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

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

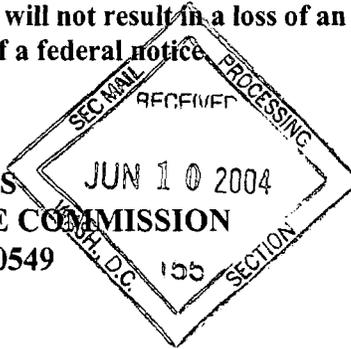


Table with OMB Approval, OMB Number 3235-0076, Expires May 31, 2005, and Estimated average burden hours per response...1

FORM D

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

SEC USE ONLY form with Prefix, Serial, and DATE RECEIVED fields

PROCESSED JUN 15 2004

THOMSON FINANCIAL

Name of Offering: 2004 STOCK OPTION/STOCK ISSUANCE PLAN [ ] check if this is an amendment and name has changed, and indicate change

Filing Under [ ] Rule 504 [ ] Rule 505 [X] Rule 506 [ ] Section 4(6) [ ] ULOE

Type of Filing: [ ] New Filing [X] Amendment

ISSUER ↓

WHITELIGHT TECHNOLOGIES INC

**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 type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other (Specify <u>Common stock that may be issued as either shares or options</u> )	\$ <u>2,650,000</u>	\$ <u>1,165,015</u>
Total .....	\$ <u>2,650,000*</u>	\$ <u>1,165,015**</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 .....	<u>8</u>	\$ <u>1,165,000</u>
Non-Accredited Investors .....	<u>1</u>	\$ <u>15</u>
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 .....	_____	\$ _____
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"/> \$ <u>150</u>
Printing and Engraving Costs .....	<input type="checkbox"/> \$ _____
Legal Fees .....	<input checked="" type="checkbox"/> \$ <u>300</u>
Accounting Fees .....	<input type="checkbox"/> \$ _____
Engineering Fees .....	<input type="checkbox"/> \$ _____
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/> \$ _____
Other Expenses (identify) <b>FILING FEES</b> .....	<input checked="" type="checkbox"/> \$ <u>250</u>
Total .....	<input checked="" type="checkbox"/> \$ <u>700</u>

\* Based upon the average exercise price of total options granted.

\*\* All future grants of shares and/or options will be issued at a minimum of 100% of current market value as determined at the time of the grant.

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

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." \$ 2,649,300

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 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]\$ <u>2,649,000</u>	[ ]\$ _____
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.....	[ ]\$ _____	[ ]\$ _____
Other (specify) _____	[ ]\$ _____	[ ]\$ _____
Column Totals.....	[X]\$ <u>2,649,000</u>	[X]\$ <u>-0-</u>
Total Payments Listed (column totals added).....	[X]\$ <u>2,649,000</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) WHITELIGHT TECHNOLOGIES, INC.	Signature 	Date JUNE 8, 2004
Name of Signer (Print or Type) MATTHEW S. KERPER	Title (Print or Type) PRESIDENT	

**ATTENTION**

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