

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 Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response... 16.00

SEC USE ONLY

Prefix Serial

DATE RECEIVED



03040640

DEC 15 2003

Name of Offering ( [ ] check if this is an amendment and name has changed, and indicate change.)

STEELCLOUD, INC.

1058027

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

1. Enter the information requested about the issuer

Name of Issuer ( [ ] check if this is an amendment and name has changed, and indicate change.)

STEELCLOUD, INC.

Address of Executive Offices (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

1306 Squire Court, Sterling, VA 20166

(703) 450-0400

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

SteelCloud is a provider of network security appliances and consulting solutions. The company develops security solutions with software and technology companies.

Type of Business Organization

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

Month Year

Actual or Estimated Date of Incorporation or Organization: [ 2 ] [ 98 ] [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) [M][A]

PROCESSED

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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 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 in 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

Handwritten initials

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) Dunne, Thomas

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

c/o SteelCloud, Inc., 1306 Squire Court, Sterling, VA 20166

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

Full Name (Last name first, if individual) Spear, Edward

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

c/o SteelCloud, Inc., 1306 Squire Court, Sterling, VA 20166

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

Full Name (Last name first, if individual) Murphy, Kevin

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

c/o SteelCloud, Inc., 1306 Squire Court, Sterling, VA 20166

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

Full Name (Last name first, if individual) Kaplowitz, Jay

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

101 East 52<sup>nd</sup> Street, 9<sup>th</sup> floor, New York, NY 10022

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

Full Name (Last name first, if individual) Prins, Richard

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

c/o SteelCloud, Inc., 1306 Squire Court, Sterling, VA 20166

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

Full Name (Last name first, if individual) Bruno, James

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

c/o SteelCloud, Inc., 1306 Squire Court, Sterling, VA 20166

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

Full Name (Last name first, if individual) Krieger, Benjamin

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

c/o SteelCloud, Inc., 1306 Squire Court, Sterling, VA 20166

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

Full Name (Last name first, if individual) VADM E.A. Burkhalter, Jr., USN (Ret.)

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

c/o SteelCloud, Inc., 1306 Squire Court, Sterling, VA 20166

(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 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		
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred	\$ 9,000,000	\$ -0-
Convertible Securities (including warrants)	\$ _____	\$ _____
Limited Partnership Interests	\$ _____	\$ _____
Other (Specify: )	\$ _____	\$ _____
Total	\$ 9,000,000	\$ 0

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 Purchases
Accredited Investors	0	\$ _____
Non-Accredited Investors	0	\$ _____
Total (for filings under Rule 504 only)	0	\$ _____

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, 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 checked="" type="checkbox"/> \$500
Printing and Engraving Costs	<input checked="" type="checkbox"/> \$ _____

Legal Fees	[X]	\$ 25,000
Accounting Fees	[ ]	\$ _____
Engineering Fees	[ ]	\$ _____
Sales Commissions (specify finders' fees separately)	[X]	\$ 630,000
Other Expenses (identify) <u>Filing Fees and Miscellaneous</u>	[X]	\$ 2,500
Total	[X]	\$ 658,000

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." \$ 8,342,000

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	[ ] \$ _____	[ ] \$ _____
Purchase of real estate	[ ] \$ _____	[ ] \$ _____
Purchase, rental or leasing and installation of machinery and equipment	[ ] \$ _____	[ ] \$ _____
Construction or leasing of plant buildings and facilities	[ ] \$ _____	[ ] \$ _____
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)	[ ] \$ _____	[ ] \$ _____
Repayment of indebtedness	[ ] \$ _____	[ ] \$ _____
Working capital	[ ] \$ _____	[ ] \$ 8,342,000
Other (specify):	[ ] \$ _____	[ ] \$ _____
Column Totals	[ ] \$ _____	[ ] \$ 8,342,000
Total Payments Listed (column totals added)	[ ] \$ 8,342,000	

**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) STEELCLOUD, INC.	Signature <i>Thomas P. Dunne</i>	Date 12/03/03
Name of Signer (Print or Type) Thomas P. Dunne	Title of Signer (Print or Type) <b>Chief Executive Officer</b>	

**ATTENTION**

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