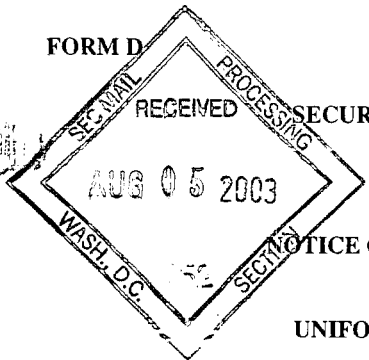


1258472

FORM D



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 response..... 1.00

SEC USE ONLY

Prefix Serial

DATE RECEIVED

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

Series B Preferred Stock

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filing: New Filing Amendment



03028917

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.)

Southampton Photonics, Inc.

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

Phi House, Enterprise Road, Chilworth Science Park, Southampton SO16 7NS, United Kingdom

Telephone Number (Including Area Code)

+44 23 8076 6070

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

Telephone Number (Including Area Code)

Brief Description of Business:

Designs and manufactures optical components

Type of Business Organization

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

Month Year

Actual or Estimated Date of Incorporation or Organization 02 00 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

PROCESSED

AUG 06 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 USC 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.

When 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 a 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.

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)

Parker, David

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

/o Southampton Photonics, Inc., Phi House, Enterprise Road, Chilworth Science Park, Southampton SO16 7NS, United Kingdom

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

Full Name (Last name first, if individual)

Berg, Steven

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

/o Southampton Photonics, Inc., Phi House, Enterprise Road, Chilworth Science Park, Southampton SO16 7NS, United Kingdom

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

Full Name (Last name first, if individual)

Norman, Steven

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

/o Southampton Photonics, Inc., Phi House, Enterprise Road, Chilworth Science Park, Southampton SO16 7NS, United Kingdom

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

Full Name (Last name first, if individual)

Spalinger, Don

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

/o Southampton Photonics, Inc., 170 Knowles Drive, Los Gatos, CA 95032

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

Full Name (Last name first, if individual)

Payne, David

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

/o Southampton Photonics, Inc., Phi House, Enterprise Road, Chilworth Science Park, Southampton SO16 7NS, United Kingdom

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

Full Name (Last name first, if individual)

Cheesman, David

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

/o Advent Venture Partners, 25 Buckingham Gate, London SW1E 6LD UK

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

Full Name (Last name first, if individual)

Shrigley, David

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

/o Sevin Rosen Fund VII L.P., Two Galleria Tower, 13455 Noel Road, Suite 1670, LB-5, Dallas, TX 75240

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

Full Name (Last name first, if individual)

Gianos, Philip

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

/o InterWest Partners VII, L.P., 2710 Sand Hill Road, Second Floor, Menlo Park, CA 94025

(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)

Glover, Anne

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

c/o Amadeus II A L.P., Mount Pleasant House, 2 Mount Pleasant, Huntington Road, Cambridge CB3 0BL, UK

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

Full Name (Last name first, if individual)

Dickman, Barry A.

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

c/o 2942 Scott Boulevard, Santa Clara, CA 95054

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

Full Name (Last name first, if individual)

InterWest Partners VII, L.P.

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

2710 Sand Hill Road, Second Floor, Menlo Park, CA 94025

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

Full Name (Last name first, if individual)

InterWest Investors VII, L.P.

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

2710 Sand Hill Road, Second Floor, Menlo Park, CA 94025

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

Full Name (Last name first, if individual)

InterWest Partners VIII, L.P.

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

2710 Sand Hill Road, Second Floor, Menlo Park, CA 94025

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

Full Name (Last name first, if individual)

InterWest Investors Q VIII, L.P.

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

2710 Sand Hill Road, Second Floor, Menlo Park, CA 94025

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

Full Name (Last name first, if individual)

InterWest Investors VIII, L.P.

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

2710 Sand Hill Road, Second Floor, Menlo Park, CA 94025

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

Full Name (Last name first, if individual)

Sevin Rosen Fund VII L.P.

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

Two Galleria Tower, 13455 Noel Road, Suite 1670, LB-5, Dallas, TX 75240

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)

Sevin Rosen VII Affiliates Fund L.P.

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

Two Galleria Tower, 13455 Noel Road, Suite 1670, LB-5, Dallas, TX 75240

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

Full Name (Last name first, if individual)

Amadeus II A L.P.

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

Mount Pleasant House, 2 Mount Pleasant, Huntington Road, Cambridge CB3 OBL, UK

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

Full Name (Last name first, if individual)

Amadeus II B L.P.

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

Mount Pleasant House, 2 Mount Pleasant, Huntington Road, Cambridge CB3 OBL, UK

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

Full Name (Last name first, if individual)

Amadeus II C L.P.

