

FORM D

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



04038291

OMB APPROVAL
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SEC MAIL RECEIVED
JUL 16 2004
WASH DC 155
SECTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Motient Corporation Private Placement of Shares of Common Stock and Common Stock Purchase Warrants

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.)

Motient Corporation

Address of Executive Offices (Number and Street, City State, Zip Code)

300 Knightsbridge Parkway, Lincolnshire, IL 60069

Telephone Number (Including Area Code)

(847) 478-4200

Address of Principal Business Operations (Number and Street, City State, Zip Code)

(if different from Executive Offices)

Telephone Number (Including Area Code)

PROCESSED

Brief Description of Business

Design, manufacture, and sell advanced point-of-load power management solutions.

JUL 20 2004

Type of Business Organization

- corporation limited partnership, already formed
- business trust limited partnership, to be formed

other (please specify):

**THOMSON
FINANCIAL**

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated
0 5 9 8

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: D E
CN for Canada; FN for other foreign jurisdiction)

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 to 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.

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.

AUS:555849.1

SEC 1972 (6-02)

2. Enter the information requested of 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% 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)

Downie, Christopher W.

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

c/o Motient Corporation, 300 Knightsbridge Parkway, Lincolnshire, IL 60069

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

Full Name (Last name first, if individual)

Matheson, Dennis W.

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

c/o Motient Corporation, 300 Knightsbridge Parkway, Lincolnshire, IL 60069

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

Full Name (Last name first, if individual)

Kittner, Gerald S.

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

c/o Motient Corporation, 300 Knightsbridge Parkway, Lincolnshire, IL 60069

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

Full Name (Last name first, if individual)

Singer, Steven G.

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

c/o Motient Corporation, 300 Knightsbridge Parkway, Lincolnshire, IL 60069

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

Full Name (Last name first, if individual)

Aquino, Peter D.

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

c/o Motient Corporation, 300 Knightsbridge Parkway, Lincolnshire, IL 60069

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

Full Name (Last name first, if individual)

St. John, Jonelle

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

c/o Motient Corporation, 300 Knightsbridge Parkway, Lincolnshire, IL 60069

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

Full Name (Last name first, if individual)

Dondero, James D.

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

c/o Motient Corporation, 300 Knightsbridge Parkway, Lincolnshire, IL 60069

Full Name (Last name first, if individual)

Steele, Raymond L.

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

c/o Motient Corporation, 300 Knightsbridge Parkway, Lincolnshire, IL 60069Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Macklin, Robert L.

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

c/o Motient Corporation, 300 Knightsbridge Parkway, Lincolnshire, IL 60069Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Newman, Myrna J.

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

c/o Motient Corporation, 300 Knightsbridge Parkway, Lincolnshire, IL 60069Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Highland Capital Management, L.P. (1)

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

13445 Noel Rd., Suite 3300, Dallas, TX 75240Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Jones, Paul Tudor II (2)

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

c/o Tudor Investment Corporation, 1275 King St., Greenwich, CT 06831Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Haywood, George W. (3)

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

c/o Cronin & Vris, LLP, 380 Madison Ave., 24th Floor, New York, NY 10017

(1) Highland Capital Management, L.P., Strand Advisors, Inc. and James Dondero are deemed to beneficially own 4,899,559 shares of our common stock, which include 1,155,224 shares owned by Prospect Street High Income Portfolio Inc., 1,627,545 shares owned by Highland Crusader Offshore Partners, L.P., 223,880 shares owned by Highland Legacy, Limited, 223,880 shares owned by Pamco Cayman Limited, 1,082,090 shares owned by Pam Capital Funding, L.P., 50,000 shares owned by Highland Equity Fund, L.P., 425,000 shares owned by Highland Equity Focus Fund, L.P., and 111,940 shares owned by Prospect Street Income Shares Inc. Highland Capital Management is the investment advisor of the above-named entities, and Strand Advisors is the general partner of Highland Capital Management. As such, Highland Capital Management and Strand Advisors has shared voting and investment power over these shares and accordingly is deemed to beneficially own them. Mr. Dondero is the president of Highland Capital Management and the president and a director of Strand Advisors, Inc., Prospect Street High Income Portfolio Inc. and Prospect Street Income Shares Inc. and may be deemed to share voting and investment power with respect to all shares held by the Highland Capital Management entities named above. Mr. Dondero disclaims beneficial ownership of such shares except to the extent of his pecuniary interest.

