

1313822

FORM D

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

Barcode area with SEC USE ONLY, Prefix, Serial, and DATE RECEIVED fields.

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

Name of Offering (Offer and Sale of Limited Liability Membership Interests), Filing Under (Rule 504, 505, 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 (Battery Investment Partners VII, LLC).

Address of Executive Offices (c/o Battery Ventures, 20 William Street, Suite 200, Wellesley, MA 02481) and Telephone Number (781) 577-1000.

Address of Principal Business Operations (if different from Executive Offices) and Telephone Number.

Brief Description of Business (Venture Capital Activities).

Type of Business Organization (limited partnership, already formed).

Actual or Estimated Date of Incorporation or Organization (1/2/04), Jurisdiction of Incorporation or Organization (DE).

GENERAL INSTRUCTIONS

Federal: Who Must File, When to File, Where to File, Copies Required, Information Required, 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.

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  Executive Officer  Director  General and/or Managing Member

Full Name (Last name first, if individual)

**Battery Partners VII, LLC**

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

**c/o Battery Ventures, 20 William Street, Suite 200, Wellesley, MA 02481**

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

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

Full Name (Last name first, if individual)

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

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**B. INFORMATION ABOUT OFFERING**

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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.
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N/A

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**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.....	\$ -0-	\$ -0-
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Preferred Stock .....	\$ -0-	\$ -0-
Partnership Interests.....	\$ -0-	\$ -0-
Other (Specify <u>Membership Interests</u> )	<u>\$8,595,000.00</u>	<u>\$8,595,000.00</u>
Total .....	<u>\$8,595,000.00</u>	<u>\$8,595,000.00</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>21</u>	<u>\$8,595,000.00</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"/>	\$ -0-
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ -0-
Legal Fees .....	<input checked="" type="checkbox"/>	<u>\$ 50,000.00</u>
Accounting Fees.....	<input type="checkbox"/>	\$ -0-
Engineering Fees.....	<input type="checkbox"/>	\$ -0-
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ -0-
Other Expenses (identify) Travel Expenses and Business Expenses.....	<input type="checkbox"/>	\$ -0-
Total .....	<input checked="" type="checkbox"/>	<u>\$ 50,000.00</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 user." .....

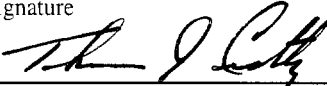
\$8,545,000.00

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 and 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 (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"/>	\$ -0-	<input type="checkbox"/>	\$ -0-
Repayment of indebtedness.....	<input type="checkbox"/>	\$ -0-	<input type="checkbox"/>	\$ -0-
Working capital.....	<input type="checkbox"/>	\$ -0-	<input type="checkbox"/>	\$ -0-
Other (specify): .....	<input type="checkbox"/>	\$ -0-	<input type="checkbox"/>	\$ -0-
Other (specify): <u>Security investments; costs and expenses related thereto</u>	<input type="checkbox"/>	\$ -0-	<input checked="" type="checkbox"/>	<u>\$8,545,000.00</u>
Column Totals.....	<input type="checkbox"/>	\$ -0-	<input checked="" type="checkbox"/>	<u>\$8,545,000.00</u>
Total Payments Listed (column totals added).....			<input checked="" type="checkbox"/>	<u>\$8,545,000.00</u>

**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) Battery Investment Partners VII, LLC	Signature 	Date December 22, 2004
Name of Signer (Print or Type) Thomas J. Crotty	Title of Signer (Print or Type) By: Managing Member of the Managing Member of the Issuer, Battery Partners VII, LLC	

**ATTENTION**

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

**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)  Limited Partnership Interests	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		X	\$8,595,000.00	5	\$1,870,000.00	0			X
CO									
CT									
DE									
DC									
FL		X	\$8,595,000.00	1	\$500,000.00	0			X
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA		X	\$8,595,000.00	13	\$5,725,000.00	0			X
MI									
MN									
MS									
MO									

**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)  Limited Partnership Interests	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
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR		X	\$8,595,000.00	1	\$250,000.00	0			X
PA									
RI		X	\$8,595,000.00	1	\$250,000.00	0			X
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									