

Form D

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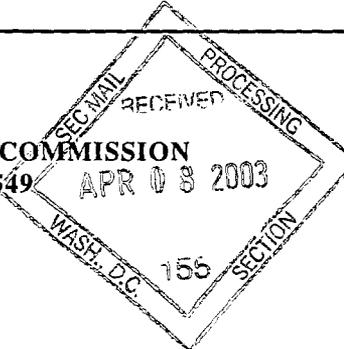
SEC 1972  
(6/99)

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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

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



OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2002

Estimated average burden hours per response...1

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.)

Private Placement of Series A1 Convertible Participating Preferred Stock

Filing Under (Check box(es) that apply):  Rule 504  Rule 505  Rule 506  Section 4(6)  ULOE

Type of Filing:  New Filing  Amendment

PROCESSED

A. BASIC IDENTIFICATION DATA

APR 09 2003

1. Enter the information requested about the issuer

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

THOMSON  
FINANCIAL

Legra Systems, Inc.

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

3 Burlington Woods Drive, MA 01803 Tel: 781-272-8400

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

Brief Description of Business

Developing and marketing of wireless network infrastructure components.

WKA



Full Name (Last name first, if individual)  
Israel Drori

Business or Residence Address (Number and Street, City, State, Zip Code)  
3 Burlington Woods Drive, MA 01803

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

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Full Name (Last name first, if individual)  
Tom Ermolovich

Business or Residence Address (Number and Street, City, State, Zip Code)  
3 Burlington Woods Drive, MA 01803

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

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Full Name (Last name first, if individual)  
Michael O'Neill

Business or Residence Address (Number and Street, City, State, Zip Code)  
Kodiak Venture Partners, 35 Forest Ridge Road, Suite 200, Concord, MA 01742

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

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Full Name (Last name first, if individual)  
Gary Gannot

Business or Residence Address (Number and Street, City, State, Zip Code)  
Genesis Partners, 11 Hamenofim Street, Building B, 4th Fl., Herzliya Pituach 46725 Israel

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

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Full Name (Last name first, if individual)  
Kodiak Venture Partners II-A, L.P., Kodiak Venture Partners II-B, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)  
Kodiak Venture Partners, Bay Colony Corporate Center, 1000 winter Street, Suite 3800, Waltham, MA 02451

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

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Full Name (Last name first, if individual)  
Genesis Partners II, L.D.C., Genesis Partners II (Israel) L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)  
Genesis Partners, 11 Hamenofim Street, Building B, 4th Fl., Herzliya Pituach 46725 Israel

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

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Full Name (Last name first, if individual)  
Ronald Willis

Business or Residence Address (Number and Street, City, State, Zip Code)  
3 Burlington Woods Drive, MA 01803

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

**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.  | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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?.....  |                          |                                     |
| 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 person to be listed is an associated person or agent of a broker or dealer |                          |                                     |

Yes No

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]

(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.....	\$0	\$0
Equity Series A1 Convertible .....	\$6,500,000	\$3,500,000
	<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred	
Convertible Securities (including warrants) .....	\$0	\$0
Partnership Interests .....	\$0	\$0
Other (Specify.....).	\$0	\$0

Total .....	<u>\$6,500,000</u>	<u>\$3,500,000</u>
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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 .....	4	<u>\$3,500,000</u>
Non-accredited Investors .....		<u>\$</u>
Total (for filings under Rule 504 only) .....		<u>\$</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, 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>\$</u>
<u>Regulation A</u> .....		<u>\$</u>
Rule 504 .....		<u>\$</u>
Total .....		<u>\$</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 .....	[ ]	<u>\$0</u>
Printing and Engraving Costs .....	[ ]	<u>\$0</u>
Legal Fees .....	[x]	<u>\$15,000.00</u>
Accounting Fees .....	[x]	<u>\$0</u>
Engineering Fees .....	[ ]	<u>\$0</u>
Sales Commissions (specify finders' fees separately) .....	[ ]	<u>\$0</u>
Other Expenses (identify): <u>State Filing Fees</u> .....	[x]	<u>\$300.00</u>
Total .....	[x]	<u>\$15,300.00</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." .....

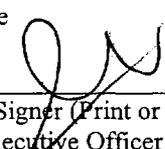
\$6,484,700

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 .....	[X] \$3,000,000	[ ] \$0
Purchase of real estate .....	[ ] \$0	[ ] \$0
Purchase, rental or leasing and installation of machinery and equipment .....	[ ] \$0	[ ] \$0
Construction or leasing of plant buildings and facilities .....	[ ] \$0	[ ] \$0
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) .....	[ ] \$0	[ ] \$0
Repayment of indebtedness .....	[ ] \$0	[ ] \$0
Working capital .....	[ ] \$0	[x] \$3,484,700
Other (specify): Reserve to fund potential capital expenditure. Fund a study. _____	[ ] \$0	[ ] \$0
Column Totals .....	[ ] \$3,000,000	[x] \$3,484,700
Total Payments Listed (column totals added) .....	[x] \$6,484,700	

**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) Legra Systems, Inc.	Signature 	Date March 27, 2003
Name of Signer (Print or Type) Israel Drori	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.)