

FORM D

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

1266741

OMB APPROVAL table with OMB Number: 3235-0076, Expires: May 31, 2005, Estimated average burden: 16.00 hours per response.



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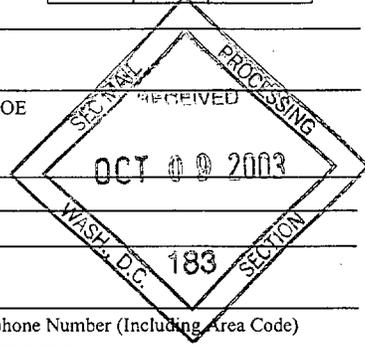
FORM D

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

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

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

Filing Under (Check box(es) that apply): () Rule 504 () Rule 505 (X) Rule 506 () Section 4(6) () ULOE Type of Filing: (X) New Filing () Amendment



A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer

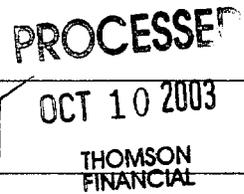
Name of Issuer () check if this is an amendment and name has changed, and indicate change. Kazeon Systems, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 1266 Terra Alta Drive, Milpitas, CA 95035 (408) 569-3775

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (408) 569-3775

Brief Description of Business

Developer of information technology systems



Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month 08 Year 03 (X) 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

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.

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

Requested for the following:

Issuer, if the issuer has been organized within the past five years;

Holder of 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.

Officer and director of corporate issuers and of corporate general and managing partners of partnership issuers;

Managing partner of partnership issuers.

Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

(Individual)

(Number and Street, City, State, Zip Code)

San Francisco, CA 95035

Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

(Individual)

(Number and Street, City, State, Zip Code)

San Francisco, CA 95035

Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

(Individual)

(Number and Street, City, State, Zip Code)

Building 2, Suite 290 Menlo Park, CA 94025

Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

(Individual)

(Number and Street, City, State, Zip Code)

Santa Monica, CA 90401

Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

(Individual)

(Number and Street, City, State, Zip Code)

Building 2, Suite 290 Menlo Park, CA 94025

Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

(Individual)

(Number and Street, City, State, Zip Code)

Santa Monica, CA 90401

Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

(Individual)

, Inc.

(Number and Street, City, State, Zip Code)

San Francisco, CA 94104

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

B. INFORMATION ABOUT OFFERING

er sold, or does the issuer intend to sell, to non-accredited investors this offering?

Yes No

Answer also in Appendix, Column 2, if filing under ULOE.

minimum investment that will be accepted from any individual?

\$ _____

ffering permit joint ownership of a single unit?

Yes No

information requested for each person who has been or will be paid or given, directly or indirectly, any fee or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If the person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state securities authority, you may set forth the information for that broker or dealer only.

(Name first, if individual)

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

Registered Broker or Dealer _____

Person Listed Has Solicited or Intends to Solicit Purchasers in _____

States" or check individual States)

All States

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

(Name first, if individual)

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

Registered Broker or Dealer _____

Person Listed Has Solicited or Intends to Solicit Purchasers in _____

States" or check individual States)

All States

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

(Name first, if individual)

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

Registered Broker or Dealer _____

Person Listed Has Solicited or Intends to Solicit Purchasers in _____

States" or check individual States)

All States

<input type="checkbox"/>	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
<input type="checkbox"/>	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
<input type="checkbox"/>	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
<input type="checkbox"/>	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

b. Enter the difference between the aggregate offering 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."

\$ 6,684,700.00

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 checked="" type="checkbox"/>	\$ 0.00	<input checked="" type="checkbox"/>	\$ 0.00
Purchase of real estate	<input checked="" type="checkbox"/>	\$ 0.00	<input checked="" type="checkbox"/>	\$ 0.00
Purchase, rental or leasing and installation of machinery and equipment	<input checked="" type="checkbox"/>	\$ 0.00	<input checked="" type="checkbox"/>	\$ 0.00
Construction or leasing of plant buildings and facilities	<input checked="" type="checkbox"/>	\$ 0.00	<input checked="" type="checkbox"/>	\$ 0.00
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 checked="" type="checkbox"/>	\$ 0.00	<input checked="" type="checkbox"/>	\$ 0.00
Repayment of indebtedness	<input checked="" type="checkbox"/>	\$ 0.00	<input checked="" type="checkbox"/>	\$ 0.00
Working capital	<input checked="" type="checkbox"/>	\$ 0.00	<input checked="" type="checkbox"/>	\$ 6,684,700.00
Other (specify): _____	<input checked="" type="checkbox"/>	\$ 0.00	<input checked="" type="checkbox"/>	\$ 0.00
_____	<input checked="" type="checkbox"/>	\$ 0.00	<input checked="" type="checkbox"/>	\$ 0.00
_____	<input checked="" type="checkbox"/>	\$ 0.00	<input checked="" type="checkbox"/>	\$ 0.00
Column Totals	<input checked="" type="checkbox"/>	\$ 0.00	<input checked="" type="checkbox"/>	\$ 6,684,700.00
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/>	\$ 6,684,700.00		

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) Kazeon Systems, Inc.	Signature <i>K. Sudhakar</i>	Date September , 2003
Name of Signer (Print or Type) Sudhakar Muddu	Title of Signer (Print or Type) Chief Executive Officer	

ATTENTION

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