

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

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)	☐ Promoter	☒ Beneficial Owner	☒ Executive Officer
that Apply:	☒ Director	☐ General and/or Managing Partner	

Full Name (Last name first, if individual)

Hillman, Robert S.

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

c/o Accumetrics, Inc., 3985 B Sorrento Valley Blvd., San Diego, CA 92121

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

Full Name (Last name first, if individual)

Lief, Jack

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

5516 Ladybird Lane, La Jolla, CA 92037

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

Full Name (Last name first, if individual)

Fisher Scientific International, Inc.

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

Liberty Lane, Hampton, NH 03842

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

Full Name (Last name first, if individual)

Essex Woodlands Health Ventures V, L.P.

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

190 South LaSalle Street, Ste. 2800, Chicago, IL 60603

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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.
2. What is the minimum investment that will be accepted from any individual? \$ no minimum
3. Does the offering permit joint ownership of a single unit? Yes ☒ No ☐
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.

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]	[VA]	[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]	[VA]	[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]	[VA]	[WV]	[WI]	[WY]	[PR]

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 offering for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ <u>-0</u>	\$ <u>-0</u>
Equity	\$ <u>7,000,000*</u>	\$ <u>7,000,000*</u>
☐ Common ☒ Preferred		
Convertible Securities (including warrants) Warrant to Purchase Common Stock	\$ <u>249,999*-</u>	\$ <u>249,999*</u>
Partnership Interests	\$ <u>-0-</u>	\$ <u>-0-</u>
Other (Specify _____)	\$ <u>-0-</u>	\$ <u>-0-</u>
Total	\$ <u>7,249,999*</u>	\$ <u>7,249,999*</u>

Answer also in Appendix, Column 3, if filing under ULOE.

*See Annex C.1

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."

		Aggregate Dollar Amount
Accredited Investors	<u>-2-</u>	\$ <u>7,249,999</u>
Non-accredited Investors	<u>-0-</u>	\$ <u>-0-</u>
Total (for filings under Rule 504 only)	<u>-0-</u>	\$ <u>-0-</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, 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	<u>N/A</u>	\$ <u>N/A</u>
Regulation A	<u>N/A</u>	\$ <u>N/A</u>
Rule 504	<u>N/A</u>	\$ <u>N/A</u>
Total	<u>N/A</u>	\$ <u>N/A</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	☐	\$ _____
Printing and Engraving Costs	☐	\$ <u>-0</u>
Legal Fees	☒	\$ <u>30,000</u>
Accounting Fees	☐	\$ <u>-0</u>
Engineering Fees	☐	\$ <u>-0</u>
Sales Commissions (specify finders' fees separately)	☐	\$ _____
Other Expenses (Identify) _____	☐	\$ <u>-0</u>
Total	☒	\$ <u>30,000</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"

\$ 7,214,999

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

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.

	Payment to Officers, Directors, & Affiliates	Payment To Others
Salaries and fees	☐ \$ -0-	☐ \$ -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-	☒ \$7,214,999
Other (specify):		
Column Totals	☐ \$ -0-	☒ \$7,214,999
Total Payments Listed (column totals added)		☒ \$ 7,214,999

D. FEDERAL SIGNATURE

The issuer had 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) Accumetrics, Inc.	Signature 	Date March <u>3</u> , 2004
Name of Signer (Print or Type) Robert S. Hillman	Title of Signer (Print or Type) President	

ATTENTION

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

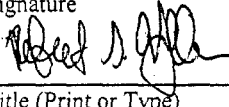
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) 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 the state administrator of any state in which the 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 any 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 by the undersigned duly authorized person.

Issuer (Print or Type) Accumetrics, Inc.	Signature 	Date March <u>3</u> , 2004
Name (Print or Type) Robert S. Hillman	Title (Print or Type) President	

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.

Annex C.1.

This Form D relates to (i) the sale and issuance of Series B Preferred Stock and the issuance of Common Stock upon conversion of the Series B Preferred Stock, and (ii) the issuance of Warrants and the underlying common stock issuable upon the exercise of the Warrants. The Warrants will be issued for a nominal price. There is no separate consideration for the conversion of the Series B Preferred Stock into Common Stock. The amount reported under "Aggregate Offering Price" represents the aggregate offering price of the Common Stock and the exercise price of the Warrants. The "Adjusted Gross Proceeds" in Section C.4.b. and "Total Payments" in Section C.5 assume that all the securities offered are sold and that the Warrants will be exercised.