

1130239

FORM D



03033978

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

PROCESSED

OCT 08 2003

THOMSON FINANCIAL

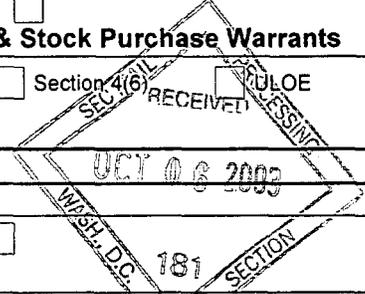
OMB APPROVAL	
OMB Number:.....	3235-0076
Expires:	May 31, 2005
Estimated average burden hours per response.....	1.00

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

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (Check if this is an amendment and name has changed, and indicate change.) **Wireless Services Corporation || Secured Convertible Promissory Notes & Stock Purchase Warrants**

Filing Under (Check box(es) that apply.): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing: New 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.) **Wireless Services Corporation**

Address of Executive Offices (Number and Street, City, State, Zip Code) **12301 NE 10th Place, Suite 301, Bellevue, Washington 98005** Telephone Number (including Area Code) **425-641-3020**

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) **— same as above —** Telephone Number (including Area Code) **— same as above —**

Brief Description of Business **Design and delivery of application delivery platforms for wireless telecommunication networks.**

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 **03** Year **96** 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.) **WA**

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 230.502 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 change 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 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)

Alberg, Tom A.

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

1000 – 2nd Avenue, Suite 3700, Seattle, Washington 98104

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

Full Name (Last name first, if individual)

Grinstein, Keith D.

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

1000 – 2nd Avenue, Suite 1200, Seattle, Washington 98104

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

Full Name (Last name first, if individual)

Huseby, Thomas S.

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

777 – 108th Avenue NE, Suite 1895, Bellevue, Washington 98004

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

Full Name (Last name first, if individual)

Lindsay, Alan C.

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

18910 Sound View Place, Edmonds, Washington 98020

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

Full Name (Last name first, if individual)

Madrona Venture Fund 1-A, LP

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

1000 – 2nd Avenue, Suite 3700, Seattle, Washington 98104

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

Full Name (Last name first, if individual)

Miller, Curtis L.

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

12301 NE 10th Place, Suite 301, Bellevue, Washington 98005

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

Full Name (Last name first, if individual)

Northwest Venture Partners II, LP

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

221 North Wall Street, Suite 628, Spokane, Washington 99201

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

Full Name (Last name first, if individual)

Northwest Venture Partners III, LP

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

221 North Wall Street, Suite 628, Spokane, Washington 99201

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

— Continued to Page 2-A —

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)

Page, Benjamin

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

1000 – 2nd Avenue, Suite 3700, Seattle, Washington 98104

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

Full Name (Last name first, if individual)

Seapoint Ventures I, L.P.

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

777 – 108th Avenue NE, Suite 1895, Bellevue, Washington 98004

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

Full Name (Last name first, if individual)

Seapoint Ventures II, L.P.

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

777 – 108th Avenue NE, Suite 1895, Bellevue, Washington 98004

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

Full Name (Last name first, if individual)

Wood, Stephen R.

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

12301 NE 10th Place, Suite 301, Bellevue, Washington 98005

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.)

— *Continued from Page 2* —

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? \$ n/a
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	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

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

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

1. Enter the Aggregate 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.

<u>Type of Security</u>	<u>Aggregate Offering Price</u>	<u>Amount Already Sold</u>
Debt	\$ <u>-0-</u>	\$ <u>-0-</u>
Equity	\$ <u>-0-</u>	\$ <u>-0-</u>
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ <u>2,000,000</u>	\$ <u>2,000,000</u>
Partnership Interests	\$ <u>-0-</u>	\$ <u>-0-</u>
Other (Specify: _____)	\$ <u>-0-</u>	\$ <u>-0-</u>
Total	\$ <u>2,000,000</u>	\$ <u>2,000,000</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."

	<u>Number of Investors</u>	<u>Aggregate Dollar Amount of Purchases</u>
Accredited Investors	<u>7</u>	\$ <u>2,000,000</u>
Non-accredited Investors	<u>-0-</u>	\$ <u>-0-</u>
Total (for filings under Rule 504 only)	<u>n/a</u>	\$ <u>n/a</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.

<u>Type of Offering</u>	<u>Type of Security</u>	<u>Dollar Amount Sold</u>
Rule 505	<u>n/a</u>	\$ <u>n/a</u>
Regulation A	<u>n/a</u>	\$ <u>n/a</u>
Rule 504	<u>n/a</u>	\$ <u>n/a</u>
Total	<u>n/a</u>	\$ <u>n/a</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>-0-</u>
Printing and Engraving Costs	<input type="checkbox"/>	\$ <u>-0-</u>
Legal Fees	<input checked="" type="checkbox"/>	\$ <u>7,500</u>
Accounting Fees	<input type="checkbox"/>	\$ <u>-0-</u>
Engineering Fees	<input type="checkbox"/>	\$ <u>-0-</u>
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ <u>-0-</u>
Other Expenses (Identify: <u>Blue Sky Fees and Miscellaneous Offering Expenses</u>)	<input checked="" type="checkbox"/>	\$ <u>2,500</u>
Total	<input checked="" type="checkbox"/>	\$ <u>10,000</u>