

FORM D BEST AVAILABLE COPY

1041954

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

REC'D S.E.C.
NOV 23 2004

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
8% Series B Convertible Redeemable Preferred Stock Offering of ITC^DeltaCom, Inc.

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.)
ITC^DeltaCom, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) 1791 O.G. Skinner Drive, West Point, Georgia 31833	Telephone Number (Including Area Code) (706) 385-8000
--	---

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

Brief Description of Business: **A provider of voice and data telecommunications services on a retail basis to businesses in the southern United States and a regional provider of wholesale long-haul telecommunications services to other telecommunications companies.**

PROCESSED

Type of Business Organization

- corporation
- limited partnership, already formed
- business trust
- limited partnership, to be formed
- other (please specify):

B
NOV 24 2004
THOMSON
FINANCIAL

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated

0	3	9	7
---	---	---	---

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.

BDW

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 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 (Common stock and Series B preferred Stock)
 Executive Officer Director General Partner

Full Name (Last name first, if individual)
Welsh, Carson, Anderson & Stowe VIII, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
320 Park Avenue, Suite 2500, , New York, New York 10022

Check Box(es) that Apply: Promoter Beneficial Owner (Series A preferred stock)
 Executive Officer Director General Partner

Full Name (Last name first, if individual)
SCANA Corporation

Business or Residence Address (Number and Street, City, State, Zip Code)
1426 Main Street, Columbia, South Carolina 29201

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

Full Name (Last name first, if individual)
Almeida, Jr., John

Business or Residence Address (Number and Street, City, State, Zip Code)
Welsh, Carson, Anderson & Stowe, 320 Park Avenue, Suite 2500, , New York, New York 10022

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

Full Name (Last name first, if individual)
Burton, Donald W.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o ITC^DeltaCom, Inc., 1791 O.G. Skinner Drive, West Point, Georgia 31833

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

Full Name (Last name first, if individual)
DeLuca, John J.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o ITC^DeltaCom, Inc., 1791 O.G. Skinner Drive, West Point, Georgia 31833

Check Box (es) that Apply: Promoter Beneficial Owner (Common stock and Series B preferred Stock)
 Executive Officer Director General Partner

Full Name (Last name first, if individual)
de Nicola, Anthony J.

Business or Residence Address (Number and Street, City, State, Zip Code)
Welsh, Carson, Anderson & Stowe, 320 Park Avenue, Suite 2500, , New York, New York 10022

A. BASIC IDENTIFICATION DATA

Check Box(es) that Apply: Promoter Beneficial Owner (Series A preferred stock) Executive Officer
 Director General Partner

Full Name (Last name first, if individual)

Lanier, III, Campbell B.

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

c/o ITC^DeltaCom, Inc., 1791 O.G. Skinner Drive, West Point, Georgia 31833

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

Full Name (Last name first, if individual)

McCarley, R. Gerald

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

c/o ITC^DeltaCom, Inc., 1791 O.G. Skinner Drive, West Point, Georgia 31833

Check Box (es) that Apply: Promoter Beneficial Owner (Common stock and Series B preferred Stock)
 Executive Officer Director General Partner

Full Name (Last name first, if individual)

McInerney, Thomas E.

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

Welsh, Carson, Anderson & Stowe, 320 Park Avenue, Suite 2500, , New York, New York 10022

Check Box (es) that Apply: Promoter Beneficial Owner (Common stock and Series B preferred Stock)
 Executive Officer Director General Partner

Full Name (Last name first, if individual)

Swani, Sanjay

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

Welsh, Carson, Anderson & Stowe, 320 Park Avenue, Suite 2500, , New York, New York 10022

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

Full Name (Last name first, if individual)

Taylor, Robert C.

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

c/o ITC^DeltaCom, Inc., 1791 O.G. Skinner Drive, West Point, Georgia 31833

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

Full Name (Last name first, if individual)

Williams, Larry F.

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

c/o ITC^DeltaCom, Inc., 1791 O.G. Skinner Drive, West Point, Georgia 31833

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

Full Name (Last name first, if individual)

Moses, Steven D.

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

A. BASIC IDENTIFICATION DATA

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

Full Name (Last name first, if individual)

Mullis, J. Thomas

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

c/o ITC^DeltaCom, Inc., 1791 O.G. Skinner Drive, West Point, Georgia 31833

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

Full Name (Last name first, if individual)

Shumate, Douglas A.