(2)-The shares of Common Stock reported herein as beneficially owned are owned directly by Tudor Proprietary Trading, L.L.C. (302,506 shares), The Altar Rock Fund, L.P. (28,068 shares), The Raptor Global Portfolio, Ltd. (2,549,911 shares), and The Tudor BVI Global Portfolio Ltd. (564,970 shares). Because Tudor Investment Corporation is the sole general partner of Altar Rock and provides investment advisory services to Raptor Portfolio and BVI Portfolio, Tudor Investment Corporation may be deemed beneficially to own the shares of Common Stock owned by each. Tudor Investment Corporation expressly disclaims such beneficial ownership. In addition, because Mr. Jones is the controlling shareholder of Tudor Investment Corporation and the indirect controlling equity holder of Tudor Proprietary Trading, Mr. Jones may be deemed beneficially to own the shares of Common Stock deemed beneficially owned by Tudor Investment Corporation and Tudor Proprietary Trading. Mr. Jones expressly disclaims such beneficial ownership. Share ownership is based on a Schedule 13G filed April 26, 2004.

(3) Does not includes 130,000 shares owned indirectly, including 50,000 shares of our common stock beneficially owned by Mr. Haywood's spouse and 36,000 shares of our common stock beneficially owned by Mr. Haywood's children. Share ownership is based on the latest publicly available information, a Form 4 filed with the SEC on May 5, 2004.

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? \$ N/A

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)

Tejas Securities Group, Inc.

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

2700 Via Fortuna, Suite 400, Austin, Texas 78746

Name of Associated Broker or Dealer

Tejas Securities Group, Inc.

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual states) All States

AL <input type="checkbox"/>	AK <input type="checkbox"/>	AZ <input type="checkbox"/>	AR <input type="checkbox"/>	CA <input checked="" type="checkbox"/>	CO <input type="checkbox"/>	CT <input checked="" type="checkbox"/>	DE <input type="checkbox"/>	DC <input type="checkbox"/>	FL <input type="checkbox"/>	GA <input type="checkbox"/>	HI <input type="checkbox"/>	ID <input type="checkbox"/>
IL <input type="checkbox"/>	IN <input type="checkbox"/>	IA <input type="checkbox"/>	KS <input type="checkbox"/>	KY <input type="checkbox"/>	LA <input type="checkbox"/>	ME <input type="checkbox"/>	MD <input type="checkbox"/>	MA <input checked="" type="checkbox"/>	MI <input type="checkbox"/>	MN <input type="checkbox"/>	MS <input type="checkbox"/>	MO <input type="checkbox"/>
MT <input type="checkbox"/>	NE <input type="checkbox"/>	NV <input type="checkbox"/>	NH <input type="checkbox"/>	NJ <input checked="" type="checkbox"/>	NM <input type="checkbox"/>	NY <input checked="" type="checkbox"/>	NC <input type="checkbox"/>	ND <input type="checkbox"/>	OH <input type="checkbox"/>	OK <input type="checkbox"/>	OR <input type="checkbox"/>	PA <input type="checkbox"/>
RI <input type="checkbox"/>	SC <input type="checkbox"/>	SD <input type="checkbox"/>	TN <input type="checkbox"/>	TX <input checked="" type="checkbox"/>	UT <input type="checkbox"/>	VT <input type="checkbox"/>	VA <input type="checkbox"/>	WA <input type="checkbox"/>	WV <input type="checkbox"/>	WI <input type="checkbox"/>	WY <input type="checkbox"/>	PR <input type="checkbox"/>

