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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

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average burden hours per response . . .	1.00

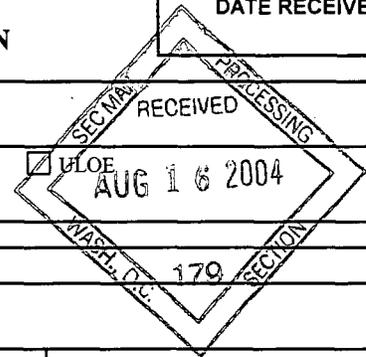
FORM D

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



04040657

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	



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

Series B Preferred Stock and Common Stock upon conversion thereof

File Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)

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.)

Orion MultiSystems Inc.

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

3375 Scott Blvd, Suite 306, Santa Clara, CA 95054

Telephone Number (Including Area Code)

(408) 844-8481

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

Same as above

Telephone Number (Including Area Code)

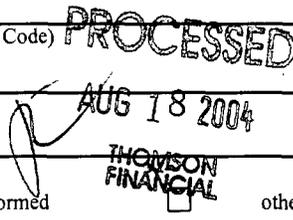
Brief Description of Business

Technical Computers

Type of Business Organization

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

other (please specify):



Actual or Estimated Date of Incorporation or Organization:

Month: 0 2 Year: 0 3 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 to the notice constitutes a part of this notice and must be completed.

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)

Kelly, Edmund

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

c/o Orion MultiSystems Inc., 3375 Scott Blvd, Suite 306, Santa Clara, CA 95054

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

Full Name (Last name first, if individual)

Hunter, Colin

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

c/o Orion MultiSystems Inc., 3375 Scott Blvd, Suite 306, Santa Clara, CA 95054

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

Full Name (Last name first, if individual)

Battery Ventures VI, L.P. and affiliate

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

20 William Street, Suite 200, Wellesley, MA 02481

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

Full Name (Last name first, if individual)

The Edmund J. Kelly and Maria M. Kelly Living Trust

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

3251 Pinot Blanc Way, San Jose, CA 95135

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

Full Name (Last name first, if individual)

The Colin B. Hunter and Alexia Lee Gilmore Living Trust

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

69 Santiago Avenue, Atherton, CA 94027

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

Full Name (Last name first, if individual)

Chamberlain, Steven

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

17301 N.E. 40th Street, Vancouver, WA 98682

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

Full Name (Last name first, if individual)

Curme, Oliver

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

c/o Battery Ventures VI, L.P., 20 William Street, Suite 200, Wellesley, MA 02481

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? \$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 the broker or dealer only.

Full Name (Last name first, if individual)

N/A

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 "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	<u>\$7,000,001.20</u>	<u>\$7,000,001.20</u>
<input checked="" type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total.....	<u>\$7,000,001.20</u>	<u>\$7,000,001.20</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>7</u>	<u>\$7,000,001.20</u>
Non-accredited Investors.....	<u>0</u>	<u>\$ 0</u>
Total (for filings under Rule 504 only).....	<u>N/A</u>	<u>\$ N/A</u>

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	<u>N/A</u>	<u>\$ N/A</u>
Regulation A.....	<u>N/A</u>	<u>\$ N/A</u>
Rule 504	<u>N/A</u>	<u>\$ N/A</u>
Total.....	<u>N/A</u>	<u>\$ N/A</u>

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"/> <u>\$TBD</u>
Accounting Fees.....	<input type="checkbox"/> \$ _____
Engineering Fees.....	<input type="checkbox"/> \$ _____
Sales Commissions (specify finder's fees separately).....	<input type="checkbox"/> \$ _____
Other Expenses (identify _____).....	<input type="checkbox"/> \$ _____
Total.....	<input checked="" type="checkbox"/> <u>\$TBD</u>

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

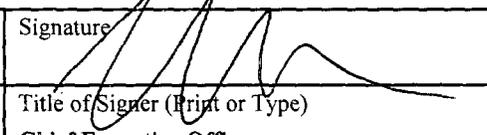
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." **\$ 7,000,001.20**

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 business (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"/> \$7,000,001.20
Other (specify): _____		
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$7,000,001.20
Total Payments Listed (column totals added).....	_____	<input checked="" type="checkbox"/> \$7,000,001.20

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) Orion MultiSystems Inc.	Signature 	Date August 5, 2004
Name or Signer (Print or Type) Colin Hunter	Title of Signer (Print or Type) Chief Executive Officer	

ATTENTION

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

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned Orion MultiSystems Inc., a corporation organized under the laws of the State of Delaware, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Colin Hunter, Chief Executive Officer
(Name)

c/o Orion MultiSystems Inc., 3375 Scott Blvd., Suite 306, Santa Clara, CA 95054
(Address)

Place an "X" before the name of all the States for which the person executing this form is appointing the designated Officer or that State as its attorney in that State for receipt of service of process:

- | | | | |
|---|--|-----------------------------------|--------------------------------------|
| <input type="checkbox"/> ALABAMA | Secretary of State | <input type="checkbox"/> FLORIDA | Department of Banking and Finance |
| <input type="checkbox"/> ALASKA | Administrator of the Division of Banking and Corporations. Department of Commerce and Economic Development | <input type="checkbox"/> GEORGIA | Commissioner of Securities |
| <input type="checkbox"/> ARIZONA | The Corporation Commission | <input type="checkbox"/> GUAM | Administrator, Department of Finance |
| <input type="checkbox"/> ARKANSAS | The Securities Commissioner | <input type="checkbox"/> HAWAII | Commissioner of Securities |
| <input type="checkbox"/> CALIFORNIA | Commissioner of Corporations | <input type="checkbox"/> IDAHO | Director, Department of Finance |
| <input type="checkbox"/> COLORADO | Securities Commissioner | <input type="checkbox"/> ILLINOIS | Secretary of State |
| <input type="checkbox"/> CONNECTICUT | Banking Commissioner | <input type="checkbox"/> INDIANA | Secretary of State |
| <input type="checkbox"/> DELAWARE | Securities Commissioner | <input type="checkbox"/> IOWA | Commissioner of Insurance |
| <input type="checkbox"/> DISTRICT OF COLUMBIA | Public Service Commissioner | <input type="checkbox"/> KANSAS | Secretary of State |

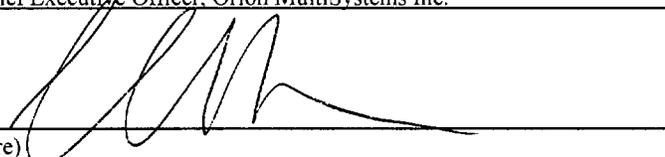
<input type="checkbox"/> KENTUCKY	Director, Division of Securities	<input type="checkbox"/> OHIO	Secretary of State
<input type="checkbox"/> LOUISIANA	Commissioner of Securities	<input type="checkbox"/> OREGON	Director, Department of Insurance and Finance
<input type="checkbox"/> MAINE	Administrator, Securities Division	<input type="checkbox"/> OKLAHOMA	Securities Administrator
<input type="checkbox"/> MARYLAND	Commissioner of the Division of Securities	<input type="checkbox"/> PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process
<input checked="" type="checkbox"/> MASSACHUSETTS	Secretary of State	<input type="checkbox"/> PUERTO RICO	Commissioner of Financial Institutions
<input type="checkbox"/> MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce	<input type="checkbox"/> RHODE ISLAND	Director of Business Regulation
<input type="checkbox"/> MINNESOTA	Commissioner of Commerce	<input type="checkbox"/> SOUTH CAROLINA	Securities Commissioner
<input type="checkbox"/> MISSISSIPPI	Secretary of State	<input type="checkbox"/> SOUTH DAKOTA	Director of the Division of Securities
<input type="checkbox"/> MISSOURI	Securities Commissioner	<input type="checkbox"/> TENNESSEE	Commissioner of Commerce and Insurance
<input type="checkbox"/> MONTANA	State Auditor and Commissioner of Insurance	<input type="checkbox"/> TEXAS	Securities Commissioner
<input type="checkbox"/> NEBRASKA	Director of Banking and Finance	<input type="checkbox"/> UTAH	Director, Division of Securities
<input type="checkbox"/> NEVADA	Secretary of State	<input type="checkbox"/> VERMONT	Secretary of State
<input type="checkbox"/> NEW HAMPSHIRE	Secretary of State	<input type="checkbox"/> VIRGINIA	Clerk, State Corporation Commission
<input type="checkbox"/> NEW JERSEY	Chief, Securities Bureau	<input type="checkbox"/> WASHINGTON	Director of the Department of Licensing
<input type="checkbox"/> NEW MEXICO	Director, Securities Division	<input type="checkbox"/> WEST VIRGINIA	Commissioner of Securities
<input type="checkbox"/> NEW YORK	Secretary of State	<input type="checkbox"/> WISCONSIN	Commissioner of Securities
<input type="checkbox"/> NORTH CAROLINA	Secretary of State	<input type="checkbox"/> WYOMING	Secretary of State
<input type="checkbox"/> NORTH DAKOTA	Securities Commissioner		

Dated this 5 day of August, 2004

[NO SEAL]

By: Colin Hunter

Title: Chief Executive Officer, Orion MultiSystems Inc.

(Signature) 

CORPORATE ACKNOWLEDGMENT

State or Province of California)
County of California) ss.

On this 5th day of August, 2004 before me Joan Jensen the undersigned officer,
personally appeared Colin B. Hunter known personally to me to be the President
of the above named corporation and acknowledged that he, as an officer being authorized so to do, executed the
foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an
officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

Joan Jensen
Notary Public/Commissioner of Oaths

My Commission Expires 11/9/07

(SEAL)