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

c/o ITC^DeltaCom, Inc., 1791 O.G. Skinner Drive, West Point, Georgia 31833

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

Full Name (Last name first, if individual)

Plunkett, Sara L.

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

c/o ITC^DeltaCom, Inc., 1791 O.G. Skinner Drive, West Point, Georgia 31833

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

Full Name (Last name first, if individual)

Walker, Andrew W.

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

c/o ITC^DeltaCom, Inc., 1791 O.G. Skinner Drive, West Point, Georgia 31833

B. INFORMATION ABOUT OFFERING

- | | | |
|---|--------------------------|-------------------------------------|
| 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. | Yes | No |
| | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 2. What is the minimum investment that will be accepted from any individual? | \$ <u>None</u> | |
| | Yes | No |
| 3. Does the offering permit joint ownership of a single unit? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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. | <u>N/A</u> | |

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 individuals 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 individuals 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)

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

Type of Security	Aggregate Offering Price (rounded)	Amount Already Sold
Debt	\$ 0	\$ 0
Equity	\$ 0	\$ 0
<input checked="" type="checkbox"/> Common: Stock issuable upon conversion of Series B preferred stock		
<input checked="" type="checkbox"/> Preferred: Includes issuance on November 12, 2004 of an additional 150,000 shares of 8% Series B Convertible Redeemable Preferred Stock, par value \$0.01 per share ("Series B Preferred Stock"), at the purchase price of \$100 per share		
Convertible Securities: An aggregate of 500,000 shares of Series B Preferred Stock	\$50,000,000	\$50,000,000
Partnership Interests.....	\$ 0	\$ 0
Other (Specify):.....	\$ 0	\$ 0
Total ¹	\$50,000,000	\$50,000,000

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 of Investors	Aggregate Dollar Amount of Purchase
Accredited investors	18	\$50,000,000
Non-accredited Investors.....	0	\$ 0
Total (for filings under Rule 504 only).....	N/A	\$ N/A

Answer also in Appendix, Column 4, if filing under ULOE.

¹ Of the aggregate purchase price, approximately \$42.5 million was paid in cash and approximately \$7.5 million was paid by the surrender for cancellation of approximately \$7.5 million principal amount of promissory notes payable to the purchasers of the Series B Preferred Stock.

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

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 Security	Dollar Amount Sold
Type of Offering:		
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 checked="" type="checkbox"/>	\$ 10,000
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ 2,000
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 800,000
Accounting Fees.....	<input checked="" type="checkbox"/>	\$ 150,000
Engineering Fees	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ 0
Other Expenses :	<input checked="" type="checkbox"/>	\$ 260,000
Total Expenses paid out of available cash of Issuer.....	<input checked="" type="checkbox"/>	\$ 1,222,000

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."

All expenses to be paid out of available cash of issuer; accordingly, gross proceeds to Issuer of \$ 50,000,000

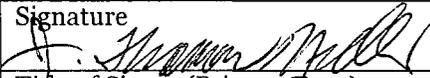
C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

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"/> \$ 0	<input type="checkbox"/> \$ 0
Purchase of real estate	<input type="checkbox"/> \$ 0	<input 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 type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Acquisition of other businesses: (for payment of expenses related to an associated merger).....	<input checked="" type="checkbox"/> \$375,000	<input checked="" type="checkbox"/> \$ 4,225,0000
Repayment of indebtedness (incurred by business acquired in associated merger).....	<input checked="" type="checkbox"/> \$7,500,000	<input type="checkbox"/> \$ 0
Working capital (including capital expenditures and general corporate purposes).....	<input type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$37,900,000
Other (specify):	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Column Totals.....	<input checked="" type="checkbox"/> \$7,875,000	<input checked="" type="checkbox"/> \$ 42,125,000
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$ 50,000,000	

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 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) ITC^DeltaCom, Inc.	Signature 	Date November 23, 2004
Name of Signer (Print or Type) J. Thomas Mullis	Title of Signer (Print or Type) Senior Vice President-Legal and Regulatory	

ATTENTION

Intentional Misstatements or Omissions of Fact Constitute Federal Criminal Violations. (See 18. U.S.C. 1001.)