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 <input type="checkbox"/>	AK <input type="checkbox"/>	AZ <input type="checkbox"/>	AR <input type="checkbox"/>	CA <input type="checkbox"/>	CO <input type="checkbox"/>	CT <input type="checkbox"/>	DE <input type="checkbox"/>	DC <input type="checkbox"/>	FL <input type="checkbox"/>	GA <input type="checkbox"/>	HI <input type="checkbox"/>	ID <input type="checkbox"/>
IL <input type="checkbox"/>	IN <input type="checkbox"/>	IA <input type="checkbox"/>	KS <input type="checkbox"/>	KY <input type="checkbox"/>	LA <input type="checkbox"/>	ME <input type="checkbox"/>	MD <input type="checkbox"/>	MA <input type="checkbox"/>	MI <input type="checkbox"/>	MN <input type="checkbox"/>	MS <input type="checkbox"/>	MO <input type="checkbox"/>
MT <input type="checkbox"/>	NE <input type="checkbox"/>	NV <input type="checkbox"/>	NH <input type="checkbox"/>	NJ <input type="checkbox"/>	NM <input type="checkbox"/>	NY <input type="checkbox"/>	NC <input type="checkbox"/>	ND <input type="checkbox"/>	OH <input type="checkbox"/>	OK <input type="checkbox"/>	OR <input type="checkbox"/>	PA <input type="checkbox"/>
RI <input type="checkbox"/>	SC <input type="checkbox"/>	SD <input type="checkbox"/>	TN <input type="checkbox"/>	TX <input type="checkbox"/>	UT <input type="checkbox"/>	VT <input type="checkbox"/>	VA <input type="checkbox"/>	WA <input type="checkbox"/>	WV <input type="checkbox"/>	WI <input type="checkbox"/>	WY <input type="checkbox"/>	PR <input type="checkbox"/>

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 <input type="checkbox"/>	AK <input type="checkbox"/>	AZ <input type="checkbox"/>	AR <input type="checkbox"/>	CA <input type="checkbox"/>	CO <input type="checkbox"/>	CT <input type="checkbox"/>	DE <input type="checkbox"/>	DC <input type="checkbox"/>	FL <input type="checkbox"/>	GA <input type="checkbox"/>	HI <input type="checkbox"/>	ID <input type="checkbox"/>
IL <input type="checkbox"/>	IN <input type="checkbox"/>	IA <input type="checkbox"/>	KS <input type="checkbox"/>	KY <input type="checkbox"/>	LA <input type="checkbox"/>	ME <input type="checkbox"/>	MD <input type="checkbox"/>	MA <input type="checkbox"/>	MI <input type="checkbox"/>	MN <input type="checkbox"/>	MS <input type="checkbox"/>	MO <input type="checkbox"/>
MT <input type="checkbox"/>	NE <input type="checkbox"/>	NV <input type="checkbox"/>	NH <input type="checkbox"/>	NJ <input type="checkbox"/>	NM <input type="checkbox"/>	NY <input type="checkbox"/>	NC <input type="checkbox"/>	ND <input type="checkbox"/>	OH <input type="checkbox"/>	OK <input type="checkbox"/>	OR <input type="checkbox"/>	PA <input type="checkbox"/>
RI <input type="checkbox"/>	SC <input type="checkbox"/>	SD <input type="checkbox"/>	TN <input type="checkbox"/>	TX <input type="checkbox"/>	UT <input type="checkbox"/>	VT <input type="checkbox"/>	VA <input type="checkbox"/>	WA <input type="checkbox"/>	WV <input type="checkbox"/>	WI <input type="checkbox"/>	WY <input type="checkbox"/>	PR <input type="checkbox"/>

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

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."

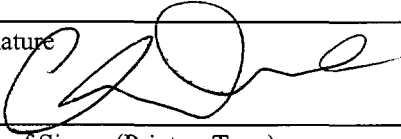
\$ 29,045,000.00

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 installment 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 checked="" type="checkbox"/>	\$ <u>22,500,000.00</u>	
Working capital	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>6,545,000.00</u>	
Other (specify): _____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____	
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____	
Column Totals	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>29,995,000.00</u>	
Total Payments Listed (column totals added)			<input checked="" type="checkbox"/>	\$ <u>29,995,000.00</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) Motient Corporation	Signature 	Date July 13, 2004
Name of Signer (Print or Type) Christopher W. Downie	Title of Signer (Print or Type) Executive Vice President, Chief Operating Officer and Treasurer	

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