

FORM D

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

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FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering () check if this is an amendment and name has changed, and indicate change.)
Sale and Issuance of Series E Preferred Stock (and Common Stock issuable upon conversion thereof) and exchange of Preferred Stock for an equivalent number of shares of 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

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.)

Atrica, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)
3255-3 Scott Boulevard, Santa Clara, CA 95054-3017

Telephone Number (Including Area Code)
(408) 562-9400

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
provider of Optical Ethernet solutions for Metropolitan Area networks

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

PROCESSED
APR 15 2004

Actual or Estimated Date of Incorporation or Organization: Month Year
0 2 0 0 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) D E

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.
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.
Information Required: A new filing must contain all information requested.
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.

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.

Handwritten mark

Potential persons who are to 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.

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

Full Name (Last name first, if individual)

Rubinstain, Avinoam

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

3255-3 Scott Boulevard, Santa Clara, CA 95054-3017

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

Full Name (Last name first, if individual)

Ragavan, Vivek

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

3255-3 Scott Boulevard, Santa Clara, CA 95054-3017

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

Full Name (Last name first, if individual)

Chen, Nan

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

3255-3 Scott Boulevard, Santa Clara, CA 95054-3017

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

Full Name (Last name first, if individual)

Ziffer, Randy

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

3255-3 Scott Boulevard, Santa Clara, CA 95054-3017

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

Full Name (Last name first, if individual)

Senderovich, Amnon

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

3255-3 Scott Boulevard, Santa Clara, CA 95054-3017

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

Full Name (Last name first, if individual)

Benhamou, Eric

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

5400 Bayfront Plaza, Santa Clara, CA 95052

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

Full Name (Last name first, if individual)

Shelef, Nachman

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

2480 Sand Hill Road, Suite 200, Menlo Park, CA 94025

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

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

Full Name (Last name first, if individual)

Veyssiere, Frederic

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

One Embarcadero Center, 41st Floor, San Francisco, CA 94111

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

Full Name (Last name first, if individual)

Cadogan, William

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

10400 Viking Drive, Suite 550, Eden Prairie, MN 55344

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

Full Name (Last name first, if individual)

Shadman, Ali

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

Two Prudential Plaza, 180 North Stetson Avenue, Suite 4500, Chicago, IL 60601

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

Full Name (Last name first, if individual)

Bronstein, Zvica

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

24 Almoa Street, Ramat Efal 52962 Israel

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

Full Name (Last name first, if individual)

Lahat, Amir

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

1595 Tenaka Pl. M.8, Sunnyvale, CA 94087

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

Full Name (Last name first, if individual)

David G. Yates and Sarah Lane, CP

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

870 Creek Drive, Menlo Park, CA 94025

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

Full Name (Last name first, if individual)

BCPI I, L.P.

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

c/o Benchmark Capital, 2480 Sand Hill Road, Suite 200, Menlo Park, CA 94025

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

Full Name (Last name first, if individual)

St. Paul Venture Capital VI, LLC

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

10400 Viking Drive, Suite 550, Eden Prairie, MN 55344

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

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

Full Name (Last name first, if individual)

Funds affiliated with JK&B Capital

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

Two Prudential Plaza, 180 North Stetson Avenue, Suite 4500, Chicago, IL 60601

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

Full Name (Last name first, if individual)

Cook, Randy

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

3255-3 Scott Boulevard, Santa Clara, CA 95054-3017

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

Full Name (Last name first, if individual)

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Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

(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? \$ _____ None
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 individuals 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 individuals 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 individuals 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.....	\$ 27,000,000.00	\$ 23,813,383.37
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ --	\$ - 0 -
Partnership Interests.....	\$ --	\$ --
Other (Specify __).....	\$ --	\$ --
Total.....	\$ 27,000,000.00	\$ 23,813,383.37

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 Purchase
Accredited investors.....	27	\$ 23,813,383.37
Non-accredited Investors.....	--	\$ --
Total (for filings under Rule 504 only).....	N/A	\$ N/A

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.....	N/A	\$ N/A
Regulation A.....	N/A	\$ N/A
Rule 504.....	N/A	\$ N/A
Total.....	N/A	\$ N/A

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 type="checkbox"/>	\$ --
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 150,000.00
Accounting Fees.....	<input type="checkbox"/>	\$ --
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"/>	\$ 150,000.00

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

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." \$ 26,850,000.00

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 type="checkbox"/> \$ --	<input type="checkbox"/> \$ --
Purchase of real estate	<input type="checkbox"/> \$ --	<input type="checkbox"/> \$ --
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ --	<input type="checkbox"/> \$ --
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ --	<input type="checkbox"/> \$ --
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"/> \$ --	<input type="checkbox"/> \$ --
Repayment of indebtedness	<input type="checkbox"/> \$ --	<input type="checkbox"/> \$ --
Working capital	<input type="checkbox"/> \$ --	<input checked="" type="checkbox"/> \$26,850,000.00
Other (specify): _____	<input type="checkbox"/> \$ --	<input type="checkbox"/> \$ --
Column Totals.....	<input type="checkbox"/> \$ --	<input checked="" type="checkbox"/> \$26,850,000.00
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$ 26,850,000.00	

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 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) Atrica, Inc.	Signature <i>Vivek Ragavan</i>	Date April 9, 2004
Name of Signer (Print or Type) Vivek Ragavan	Title of Signer (Print or Type) President and Chief Executive Officer	

ATTENTION

Intentional Misstatements or Omissions of Fact Constitute Federal Criminal Violations. (See 18. U.S.C. 1001.)