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

Mount Pleasant House, 2 Mount Pleasant, Huntington Road, Cambridge CB3 OBL, UK

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

Full Name (Last name first, if individual)

Amadeus II D GmbH & Co. KG

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

Mount Pleasant House, 2 Mount Pleasant, Huntington Road, Cambridge CB3 OBL, UK

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

Full Name (Last name first, if individual)

Amadeus II Affiliates Fund L.P.

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

Mount Pleasant House, 2 Mount Pleasant, Huntington Road, Cambridge CB3 OBL, UK

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

Full Name (Last name first, if individual)

Advent Private Equity Fund III A

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

c/o Advent Venture Partners, 25 Buckingham Gate, London SW1E 6LD UK

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

Full Name (Last name first, if individual)

Advent Private Equity Fund III B

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

c/o Advent Venture Partners, 25 Buckingham Gate, London SW1E 6LD UK

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)

Advent Private Equity Fund III C

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

c/o Advent Venture Partners, 25 Buckingham Gate, London SW1E 6LD UK

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

Full Name (Last name first, if individual)

Advent Private Equity Fund III D

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

c/o Advent Venture Partners, 25 Buckingham Gate, London SW1E 6LD UK

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

Full Name (Last name first, if individual)

Advent Private Equity Fund III GmbH & Co. KG

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

c/o Advent Venture Partners, 25 Buckingham Gate, London SW1E 6LD UK

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

Full Name (Last name first, if individual)

Advent Private Equity Fund III Affiliates

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

c/o Advent Venture Partners, 25 Buckingham Gate, London SW1E 6LD UK

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

Full Name (Last name first, if individual)

Advent Private Equity Fund III Limited Partnership

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

c/o Advent Venture Partners, 25 Buckingham Gate, London SW1E 6LD UK

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)

B. INFORMATION ABOUT OFFERING

- | | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|-------------------------------------|
| | Yes | No |
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| Answer also in Appendix, Column 2, if filing under ULOE. | | |
| 2. What is the minimum investment that will be accepted from any individual?..... | \$ <u>999.99</u> | |
| | Yes | No |
| 3. Does the offering permit joint ownership of a single unit?..... | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 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)
None

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

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input type="checkbox"/> [CA]	<input type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input type="checkbox"/> [FL]	<input type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
<input type="checkbox"/> [IL]	<input type="checkbox"/> [IN]	<input type="checkbox"/> [IA]	<input type="checkbox"/> [KS]	<input type="checkbox"/> [KY]	<input type="checkbox"/> [LA]	<input type="checkbox"/> [ME]	<input type="checkbox"/> [MD]	<input type="checkbox"/> [MA]	<input type="checkbox"/> [MI]	<input type="checkbox"/> [MN]	<input type="checkbox"/> [MS]	<input type="checkbox"/> [MO]
<input type="checkbox"/> [MT]	<input type="checkbox"/> [NE]	<input type="checkbox"/> [NV]	<input type="checkbox"/> [NH]	<input type="checkbox"/> [NJ]	<input type="checkbox"/> [NM]	<input type="checkbox"/> [NY]	<input type="checkbox"/> [NC]	<input type="checkbox"/> [ND]	<input type="checkbox"/> [OH]	<input type="checkbox"/> [OK]	<input type="checkbox"/> [OR]	<input type="checkbox"/> [PA]
<input type="checkbox"/> [RI]	<input type="checkbox"/> [SC]	<input type="checkbox"/> [SD]	<input type="checkbox"/> [TN]	<input type="checkbox"/> [TX]	<input type="checkbox"/> [UT]	<input type="checkbox"/> [VT]	<input type="checkbox"/> [VA]	<input type="checkbox"/> [WA]	<input type="checkbox"/> [WV]	<input type="checkbox"/> [WI]	<input type="checkbox"/> [WY]	<input type="checkbox"/> [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

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input type="checkbox"/> [CA]	<input type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input type="checkbox"/> [FL]	<input type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
<input type="checkbox"/> [IL]	<input type="checkbox"/> [IN]	<input type="checkbox"/> [IA]	<input type="checkbox"/> [KS]	<input type="checkbox"/> [KY]	<input type="checkbox"/> [LA]	<input type="checkbox"/> [ME]	<input type="checkbox"/> [MD]	<input type="checkbox"/> [MA]	<input type="checkbox"/> [MI]	<input type="checkbox"/> [MN]	<input type="checkbox"/> [MS]	<input type="checkbox"/> [MO]
<input type="checkbox"/> [MT]	<input type="checkbox"/> [NE]	<input type="checkbox"/> [NV]	<input type="checkbox"/> [NH]	<input type="checkbox"/> [NJ]	<input type="checkbox"/> [NM]	<input type="checkbox"/> [NY]	<input type="checkbox"/> [NC]	<input type="checkbox"/> [ND]	<input type="checkbox"/> [OH]	<input type="checkbox"/> [OK]	<input type="checkbox"/> [OR]	<input type="checkbox"/> [PA]
<input type="checkbox"/> [RI]	<input type="checkbox"/> [SC]	<input type="checkbox"/> [SD]	<input type="checkbox"/> [TN]	<input type="checkbox"/> [TX]	<input type="checkbox"/> [UT]	<input type="checkbox"/> [VT]	<input type="checkbox"/> [VA]	<input type="checkbox"/> [WA]	<input type="checkbox"/> [WV]	<input type="checkbox"/> [WI]	<input type="checkbox"/> [WY]	<input type="checkbox"/> [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

