

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.

FORM D

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

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



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

1157036

SEC USE ONLY
Prefix Serial
DATE RECEIVED

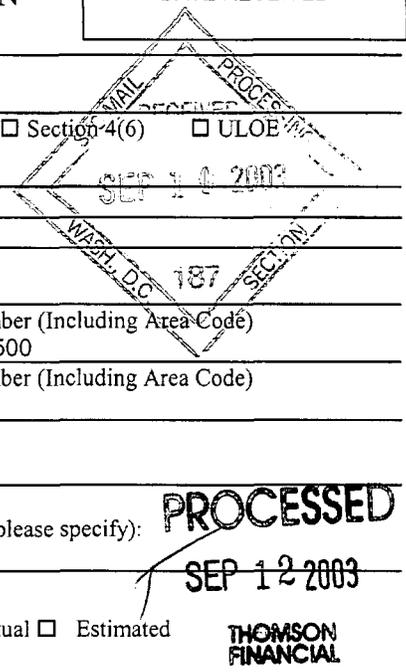
Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Series C Preferred Stock Financing
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing: New Filing Amendment

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.)
Trigo Technologies, Inc.
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
8000 Marina Blvd., Suite 810, Brisbane, CA 94005 (650) 827-0500
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
Internet-based transaction management

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
0 1 0 0
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) 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. 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 to the notice constitutes a part of this notice and must be completed.

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)

Jaime Ellertson

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

SI Corporation, 3500 Lenox Road, Suite 200, Atlanta, GA 30326-1108

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

Full Name (Last name first, if individual)

Bob Evans

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

The Valent Group, LLC, 4015 Miranda Avenue, 2nd Floor, Palo Alto, CA 94304

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.)

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- 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)

Deeter, Byron⁵

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

Trigo Technologies, Inc., 8000 Marina Blvd., Suite 810, Brisbane, CA 94005

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

Full Name (Last name first, if individual)

Ganesan, Venky

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

Trigo Technologies, Inc., 8000 Marina Blvd., Suite 810, Brisbane, CA 94005

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

Full Name (Last name first, if individual)

Mohsin, Reza

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

Trigo Technologies, Inc., 8000 Marina Blvd., Suite 810, Brisbane, CA 94005

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

Full Name (Last name first, if individual)

Anderson, Stephen

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

Trigo Technologies, Inc., 8000 Marina Blvd., Suite 810, Brisbane, CA 94005

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

Full Name (Last name first, if individual)

Henry, Russell

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

Trigo Technologies, Inc., 8000 Marina Blvd., Suite 810, Brisbane, CA 94005

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

Full Name (Last name first, if individual)

Reilly, Thomas

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

Trigo Technologies, Inc., 8000 Marina Blvd., Suite 810, Brisbane, CA 94005

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

⁵ Beneficial ownership held by "Detter, Byron B. and Allison K. Trustee, Deeter Family Trust 7/28/00.

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- 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)

Bessemer Venture Partners¹

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

1400 Old Country Road, Suite 109, Westbury, NY 11590

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

Full Name (Last name first, if individual)

JAFCO Ventures²

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

505 Hamilton Avenue, Suite 310, 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)

Mayfield Fund³

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

2800 Sand Hill Road, 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)

Pequot Capital Management, Inc.⁴

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

500 Nyala Farm Road, Westport, CT 06880

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

Full Name (Last name first, if individual)

The Valent Group/TVG Investors

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

Symphony Technology Group, LLC, 4015 Miranda Avenue, Second Floor, Palo Alto, CA 94304

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

¹ Shares of the Company held by Bessemer Venture Investors II L.P., Bessemer Venture Partners V L.P., Bessemer Ventures V L.P., BVE 2001 LLC, BVE 2001 (Q) LLC and BIP 2001 L.P.

² Shares of the Company held by JAFCO USIT Fund III, LP, JAFCO America Technology Fund III, LP, JAFCO America Technology Cayman Fund III, LP, and JAFCO America Technology Affiliates Fund, LP.

³ Shares of the Company held by Mayfield XI, a Delaware Limited Partnership, Mayfield XI Qualified, a Delaware Limited Partnership, Mayfield Principals Fund II, a Delaware Limited Liability Company and Mayfield Associates Fund VI, a Delaware Limited Partnership.

⁴ Shares of the Company held by Pequot Private Equity Fund III, L.P. and Pequot Offshore Private Equity Partners III, L.P..

