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SEC 1972 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 unless such exemption is predicated on the filing of a federal notice.



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

FORM D

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

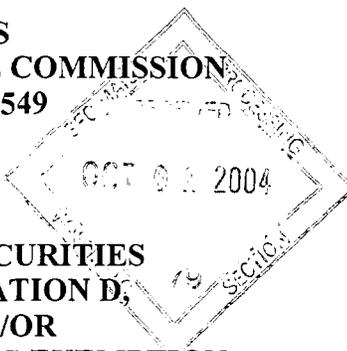


Table with OMB APPROVAL, OMB Number: 3235-0076, Expires: May 31, 2005, Estimated average burden hours per response... 1

Table with 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 Convertible Preferred Stock

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

PROCESSED

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

OCT 05 2004

THOMSON FINANCIAL

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

Advanced BioHealing, Inc.

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

225 Millburn Avenue, Suite 104-B Millburn, NJ 07041 (908) 755-2912

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

Not Applicable

Brief Description of Business

Biotechnology company developing human therapeutic products to treat burns and related problems.

Handwritten scribble

- 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 Eisenbud, MD, MBA

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

225 Millburn Avenue, Suite 104-13 Millburn, NJ 07041

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

Full Name (Last name first, if individual)

Donald R. Kiepert, Jr.

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

125 Summer Street, Boston, MA 02110

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

Full Name (Last name first, if individual)

Howard Green

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

82 Elliston Road, Brookline, MA 02146

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

Full Name (Last name first, if individual)

Edward Gates

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

47 Curve Street, Wellesley, MA 02181

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

Full Name (Last name first, if individual)

David Dove

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

15 Evans Road, Brookline, MA 02445

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

Apply: Owner Officer Managing Partner

Full Name (Last name first, if individual)

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

J.D. Bernardy - 31 Old State Road, West Epping, NH 03042

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

Full Name (Last name first, if individual)

Walid Kuri-Harcuch

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

APDO Postal 14 - 740 Mexico D.F. 07000, Mexico

(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 [] [x]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$50,000

3. Does the offering permit joint ownership of a single unit?..... Yes No [x] []

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.

Full Name (Last name first, if individual)

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

430 Nassau Street, Princeton, NJ 08540

Name of Associated Broker or Dealer

Walter Greenblatt & Associates, 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] [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]

N/A

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)

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]

(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	\$ 2,300,000	\$ 1,300,000
[] Common [X] Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify _____).	\$ 0	\$ 0
Total	\$ 2,300,000	\$ 1,300,000

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	1	\$ 1,300,000
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)	0	\$ 0

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	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 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"/>	\$ N/A
Printing and Engraving Costs	<input type="checkbox"/>	\$ N/A
Legal Fees	<input checked="" type="checkbox"/>	\$ 20,000
Accounting Fees	<input checked="" type="checkbox"/>	\$ 2,500
Engineering Fees	<input type="checkbox"/>	\$ N/A
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ 15,000
Other Expenses (identify) _____	<input type="checkbox"/>	\$ N/A
Total	<input checked="" type="checkbox"/>	\$ 37,500

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." \$ ~~2,262,500~~

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 checked="" type="checkbox"/> \$ 200,000	<input checked="" type="checkbox"/> \$205,000
Purchase of real estate	<input checked="" type="checkbox"/> \$ -0-	<input checked="" 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 checked="" 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 checked="" type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 130,000
Working capital	<input checked="" type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 105,500
Other (specify): <u>Manufacturing of Product</u>	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 1,200,000
<u>Clinical Trial and Patent, Legal and Accounting</u>	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 422,000
Column Totals	<input checked="" type="checkbox"/> \$200,000	<input checked="" type="checkbox"/> \$ 2,062,500
Total Payments Listed (column totals added)	[] \$ 2,262,500	

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) Advanced BioHealing, Inc.	Signature 	Date 9/30/04
Name of Signer (Print or Type) David E. Eisenbud, MD, MBA	Title of Signer (Print or Type) President	

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

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Advanced BioHealing, Inc.	Signature 	Date 09/30/04
Name of Signer (Print or Type) David E. Eisenbud, MD, MBA	Title (Print or Type) President	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1) Series A Conv. Stock Pref.	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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	X	X	one	1,300,000	-0-	-0-		X
NM								
NY								
NC								
ND								
OH								
OK								
OR								
PA								
RI								
SC								
SD								
TN								
TX								
UT								
VT								
VA								
WA								
WV								
WI								

WY									
PR									

*<http://www.sec.gov/divisions/corpfin/forms/formd.htm>
Last update: 06/06/2002*

Form U-2 Uniform Consent to Service of Process

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned Advanced BioHealing, Inc. (a corporation), (~~a partnership~~), a (~~partnership~~) organized under the laws of Delaware or (~~an individual~~), [~~strike out inapplicable nomenclature~~] 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:

David E. Eisenbud, MD. MBA, President

(Name)

225 Millburn Avenue, Suite 104-B, Millburn, NJ 07041

(Address)

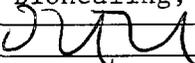
Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of each State as its attorney in that State for receipt of service of process:

- | | | | |
|-----------------------------|--|-------------------------------|---|
| <input type="checkbox"/> AL | Secretary of State | <input type="checkbox"/> FL | Dept. of Banking and Finance |
| <input type="checkbox"/> AK | Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development | <input type="checkbox"/> GA | Commissioner of Securities |
| <input type="checkbox"/> AZ | The Corporation Commission | <input type="checkbox"/> GUAM | Administrator, Department of Finance |
| <input type="checkbox"/> AR | The Securities Commissioner | <input type="checkbox"/> HI | Commissioner of Securities |
| <input type="checkbox"/> CA | Commissioner of Corporations | <input type="checkbox"/> ID | Director, Department of Finance |
| <input type="checkbox"/> CO | Securities Commissioner | <input type="checkbox"/> IL | Secretary of State |
| <input type="checkbox"/> CT | Banking Commissioner | <input type="checkbox"/> IN | Secretary of State |
| <input type="checkbox"/> DE | Securities Commissioner | <input type="checkbox"/> IA | Commissioner of Insurance |
| <input type="checkbox"/> DC | Dept. of Insurance & Securities Regulation | <input type="checkbox"/> KS | Secretary of State |
| <input type="checkbox"/> KY | Director, Division of Securities | <input type="checkbox"/> OH | Secretary of State |
| <input type="checkbox"/> LA | Commissioner of Securities | <input type="checkbox"/> OR | Director, Department of Insurance and Finance |

<input type="checkbox"/> ME	Administrator, Securities Division	<input type="checkbox"/> OK	Securities Administrator
<input type="checkbox"/> MD	Commissioner of the Division of Securities	<input type="checkbox"/> PA	Pennsylvania does not require filing of a Consent to Service of Process
<input type="checkbox"/> MA	Secretary of State	<input type="checkbox"/> PR	Commissioner of Financial Institutions
<input type="checkbox"/> MI	Commissioner, Office of Financial and Insurance Services	<input type="checkbox"/> RI	Director of Business Regulation
<input type="checkbox"/> MN	Commissioner of Commerce	<input type="checkbox"/> SC	Securities Commissioner
<input type="checkbox"/> MS	Secretary of State	<input type="checkbox"/> SD	Director of the Division of Securities
<input type="checkbox"/> MO	Securities Commissioner	<input type="checkbox"/> TN	Commissioner of Commerce and Insurance
<input type="checkbox"/> MT	State Auditor and Commissioner of Insurance	<input type="checkbox"/> TX	Securities Commissioner
<input type="checkbox"/> NE	Director of Banking and Finance	<input type="checkbox"/> UT	Director, Division of Securities
<input type="checkbox"/> NV	Secretary of State	<input type="checkbox"/> VT	Commissioner of Banking, Insurance, Securities & Health Administration
<input type="checkbox"/> NH	Secretary of State	<input type="checkbox"/> VA	Clerk, State Corporation Commission
<input checked="" type="checkbox"/> NJ	Chief, Securities Bureau	<input type="checkbox"/> WA	Director of the Department of Licensing
<input type="checkbox"/> NM	Director, Securities Division	<input type="checkbox"/> WV	Commissioner of Securities
<input type="checkbox"/> NY	Secretary of State	<input type="checkbox"/> WI	Department of Financial Institutions, Division of Securities
<input type="checkbox"/> NC	Secretary of State	<input type="checkbox"/> WY	Secretary of State
<input type="checkbox"/> ND	Securities Commissioner		

Dated this 30th day of September, 2004
(SEAL)

Advanced BioHealing, Inc.

By 

David E. Eisenbud, MD, MBA, President
Hereunto Duly Authorized

**INSTRUCTIONS TO FORM U-2
UNIFORM CONSENT TO SERVICE OF PROCESS**

1. The name of the issuer is to be inserted in the blank space on line 1 Uniform Form U-2 ("Form").
2. The type of person executing the Form is to be described by striking out the inapplicable nomenclature in lines 2-4 and, if appropriate, by inserting a description of the person in the blank space provided on line 2 of the Form.
3. The name of the jurisdiction under which the issuer was formed or is to be formed is to be inserted in the blank spaces on line 3 of the Form.
4. The person to whom a copy of any notice, process of pleading which is served pursuant to the Consent to Service of Process is to be inserted in the appropriate black spaces at the end of page 1 of the Form.
5. An "X" is to be placed in the space before the names of all States which the person executing this Form lawfully is appointing the officer of each State so designed on the Form as its attorney in that State for receipt of service of process.
6. A manually signed Form must be filed with each State requiring a Consent to Service of Process on Form U-2 at the office so designated by the laws or regulations of that State and must be accompanied by the exact filing fee, if any.
7. The Form must be signed by the issuer. If the issuer is a corporation, it should be signed in the name of the corporation by an executive officer duly authorized; if a partnership, it should be signed in the name of the partnership by a general partner; and if an unincorporated association or other organization which is not a partnership, the Form should be signed in the name of such organization by a person responsible for the direction of management of its affairs.
8. If the Form is mailed, it is advisable to send it by registered or certified mail, postage prepared, return receipt requested.

CORPORATE ACKNOWLEDGMENT

State or Province of Mass.
County of Suffolk ss.

On this 30th day of September, 2004 before me _____ the undersigned officer, personally appeared David E. Eisenberg known personally to me to be the President of the above named corporation and (Title)

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.

Sandra J. Wollenhaupt
Notary Public/Commissioner of Oaths

My Commission Expires SANDRA J. WOLLENHAUPT, Notary Public
My Commission Expires: February 20, 2009

(SEAL)

INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT

State or Province of _____
County of _____ ss.

On this _____ day of _____, 20____, before me, _____, the undersigned officer, personally appeared _____ to me personally known and known to me to be the same person(s) whose name(s) is (are) signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

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

Notary Public/Commissioner of Oaths
My Commission Expires _____

(SEAL)