

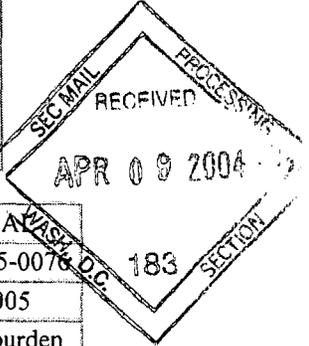


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SEC 1972 Potential persons who : (6-02) form are not required to respond unless the form displays a currently valid OMB control number.

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 state exemption unless such exemption is predicated on the filing of a federal notice.



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

OMB APPROVAL DATE: APR 09 2004 OMB Number: 3235-0076 Expires: May 31, 2005 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

PROCESSED APR 13 2004

THOMSON FINANCIAL

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) Up to 26,700,000 shares of Series D Preferred Stock

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.) Global Locate, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 3190 South Bascom Avenue, Suite 260, San Jose, CA 95124 (408) 371-0580

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



- 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 Promoter Beneficial Executive Director General and/or
 Apply: Owner Officer Partner

Full Name (Last name first, if individual)
 Pomerantz, Scott D.

Business or Residence Address (Number and Street, City, State, Zip Code)
 849 Lincoln Avenue, 2nd Floor, Glen Rock, New Jersey 07452

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

Full Name (Last name first, if individual)
 Fuchs, Donald L.

Business or Residence Address (Number and Street, City, State, Zip Code)
 3190 South Bascom Avenue, Suite 260, San Jose, California 95124

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

Full Name (Last name first, if individual)
 Abraham, Charles

Business or Residence Address (Number and Street, City, State, Zip Code)
 3190 South Bascom Avenue, Suite 260, San Jose, California 95124

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

Full Name (Last name first, if individual)
 Bailin, David R.

Business or Residence Address (Number and Street, City, State, Zip Code)
 162 Cross Highway, Westport, Connecticut 06880

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

Full Name (Last name first, if individual)
Greenspun, Brian

Business or Residence Address (Number and Street, City, State, Zip Code)
901 North Green Valley Parkway, Suite 210, Henderson, Nevada 89014

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

Full Name (Last name first, if individual)
Rosen, Michael

Business or Residence Address (Number and Street, City, State, Zip Code)
P.O. Box 21, 17249 El Mirador, Rancho Santa Fe, California 92067

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

Full Name (Last name first, if individual)
Schwartz, Robert S.

Business or Residence Address (Number and Street, City, State, Zip Code)
12777 Borregas Avenue, Suite 100, Sunnyvale, California 94089

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

Full Name (Last name first, if individual)
Funai Electric Co., Ltd.

Business or Residence Address (Number and Street, City, State, Zip Code)
7-1, 7-chome Nakagaito Daito, Osaka, Japan 574-0013

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

Full Name (Last name first, if individual)
G.C. Investments, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)
901 Green Valley Parkway, Suite 210, Henderson, Nevada 89014

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

Full Name (Last name first, if individual)
Firsthand Technology Value Fund, a series of Firsthand Funds

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Firsthand Capital Management, 125 South Market Street, San Jose, California 95112

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

Full Name (Last name first, if individual)
Third Point Offshore Fund Ltd.

Business or Residence Address (Number and Street, City, State, Zip Code)
360 Madison Avenue, 24th Floor, New York, New York 10017

(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.

2. What is the minimum investment that will be accepted from any individual?..... \$10,000

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

Full Name (Last name first, if individual)
Schmitt, George

Business or Residence Address (Number and Street, City, State, Zip Code)
PO Box 1219, Zephyr Cove, Nevada 89448

(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 | \$ _____ | \$ _____ |
| Equity | \$ _____ | \$ _____ |
| [] Common [x] Preferred | | |
| Convertible Securities (including warrants) –Series D Preferred and Series D Preferred Stock Warrants. | \$ <u>24,030,000</u> | \$ <u>5,719,361.80</u> |
| Partnership Interests | \$ _____ | \$ _____ |
| Other (Specify _____). | \$ _____ | \$ _____ |
| Total | \$ <u>24,030,000</u> | \$ <u>5,719,361.80</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 Purchases |
| Accredited Investors | 13 | \$5,719,361.80 |
| Non-accredited Investors | | \$ _____ |
| Total (for filings under Rule 504 only) | | \$ _____ |

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 | _____ | \$ _____ |
| <u>Regulation A</u> | _____ | \$ _____ |
| 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 type="checkbox"/> | \$ _____ |
| Printing and Engraving Costs | <input checked="" type="checkbox"/> | \$ 300.00 |
| Legal Fees | <input checked="" type="checkbox"/> | \$ 80,000.00 |
| Accounting Fees | <input checked="" type="checkbox"/> | \$ 10,000.00 |
| Engineering Fees | <input type="checkbox"/> | \$ _____ |
| Sales Commissions (specify finders' fees separately) | <input type="checkbox"/> | \$ _____ |
| Other Expenses (identify) _____ | <input type="checkbox"/> | \$ _____ |
| Total | <input checked="" type="checkbox"/> | \$ 90,300.00 |

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." \$23,939,700.00

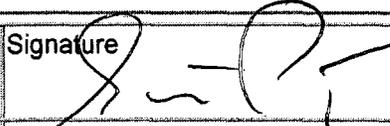
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted 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"/> \$1,563,000 | <input checked="" type="checkbox"/> \$11,399,000 |
| Purchase of real estate | <input type="checkbox"/> \$ _____ | <input type="checkbox"/> \$ _____ |

| | |
|--|---|
| Purchase, rental or leasing and installation of machinery and equipment | []\$ _____ [x]\$ <u>700,000</u> |
| 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 | []\$ _____ [x]\$ <u>6,338,000</u> |
| Other (specify): _____ | []\$ _____ [] \$ _____ |
| _____ | []\$ _____ [] \$ _____ |
| Column Totals | [x]\$ <u>1,563,000</u> [x] \$ <u>22,376,700</u> |
| Total Payments Listed (column totals added) | [x] \$ <u>23,939,700</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) Global Locate, Inc. | Signature  | Date 4-8-04 |
| Name of Signer (Print or Type) Scott D. Pomerantz | Title of Signer (Print or Type) President | |

ATTENTION

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

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No
[] []

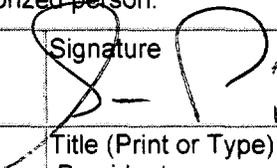
See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this 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 the 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) Global Locate, Inc. | Signature  | Date 4-8-04 |
| Name of Signer (Print or Type) Scott D. Pomerantz | 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.

APPENDIX

| 1 | 2 | 3 | 4 | 5 |
|---|---|--|--|--|
| | Intend to sell to non-accredited investors in | Type of security and aggregate offering price offered in state (Part C-Item 1) | Type of investor and amount purchased in State (Part C-Item 2) | Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) |

| | | | | | | | | | |
|----|--|---|---|---|----------------|--|--|--|---|
| NV | | | | | | | | | |
| NH | | | | | | | | | |
| NJ | | X | Series D Pfd. Stock & Series D Pfd. Warrants | 1 | \$50,000 | | | | X |
| NM | | | | | | | | | |
| NY | | X | Series D Pfd. Stock & Series D Pfd. Warrants | 7 | \$4,726,127.70 | | | | X |
| NC | | | | | | | | | |
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<http://www.sec.gov/divisions/corpfin/forms/formd.htm>
Last update: 06/06/2002