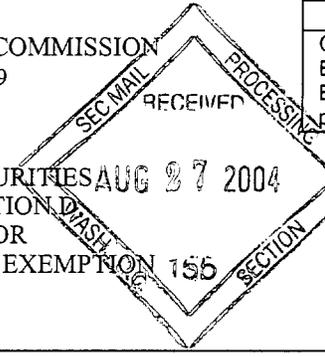


UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0076  
Expires: May 31, 2005  
Estimated average burden hours  
per response..... 16.00



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



SEC USE ONLY  
Prefix Serial  
DATE RECEIVED

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  
**Series A-1 Convertible Preferred Stock of Tengion, Inc. (hereinafter, the "Company")**

1296391

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**

I. Enter the information requested about the issuer

Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)  
**Tengion, Inc.**

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
**c/o Scheer & Company Inc., 250 West Main Street, Branford, CT 06405 203-481-0767**

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

Brief Description of Business: **research, development and sale of pharmaceutical products**

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

3 SEP 01 2004  
THOMSON  
FINANCIAL

Actual or Estimated Date of Incorporation or Organization: Month Year  
0 7 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) **DE**

**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.

**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 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)  
**David I. Scheer (1)**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Scheer & Company Inc., 250 Main Street, Branford, CT 06405**

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

Full Name (Last name first, if individual)  
**Steven A. Nichtberger, MD**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**501 Northwick Lane, Villanova, PA 19085**

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

Full Name (Last name first, if individual)  
**Anthony Atala, MD**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Wake Forest University Dept. of Urology, Medical Center Blvd., Winston-Salem, NC 27157**

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

Full Name (Last name first, if individual)  
**Eileen More**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**36 Weston Road, Weston, CT 06883**

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

Full Name (Last name first, if individual)  
**Brad Vale (2)**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**5858 Felter, San Jose, CA 95132**

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

Full Name (Last name first, if individual)  
**Carl-Johan Dalsgaard (3)**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o HealthCap Odlander, Fredrikson & Co. AB, Strandvagen 5B, SE-114 51, Stockholm, Sweden**

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

Full Name (Last name first, if individual)  
**Scheer Investment Holdings V, LLC**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Scheer & Company Inc., 250 Main Street, Branford, CT 06405**

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

Full Name (Last name first, if individual)  
**Ann H. Lamont (4)**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Oak Investment Partners, One Gorham Island, Westport, CT 06880**

Check Box(es) that Apply: Promoter <input checked="" type="checkbox"/> Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual) <b>Oak Investment Partners XI, Limited Partnership</b>
Business or Residence Address (Number and Street, City, State, Zip Code) <b>c/o Oak Investment Partners, One Gorham Island, Westport, CT 06880</b>
Check Box(es) that Apply: Promoter <input checked="" type="checkbox"/> Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual) <b>Johnson and Johnson Development Corporation</b>
Business or Residence Address (Number and Street, City, State, Zip Code) <b>One Johnson &amp; Johnson Plaza, New Brunswick, NJ 08933</b>
Check Box(es) that Apply: Promoter <input checked="" type="checkbox"/> Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual) <b>HealthCap IV KB (5)</b>
Business or Residence Address (Number and Street, City, State, Zip Code) <b>Strandvagen 5B, SE-114 51, Stockholm, Sweden</b>
Check Box(es) that Apply: Promoter <input checked="" type="checkbox"/> Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual) <b>OFCO Club IV (5)</b>
Business or Residence Address (Number and Street, City, State, Zip Code) <b>Strandvagen 5B, SE-114 51, Stockholm, Sweden</b>
Check Box(es) that Apply: Promoter <input checked="" type="checkbox"/> Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual) <b>HealthCap IV, L.P. (5)</b>
Business or Residence Address (Number and Street, City, State, Zip Code) <b>c/o Odlander Fredrikson SA, 18 Avenue D'Ouchy CH-1006 Lausanne, Switzerland</b>
Check Box(es) that Apply: Promoter <input checked="" type="checkbox"/> Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual) <b>HealthCap IV Bis, L.P. (5)</b>
Business or Residence Address (Number and Street, City, State, Zip Code) <b>c/o Odlander Fredrikson SA, 18 Avenue D'Ouchy CH-1006 Lausanne, Switzerland</b>

(1) David Scheer is an affiliate of Scheer Investment Holdings V, LLC.

