

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, 2005, and 16.00 hours per form.

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

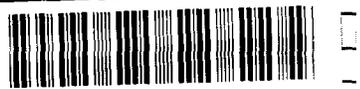
Name of Offering (Purchase of Series C Preferred Stock) and Filing Under (Rule 506 checked).

Type of Filing: New Filing checked.

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer: Friendster, Inc.



03034342

Address of Executive Offices: 415 N. Mary Avenue, Suite 112-280, Sunnyvale, CA 94085

Address of Principal Business Operations: (if different from Executive Offices)

Brief Description of Business: Online Networking Community

Type of Business Organization

- Checked: corporation. Other options: limited partnership, already formed; limited partnership, to be formed; other: General Partnership.

PROCESSED stamp dated OCT 07 2003

Actual or Estimated Date of Incorporation or Organization: 08/02/02. Actual checked.

Jurisdiction of Incorporation or Organization: D (Delaware)

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. 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.

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.

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 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)

Abrams, Jonathan

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

415 N. Mary Avenue, Suite 112-280, Sunnyvale, CA 94085

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

Full Name (Last name first, if individual)

Hoffman, Reid

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

2136 6th Avenue W, Seattle, WA 98119

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

Full Name (Last name first, if individual)

Isbell, Lewis R. and Barbara I.

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

P.O. Box 3434, Ketchum, ID 83340

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

Full Name (Last name first, if individual)

Lee, Roger

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

876 Castro Street, San Francisco, CA 94114

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

Full Name (Last name first, if individual)

David B. Baszucki and Jan M. Ellison, tees, BASZUCKI/ELLISON T/A dtd 1/12/98, amd.

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

c/o David B. Baszucki, 221 Erica Way, Portola Valley, CA 94028

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

Full Name (Last name first, if individual)

Pincus, Mark

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

1572 Shrader Street, San Francisco, CA 94117

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

Full Name (Last name first, if individual)

Koogle, Timothy A.

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

12950 Robleda Road, Los Altos, CA 94022

(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 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)
Thiel, Peter

Business or Residence Address (Number and Street, City, Zip Code)
555 California Street, Suite 4360, San Francisco, CA 94104

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

Full Name (Last name first, if individual)
Shriram, Ram

Business or Residence Address (Number and Street, City, Zip Code)
21510 Saratoga Heights Drive, Saratoga, CA 95070

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

Full Name (Last name first, if individual)
Lindstrom, Kent

Business or Residence Address (Number and Street, City, Zip Code)
415 N. Mary Avenue, Suite 112-280, Sunnyvale, CA 94085

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, 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, 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, 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, Zip Code)

(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 in 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>1,349,992.55</u>
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Limited Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ _____	\$ <u>1,349,992.55</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 Purchase
Accredited Investors	12	\$ <u>1,349,992.55</u>
Non-accredited Investors	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	N/A	\$ N/A
Regulation A	N/A	\$ N/A
Rule 504	N/A	\$ N/A
Total	N/A	\$ N/A

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 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>10,000.00</u>
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (identify) <u>miscellaneous including printing and anticipated filing fees</u>	<input checked="" type="checkbox"/>	\$ <u>750.00</u>
Total	<input checked="" type="checkbox"/>	\$ <u>10,750.00</u>

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

b. Enter the differences 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.".....

\$ 1,339,242.55

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 of 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 - Questions 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"/> \$ _____
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"/> \$ 1,339,242.55
Other (specify): _____	<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"/> \$ 1,339,242.55

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) Friendster, Inc.	Signature 	Date September 17, 2003
Name of Signer (Print or Type) Kent Lindstrom	Title of Signer (Print or Type) Chief Operating Officer	

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 of the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Friendster, Inc.		September 17, 2003
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Kent Lindstrom	Chief Operating Officer	

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.

APPENDIX

1 STATE	2 Intend to sell To non-accredited Investors in State (Part B-Item 1)		3 Type of security And aggregate Offering price Offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA		X	Purchase of Series C Preferred Stock	1	\$19,998.78	0	N/A		X
WI									
WV									
WY									
PR									