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

OMB APPROVAL	
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**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)  
 LIMITED PARTNERSHIP INTERESTS IN REMBRANDT VENTURE PARTNERS II, LP

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)  
 REMBRANDT VENTURE PARTNERS II, LP (the "Partnership" or "issuer")

DEC 24 2003

Address of Executive Offices (Number and Street, City, State, Zip Code) c/o Rembrandt Venture Partners II, LLC, 301 University Ave., 4 <sup>th</sup> Floor Palo Alto, CA 94301	Telephone Number (including Area Code) 650/326-7070
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (including Area Code)

Brief Description of Business  
The Partnership was formed to invest in early stage companies in the information technology business. The Partnership is applying for a participating security-type SBIC license.

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

PROCESSED

Actual or Estimated Date of Incorporation or Organization: [1][2] [0][3]  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

DEC 30 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. 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.

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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.

SEC 1972 (6-02)      Persons who 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.

**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 Partner

Full Name (Last name first, if individual)

Rembrandt Venture Partners II, LLC

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

301 University Ave., 4<sup>th</sup> Floor, Palo Alto, CA 94301

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     Managing Member of General Partner

Full Name (Last name first, if individual)

CASILLI, Gerald S.

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

c/o Rembrandt Venture Partners II, LLC, 301 University Ave., 4<sup>th</sup> Floor, Palo Alto, CA 94301

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     Managing Member of General Partner

Full Name (Last name first, if individual)

EATON, Gregory F.

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

c/o Rembrandt Venture Partners II, LLC, 301 University Ave., 4<sup>th</sup> Floor, Palo Alto, CA 94301

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     Managing Member of General Partner

Full Name (Last name first, if individual)

LING, Richard G.

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

c/o Rembrandt Venture Partners II, LLC, 301 University Ave., 4<sup>th</sup> Floor, Palo Alto, CA 94301

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

**B. INFORMATION ABOUT OFFERING**

Yes      No

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?           

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

2. What is the minimum investment that will be accepted from any individual?

The minimum commitment of a private limited partner is \$500,000 (unless waived by General Partner)

Yes      No  
[✓]     

3. Does the offering permit joint ownership of a single unit?

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.

NOT APPLICABLE

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]

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

**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 the 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	Private Capital Committed	Aggregate Capital Contribution
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>0</u>	\$ <u>0</u>
Partnership Interests: Investment in limited partnership interests, in the aggregate capital commitment of a minimum of \$10 million, maximum of \$50 million <sup>1</sup> .....\$	<u>50,000,000</u>	\$ <u>10,101,010.10</u>
Other (Specify _____).....\$	<u>0</u>	\$ <u>0</u>
Total.....\$	<u>50,000,000</u>	\$ <u>10,101,010.10</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 Interests Purchased
Accredited Investors <sup>2</sup> .....	<u>22</u>	\$ <u>10,101,010.10</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.

<sup>1</sup> All Investors, other than the General Partner, were admitted to the Partnership as limited partners.

<sup>2</sup> The General Partner committed to invest an amount in the Partnership equal to 1% of the aggregate commitments (\$ 101,010.10); and the Principals of the General Partner and certain related entities committed to invest 10,000,000 in the Partnership as private limited partners.

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

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, 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 Security	Dollar Amount Sold
Type of Offering .....		
Rule 505 .....	<u>0</u>	\$ <u>0</u>
Regulation A .....	<u>0</u>	\$ <u>0</u>
Rule 504 .....	<u>0</u>	\$ <u>0</u>
Total .....	<u>0</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 insurer. 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 of 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>80,000</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) _____ .....	<input type="checkbox"/>	\$	<u>0</u>
Total .....	<input checked="" type="checkbox"/>	\$	<u>80,000</u>

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." ..... Gross proceeds of \$50,000,000  
 ..... *(No expenses deducted from*  
 ..... *total commitment amount)*

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

5. Indicate below the amount of the adjusted gross proceed 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.

	<input type="checkbox"/>	Payments to Officers, Directors & Affiliates	<input type="checkbox"/>	Payments to Others
Salaries and fees.....	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Purchase of real estate.....	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
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"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Repayment of indebtedness.....	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Working capital and initial formation.....	<input type="checkbox"/>	\$ <u>50,000,000</u>	<input type="checkbox"/>	\$ <u>0</u>
Other (specify):.....	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Column Totals.....	<input type="checkbox"/>	\$ <u>50,000,000</u>	<input type="checkbox"/>	\$ <u>0</u>
Total Payments Listed (column totals added).....				\$ <u>50,000,000</u>

**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) REMBRANDT VENTURE PARTNERS II, L.P. By: Rembrandt Venture Partners II, LLC, its General Partner	Signature 	Date December <u>23</u> , 2003
Name of Signer (Print or Type) Gregory F. Eaton	Title of Signer (Print or Type) Managing Member	

**ATTENTION**

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