

FORM D

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

1118003

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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.)

Offer and Sale of Series C 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.)

SavaJe Technologies, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)
100 Apollo Drive, Chelmsford, MA 01824

Telephone Number (Including Area Code)
(978) 256-6521

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

Telephone Number (Including Area Code)

Brief Description of Business
Software development and sales

PROCESSED

JUN 28 2004

Type of Business Organization

- corporation limited partnership, already formed other (please specify)
business trust limited partnership, to be formed

THOMSON FINANCIAL

Actual or Estimated Date of Incorporation or Organization: 09 99 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. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

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. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

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. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

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.

SEC 1972 (6-02)

Persons who 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)

Gilkes, Robert E.

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

100 Apollo Drive, Chelmsford, MA 01824

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

Full Name (Last name first, if individual)

Strasberg, Jeffrey H.

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

100 Apollo Drive, Chelmsford, MA 01824

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

Full Name (Last name first, if individual)

Rau, Lawrence

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

100 Apollo Drive, Chelmsford, MA 01824

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

Full Name (Last name first, if individual)

Ramm, Carolyn E.

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

100 Apollo Drive, Chelmsford, MA 01824

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

Full Name (Last name first, if individual)

Dolbec, Michael

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

c/o Orange Ventures, One Market Plaza, Spear Tower, 35th Floor, San Francisco, CA 94105

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

Full Name (Last name first, if individual)

Gold, Robert L.

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

c/o Ridgewood Capital Management, 947 Linwood Avenue, Ridgewood, NJ 07450

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

Full Name (Last name first, if individual)

Maxwell, Ian

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

Vodafone House, The Connection, Newbury Berks RG14 2FN, United Kingdom

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)

McGinn, Richard

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

c/o RRE Ventures, 126 E. 56th Street, New York, NY 10019

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

Full Name (Last name first, if individual)

Geoffrey Mott

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

c/o VantagePoint Venture Partners, 444 Madison Avenue, New York, NY 10022

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

Full Name (Last name first, if individual)

Eric Ver Ploeg

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

c/o VantagePoint Venture Partners, 444 Madison Avenue, New York, NY 10022

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

Full Name (Last name first, if individual)

Matthias Schroeter

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

c/o T-Mobile Venture Fund GmbH & Co. KG, Gotenstrasse 156, 53175 Bonn, Germany

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

Full Name (Last name first, if individual)

Ridgewood savaJe, L.L.C.

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

947 Linwood Avenue, Ridgewood, NJ 07450

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

Full Name (Last name first, if individual)

RRE Ventures III, L.P.

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

126 E. 56th Street, New York, NY 10019

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

Full Name (Last name first, if individual)

RRE Ventures III-A, L.P.

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

126 E. 56th Street, New York, NY 10019

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

Full Name (Last name first, if individual)

RRE Venture Fund III, L.P.

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

126 E. 56th Street, New York, NY 10019

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

Full Name (Last name first, if individual)

Vodafone Ventures Limited

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

Vodafone House, The Connection, Newbury Berks RG14 2FN, United Kingdom

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

Full Name (Last name first, if individual)

VantagePoint Venture Partners III (Q), L.P.

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

c/o VantagePoint Venture Partners, 444 Madison Avenue, New York, NY 10022

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

Full Name (Last name first, if individual)

VantagePoint Venture Partners III, L.P.

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

c/o VantagePoint Venture Partners, 444 Madison Avenue, New York, NY 10022

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

Full Name (Last name first, if individual)

VantagePoint Venture Partners IV (Q), L.P.

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

c/o VantagePoint Venture Partners, 444 Madison Avenue, New York, NY 10022

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

Full Name (Last name first, if individual)

VantagePoint Venture Partners IV, L.P.

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

c/o VantagePoint Venture Partners, 444 Madison Avenue, New York, NY 10022

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

Full Name (Last name first, if individual)

VantagePoint Venture Partners IV Principals Fund, L.P.

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

c/o VantagePoint Venture Partners, 444 Madison Avenue, New York, NY 10022

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

Full Name (Last name first, if individual)

T-Mobile Venture Fund GmbH & Co. KG

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

Gotenstrasse 156, 53175 Bonn, Germany

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 C Preferred Stock	\$ 39,000,000.14	\$ 39,000,000.14
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities	\$ -0-	\$ -0-
Partnership Interests	\$ -0-	\$ -0-
Other (Specify _____)	\$ -0-	\$ -0-
Total	<u>\$ 39,000,000.14</u>	<u>\$ 39,000,000.14</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 Purchase
Accredited Investors	-13-	\$ 39,000,000.14
Non-accredited Investors	-0-	\$ -0-
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 insurer. 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"/>	\$ -0-
Printing and Engraving Costs	<input type="checkbox"/>	\$ -0-
Legal Fees	<input checked="" type="checkbox"/>	\$ 250,000
Accounting Fees	<input type="checkbox"/>	\$ -0-
Engineering Fees	<input type="checkbox"/>	\$ -0-
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ -0-
Other Expenses (identify)	<input type="checkbox"/>	\$ -0-
Total	<input checked="" type="checkbox"/>	<u>\$ 250,000</u>

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

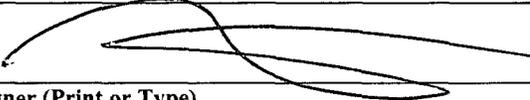
b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$38,750,000.14

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"/> \$ -0-	<input type="checkbox"/> \$ -0-
Purchase of real estate	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -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).....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Repayment of indebtedness	<input type="checkbox"/> \$ -0-	<input checked="" type="checkbox"/> \$ 1,006,400
Working capital	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 37,743,600.14
Other (specify): _____	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
_____	<input type="checkbox"/> \$ -0-	<input checked="" type="checkbox"/> \$ 39,000,000.14
Column Totals	<input type="checkbox"/> \$ -0-	<input checked="" type="checkbox"/> \$ 39,000,000.14
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$ 39,000,000.14	

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) SavaJe Technologies, Inc.	Signature 	Date June 23, 2004
Name of Signer (Print or Type) Jeffrey H. Strasberg	Title or Signer (Print or Type) Chief Financial Officer	