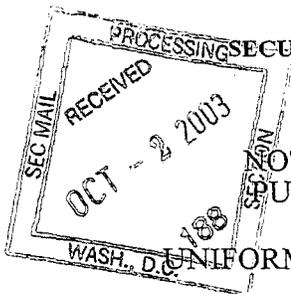


FORM D



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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 table with OMB Number 3235-0076, Expires May 31, 2002, and Estimated average burden 16.00 hours per response.

SEC USE ONLY table with fields for Prefix, Serial, and DATE RECEIVED.

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Series A Convertible Preferred Stock, Convertible Notes and 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

1. Enter the information requested about the issuer. Name of Issuer (check if this is an amendment and name has changed, and indicate change.) READIA, INC. (formerly known as NaviScan LLC and READIA LLC - see Annex C-1). Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code). Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (including Area Code). Brief Description of Business Issuer is a developer of educational toy products for children.

Type of Business Organization (check corporation, limited partnership, already formed, other, business trust, limited partnership, to be formed).

PROCESSED

Actual or Estimated Date of Incorporation or Organization: Month 03, Year 02. Actual (checked), Estimated. Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State; CN for Canada; FN for other foreign jurisdiction).

OCT 03 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 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. 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.

ATTENTION

Failure to file notice in the appropriate states will 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)

Millman, J. Travis

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

116 West 23rd Street, 5th Floor, New York, New York 10011

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

Full Name (Last name first, if individual)

Rajasekharan, Ajit

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

116 West 23rd Street, 5th Floor, New York, New York 10011

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

Full Name (Last name first, if individual)

Frusztajer, Michael

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

116 West 23rd Street, 5th Floor, New York, New York 10011

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

Full Name (Last name first, if individual)

Davis, Stephen M.

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

120 West 45th Street, New York, New York 10036

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

Full Name (Last name first, if individual)

Greylock XI Limited Partnership

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

880 Winter Street, Waltham, MA 02451

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

Full Name (Last name first, if individual)

Bain Capital, LLC

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

111 Huntington Avenue, Boston, MA 02199

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

Full Name (Last name first, if individual)

KRCB Holdings, Inc.

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

2750 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? None

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)

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

[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]	[NH]	[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]	[NH]	[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]	[NH]	[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 "change 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 _____	\$ _____	\$ _____
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) _____	\$ 15,090,909*	\$ 3,250,628*
Partnership Interests _____	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total _____	\$ 15,090,909*	\$ 3,250,628*

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

***See Annex C.1. attached hereto and made a part hereof.**

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 _____	14	\$ 3,250,628*
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 type="checkbox"/>	\$ _____
Printing and Engraving Costs _____	<input type="checkbox"/>	\$ _____
Legal Fees _____	<input checked="" type="checkbox"/>	\$ 150,000
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 checked="" type="checkbox"/>	\$ 2,000
Total _____	<input checked="" type="checkbox"/>	\$ 152,000

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." _____

\$14,938,909*

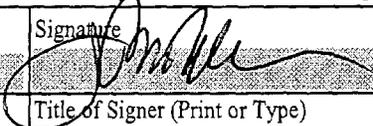
5. Indicate below the amount of the adjusted proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross 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 checked="" type="checkbox"/> \$ 91,268
Working capital _____	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 14,847,641*
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"/> \$ 14,938,909*	

*See Annex C.1. attached hereto and made a part hereof.

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
READIA, INC		September 23, 2003
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
J. Travis Millman	Chief Executive Officer	

ATTENTION

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

Annex C.1.

This Amendment to Form D amends the Issuer's Form D dated July 22, 2003, that covered (i) the sale and issuance of notes convertible into Series A Preferred Stock, (ii) the sale and issuance of Series A Preferred Stock, and (iii) the issuance of Common Shares upon conversion of the Series A Preferred Stock.

There is no separate consideration for the conversion of the notes into Series A Preferred Stock or the conversion of the Series A Preferred Stock into Common Stock. The amount reported under "convertible securities" is the purchase prices of (a) the notes convertible into Series A Preferred Stock and (b) the Series A Preferred Stock. Of the securities offered, (i) \$250,000 in principal amount of notes convertible into Series A Preferred Stock were sold at the initial closing, (ii) \$3,000,628 of Series A Convertible Preferred Stock were sold at a second closing, and (iii) it is contemplated that approximately \$11,840,281 of Series A Convertible Preferred Stock will be sold to the purchasers of the Series A Convertible Preferred Stock when a specified milestone has been achieved by the Issuer. The "Adjusted Gross Proceeds" in Section C.4.b. and "Total Payments" in Section C.5. assume that all the securities offered are sold.

The Issuer was initially a Delaware limited liability company. Prior to the sale of the Series A Preferred Stock, the Issuer converted into a Delaware corporation and the Issuer's name was changed from Readia LLC to Readia Inc. as part of that conversion.