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- 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)

Loflin, Dan

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

Trigo Technologies, Inc., 8000 Marina Blvd., Suite 810, Brisbane, CA 94005

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

Full Name (Last name first, if individual)

Nath, Sanjiva

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

Trigo Technologies, Inc., 8000 Marina Blvd., Suite 810, Brisbane, CA 94005

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

Full Name (Last name first, if individual)

Lo, Richard

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

Trigo Technologies, Inc., 8000 Marina Blvd., Suite 810, Brisbane, CA 94005

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

Full Name (Last name first, if individual)

Schiffman, Barry J.

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

JAFCO Venture, 505 Hamilton Avenue, Suite 310, 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)

Bernstein, Deborah

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

c/o Pequot Capital Management, Inc., 500 Nyala Farm Road, Westport, CT 06880

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

Full Name (Last name first, if individual)

Vasan, Robin

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

Mayfield Fund, 2800 Sand Hill Road, Menlo Park, CA 94025

(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?..... \$ 1,000.00
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)

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]
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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]
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(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	<u>\$ 12,000,000.12</u>	<u>\$ 12,000,000.12</u>
	<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred	
Convertible Securities (including warrants).....	\$ 0	\$ 0
Partnership Interests.....	\$ 0	\$ 0
Other (Specify _____).....	\$ 0	\$ 0
Total.....	<u>\$ 12,000,000.12</u>	<u>\$ 12,000,000.12</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>20</u>	<u>\$ 12,000,000.12</u>
Non-accredited Investors	<u>0</u>	<u>\$ 0</u>
Total (for filings under Rule 504 only).....	<u> </u>	<u>\$ </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.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	<u> </u>	\$ <u>0</u>
Regulation A.....	<u> </u>	\$ <u>0</u>
Rule 504	<u> </u>	\$ <u>0</u>
Total.....	<u> </u>	\$ <u>0</u>

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"/> \$ <u> </u>
Printing and Engraving Costs	<input type="checkbox"/> \$ <u> </u>
Legal Fees.....	<input checked="" type="checkbox"/> \$ <u>65,000.00</u>
Accounting Fees	<input type="checkbox"/> \$ <u> </u>
Engineering Fees	<input type="checkbox"/> \$ <u> </u>
Sales and Commissions (specify finders' fees separately)	<input type="checkbox"/> \$ <u> </u>
Other Expenses (identify) _____	<input type="checkbox"/> \$ <u> </u>
Total.....	<input checked="" type="checkbox"/> \$ <u>65,000.00</u>

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

b. Enter the difference between the aggregate offering price 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."

\$ 11,935,000.12

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 checked="" type="checkbox"/> \$ 11,935,000.12
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals.....	<input type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 11,935,000.12
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> \$ 11,935,000.12

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)	Signature	Date
Trigo Technologies, Inc.	<i>Mark Medearis</i>	September 9, 2003
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Mark A. Medearis	Secretary	

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 230.262 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)	Signature	Date
Trigo Technologies, Inc.		September 9, 2003
Name (Print or Type)	Title (Print or Type)	
Mark A. Medearis	Secretary	

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.

UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, Trigo Technologies, Inc., a corporation organized under the laws of the State of Delaware, for the purpose of complying with the laws of the State of Connecticut relating to either the registration or sale of securities, hereby irrevocably appoints Banking Commissioner of Department of Banking, and the successors in such office, its attorney in the State of Connecticut upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of or in connection with the sale of securities or out of violation of the aforesaid laws of said State; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within said State by service of process upon said officer with the same effect as if the undersigned was organized or created under the laws of said State and had lawfully been served with process in said State.

It is requested that a copy of any notice, process or pleading served hereunder or mailed to:

Stephen Anderson

(Name)

c/o Trigo Technologies, Inc., 8000 Marina Blvd., Suite 810, Brisbane, CA 94005

(Address)

Dated: September 9, 2003



By: Mark A. Medearis

Title: Secretary

CORPORATE ACKNOWLEDGMENT

STATE OF CALIFORNIA

COUNTY OF San Mateo

SS.

Cynthia Guglielmo

On Sept. 9, 2003, before me, Cynthia Guglielmo, Notary Public, personally appeared Mark A. Medearis, personally known to me **OR** proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

Cynthia Guglielmo
Notary Public



My Commission expires: 1-9-05