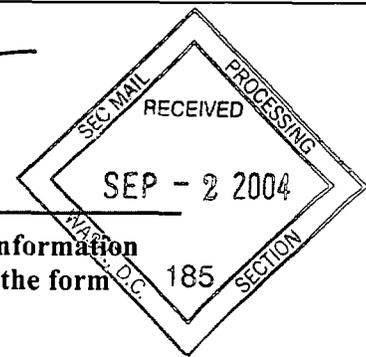


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SEC 1972 (6-02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**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 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...

**PROCESSED**

B SEP 07 2004

**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		

THOMSON FINANCIAL

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

Filing Under (Check box(es) that apply): [ ] Rule 504 [ ] Rule 505 [X] Rule 506 [ ] Section 4(6) [ ] ULOE

Type of Filing: [X] 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.)  
AMEDIA NETWORKS, INC.

Address of Executive Offices (Number and Street, City, State, Zip Code)  
Telephone Number (Including Area Code)  
101 CRAWFORDS CORNER ROAD, HOLMDEL, NEW JERSEY, 07733 (732) 949-2350

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

*Edm*



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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.

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

---

Full Name (Last name first, if individual) GALUPPO FRANK

---

Business or Residence Address (Number and Street, City, State, Zip Code) C/O AMEDIA NETWORKS, INC., 101 CRAWFORDS CORNER ROAD, HOLMDEL, NEW JERSEY, 07733

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

---

Full Name (Last name first, if individual) SAM BRILL

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Business or Residence Address (Number and Street, City, State, Zip Code) C/O AMEDIA NETWORKS, INC., 101 CRAWFORDS CORNER ROAD, HOLMDEL, NEW JERSEY, 07733

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

---

Full Name (Last name first, if individual) JUAN MENDEZ

---

Business or Residence Address (Number and Street, City, State, Zip Code) C/O AMEDIA NETWORKS, INC., 101 CRAWFORDS CORNER ROAD, HOLMDEL, NEW JERSEY, 07733

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

---

Full Name (Last name first, if individual) RICHARD ROSENBLUM

---

Business or Residence Address (Number and Street, City, State, Zip Code) C/O AMEDIA NETWORKS, INC., 101 CRAWFORDS CORNER ROAD, HOLMDEL, NEW JERSEY, 07733

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

---

Full Name (Last name first, if individual) GERALD BUTTERS

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Business or Residence Address (Number and Street, City, State, Zip Code) C/O AMEDIA NETWORKS, INC., 101 CRAWFORDS CORNER ROAD, HOLMDEL, NEW JERSEY, 07733

---

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

Full Name (Last name first, if individual) BOB MARTIN

Business or Residence Address (Number and Street, City, State, Zip Code) C/O AMEDIA NETWORKS, INC., 101 CRAWFORDS CORNER ROAD, HOLMDEL, NEW JERSEY, 07733

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

Full Name (Last name first, if individual) IVAN BERKOWITZ

Business or Residence Address (Number and Street, City, State, Zip Code) C/O AMEDIA NETWORKS, INC., 101 CRAWFORDS CORNER ROAD, HOLMDEL, NEW JERSEY, 07733

(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 that broker or dealer only.

Full Name (Last name first, if individual) PENTIUM MANAGEMENT LTD

Business or Residence Address (Number and Street, City, State, Zip Code) 12 PARNAS STREET, HAR-NOF JERUSALEM, ISRAEL

Name of Associated Broker or Dealer N/A

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] X	[CO]	[CT] X	[DE]	[DC]	[FL]	[GA] X	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ] X	[NM]	[NY] X	[NC]	[ND]	[OH]	[OK]	[OR]	[PA] X
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual) GREENFIELD CAPITAL PARTNERS LLC

Business or Residence Address (Number and Street, City, State, Zip Code) 90 GROVE STREET, RIDGEFIELD CT 06877

Name of Associated Broker or Dealer GREENFIELD CAPITAL PARTNERS LLC

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] X [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) MARTINEZ - AYMES SECURITIES

Business or Residence Address (Number and Street, City, State, Zip Code) 10300 SUNSET DRIVE, SUITE 380, MIAMI FLORIDA 33172

Name of Associated Broker or Dealer MARTINEZ - AYMES SECURITIES

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] X [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 .....	\$5,250,000	\$5,250,000
	[ ] Common [X] Preferred	
Convertible Securities (including warrants) .....	\$0	\$0
Partnership Interests .....	\$0	\$0
Other (Specify _____) .....	\$0	\$0
Total .....	\$5,250,000	\$5,250,000

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 .....	36	\$5,250,000

Non-accredited Investors .....	0	\$0
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 .....		\$
<u>Regulation A</u> .....		\$
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 .....	[X]	\$5,000
Printing and Engraving Costs .....	[X]	\$0
Legal Fees .....	[X]	\$80,000
Accounting Fees .....	[X]	\$10,000
Engineering Fees .....	[X]	\$0
Sales Commissions (specify finders' fees separately) .....	[X]	\$525,000
Other Expenses (identify)--- Finders fee	[X]	\$0
Total .....	[X]	\$620,000]

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." ..... \$4,630,000

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.

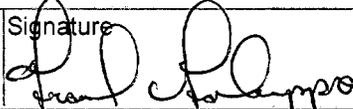
	Payments to Officers, Directors, & Payments To Affiliates Others	
Salaries and fees .....	[X]	\$200,000 [X]\$600,000
Purchase of real estate .....	[X]	\$0 [X]\$0
Purchase, rental or leasing and installation of machinery and equipment .....	[X]	\$0 [x]\$400,000
Construction or leasing of plant buildings and facilities.....	[X]	\$0 [X]\$125,000
Acquisition of other businesses (including the value of	[X]	\$0 [X]\$0

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 .....	[X] \$0	[X] \$0
Working capital .....	[X] \$0	[X] \$275,000
Other (specify): payments under development and licensing agreements	[X] \$0	[X] \$3,030,000
<hr/>		
	[x] 0	[X] 0
<hr/>		
Column Totals .....	[X] \$	[X] \$4,430,000
Total Payments Listed (column totals added) .....		[x] \$4,630,000

**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) Amedia Networks, Inc.	Signature 	Date 8-25-04
Name of Signer (Print or Type) Frank Galuppo	Title of Signer (Print or Type) Frank Galuppo Chief Executive Officer	

**ATTENTION**

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