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input type="checkbox"/> [CA]	<input type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input type="checkbox"/> [FL]	<input type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
<input type="checkbox"/> [IL]	<input type="checkbox"/> [IN]	<input type="checkbox"/> [IA]	<input type="checkbox"/> [KS]	<input type="checkbox"/> [KY]	<input type="checkbox"/> [LA]	<input type="checkbox"/> [ME]	<input type="checkbox"/> [MD]	<input type="checkbox"/> [MA]	<input type="checkbox"/> [MI]	<input type="checkbox"/> [MN]	<input type="checkbox"/> [MS]	<input type="checkbox"/> [MO]
<input type="checkbox"/> [MT]	<input type="checkbox"/> [NE]	<input type="checkbox"/> [NV]	<input type="checkbox"/> [NH]	<input type="checkbox"/> [NJ]	<input type="checkbox"/> [NM]	<input type="checkbox"/> [NY]	<input type="checkbox"/> [NC]	<input type="checkbox"/> [ND]	<input type="checkbox"/> [OH]	<input type="checkbox"/> [OK]	<input type="checkbox"/> [OR]	<input type="checkbox"/> [PA]
<input type="checkbox"/> [RI]	<input type="checkbox"/> [SC]	<input type="checkbox"/> [SD]	<input type="checkbox"/> [TN]	<input type="checkbox"/> [TX]	<input type="checkbox"/> [UT]	<input type="checkbox"/> [VT]	<input type="checkbox"/> [VA]	<input type="checkbox"/> [WA]	<input type="checkbox"/> [WV]	<input type="checkbox"/> [WI]	<input type="checkbox"/> [WY]	<input type="checkbox"/> [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

<p>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 <input type="checkbox"/> and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.</p>	<p>Aggregate Offering Price</p>	<p>Amount Already Sold</p>
Type of Security.....		
Debt.....	\$ _____	\$ _____
Equity.....	<u>\$ 20,800,000</u>	<u>\$ 8,732,209.41</u>
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify _____).....	\$ _____	\$ _____
Total.....	<u>\$ 20,800,000</u>	<u>\$ 8,732,209.41</u>

Answer also in Appendix, Column 3, if filing under ULOE.

<p>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."</p>	<p>Number of Investors</p>	<p>Aggregate Dollar Amount of Purchases</p>
Accredited Investors.....	<u>23</u>	<u>\$ 8,732,209.41</u>
Non-accredited Investors.....	_____	\$ _____
Total (for filings under Rule 504 only).....	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

<p>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.</p>	<p>Type of Security</p>	<p>Dollar Amount Sold</p>
Type of offering		
Rule 505.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504.....	_____	\$ _____
Total.....	_____	\$ _____

<p>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.</p>	<p><input type="checkbox"/></p> <p><input type="checkbox"/></p> <p><input checked="" type="checkbox"/></p> <p><input type="checkbox"/></p> <p><input type="checkbox"/></p> <p><input type="checkbox"/></p> <p><input type="checkbox"/></p> <p><input checked="" type="checkbox"/></p>	<p>\$ _____</p> <p>\$ _____</p> <p><u>\$ 125,000</u></p> <p>\$ _____</p> <p>\$ _____</p> <p>\$ _____</p> <p>\$ _____</p> <p><u>\$ 125,000</u></p>
Transfer Agent's Fees.....		
Printing and Engraving Costs.....		
Legal Fees.....		
Accounting Fees.....		
Engineering Fees.....		
Sales Commissions (specify finders' fees separately).....		
Other Expenses (identify) _____		
Total.....		

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:".....


\$ 20,675,000

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 business (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>20,675,000</u>
Other (specify): _____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals	<input checked="" type="checkbox"/>	\$ <u>0</u>	<input checked="" type="checkbox"/>	\$ <u>20,675,000</u>
Total Payments Listed (column totals added).....			<input checked="" type="checkbox"/>	\$ <u>20,675,000</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) Southampton Photonics, Inc.	Signature 	Date July 30, 2003
Name of Signer (Print or Type) David Parker	Title of Signer (Print or Type) President	

ATTENTION

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