sup>3</sup>**

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

**400 South El Camino Real, Suite 1200, San Mateo, CA 94402**

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

Full Name (Last name first, if individual)

**Moody, Lin J.**

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

**Cythera, Inc., 3550 General Atomics Court, San Diego, CA 92121-1122**

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

Full Name (Last name first, if individual)

**Jones, Jonathan C.R., Ph.D.**

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

**Northwestern University Medical School, Morton 4-616, Cell & Molecular Biology, 303 East Chicago Ave., Chicago, IL 60611**

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

<sup>3</sup> Includes Sanderling Venture Partners III, L.P., Sanderling III Biomedical, L.P., Sanderling III Limited Partnership, Sanderling Ventures Management, Sanderling IV Biomedical Co-Investment Fund, Sanderling Venture Partners IV Co-Investment, Sanderling Venture Partners IV, L.P., Sanderling IV Limited, L.P., Sanderling IV Biomedical, L.P., Sanderling IV Venture Management, and Sanderling (Feri Trust) Ventures Partners IV, L.P.

**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.

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>6,167,533.40</u>	\$ <u>4,817,534.72</u>
	<input type="checkbox"/> Common	<input checked="" type="checkbox"/> Preferred
Convertible Securities (including warrants) <b>Warrants to purchase Common Stock</b> .....	\$ <u>*13,428.54</u>	\$ <u>5,714.26</u>
Partnership Interests .....	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total .....	\$ <u>6,180,961.94</u>	\$ <u>4,823,248.98</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>10</u>	\$ <u>4,823,248.98</u>
Non-accredited Investors .....	_____	\$ _____
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 type="checkbox"/>	\$ _____
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ _____
Legal Fees .....	<input checked="" type="checkbox"/>	\$ <u>30,000.00</u>
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ _____
Other Expenses (Identify) <u>Blue Sky Fees</u> .....	<input type="checkbox"/>	\$ <u>800.00</u>
Total .....	<input checked="" type="checkbox"/>	\$ <u>30,800.00</u>

\*Amounts receivable by the Issuer upon exercise of warrants to purchase the Issuer's Common Stock.

**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" ..... **\$ 6,150,161.94**

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"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> <b>\$6,150,161.94</b>
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<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 checked="" type="checkbox"/> <b>\$ 6,150,161.94</b>	

**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) <b>Cythera, Inc.</b>	Signature 	Date <b>May 28, 2003</b>
Name of Signer (Print or Type) <b>Fred A. Middleton</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.)