(2) Brad Vale is an affiliate of Johnson and Johnson Development Corporation, and such entity's beneficial ownership exceeds 10% of the total amount of the Series A-1 Preferred Stock of the Company outstanding as of the date of this filing.

(3) Carl-Johan Dalsgaard is an affiliate of HealthCap IV KB and OFCO Club IV, and each such entity is an affiliate of HealthCap IV, L.P., and HealthCap IV Bis, L.P. and such entities' collective beneficial ownership exceeds 10% of the total amount of the Series A-1 Preferred Stock of the Company outstanding as of the date of this filing.

(4) Ann H. Lamont is an affiliate of Oak Investment Partners IX, Limited Partnership, and such entity's beneficial ownership exceeds 10% of the total amount of the Series A-1 Preferred Stock of the Company outstanding as of the date of this filing.

(5) Each of the entities is an affiliate of each of the other referenced entities and their collective beneficial ownership exceeds 10% of the total amount of the Series A-1 Preferred Stock of the Company outstanding as of the date of this filing.

**B. INFORMATION ABOUT OFFERING**

<p>1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? .....                  Answer also in Appendix, Column 2, if filing under ULOE.</p> <p>2. What is the minimum investment that will be accepted from any individual? .....</p> <p>3. Does the offering permit joint ownership of a single unit? .....</p> <p>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.  <b>Not applicable.</b></p>	Yes No <input checked="" type="checkbox"/> <input type="checkbox"/>  N/A Yes No <input checked="" type="checkbox"/> <input type="checkbox"/>
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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]

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 .....	-0-	-0-
Equity .....	<u>\$33,862,211</u>	<u>\$33,862,211</u>
Common <input checked="" type="checkbox"/> Preferred (convertible)		
Convertible Securities (including warrants).....	-0-	-0-
Partnership Interests.....	-0-	-0-
Other (Specify _____).....	-0-	-0-
Total.....	<u>\$33,862,211</u>	<u>\$33,862,211</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.....	15	\$33,862,211
Non-accredited Investors.....	-0-	-0-
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 I.

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 .....	<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.....		-0-
Printing and Engraving Costs.....		-0-
Legal Fees .....	<input checked="" type="checkbox"/>	<u>\$150,000</u>
Accounting Fees.....		-0-
Engineering Fees.....		-0-
Sales Commissions (specify finders' fees separately).....		-0-
Other Expenses (identify): Blue Sky filing fees .....		-0-
Total .....	<input checked="" type="checkbox"/>	<u>\$150,000</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 I and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." .....

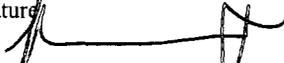
\$33,712,211

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 .....	_____	_____
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 (contingent on sufficient funds being raised in offering)	_____	_____
Working capital .....	_____	<input checked="" type="checkbox"/> \$33,712,211
Other (specify):	_____	_____
Column Totals .....	_____	<input checked="" type="checkbox"/> \$33,712,211
 Total Payments Listed (column totals added)	<input checked="" type="checkbox"/>	\$33,712,211

**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) : <b>Tengion, Inc.</b>	Signature 	Date <b>August , 2004</b>
Name of Signer (Print or Type): <b>Steven Nichtberger</b>	Title of Signer (Print or Type): <b>President &amp; Chief Executive Officer</b>	

**ATTENTION**

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

**APPENDIX**

1	2		3	4				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of investor and amount purchased in State (Part C-Item 2)				Yes	No
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT		✓	\$25,537,107 of Shares of Series A-1 Convertible Preferred Stock	9	\$25,537,107				✓
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									

**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in State (Part C - Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
NJ		✓	\$8,123,627 of Shares of Series A-1 Convertible Preferred Stock	3	\$8,123,627				✓
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA		✓	\$201,477 of Shares of Series A-1 Convertible Preferred Stock	3	\$201,477				✓
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									