



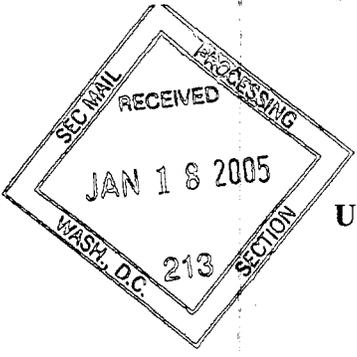
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL table with OMB Number: 3235-0076, Expires: December 31, 1993, Estimated average burden hours per form 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 table with Prefix, Serial, and DATE RECEIVED fields

Name of Offering (Series D Preferred Stock), Filing Under (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: VisionCare Ophthalmic Technologies, Inc. Address of Executive Offices: 14375 Saratoga Avenue, Suite 104, Saratoga, CA 95070. Telephone Number: (408) 872-9393. Brief Description of Business: ophthalmic devices. Type of Business Organization: corporation. Actual or Estimated Date of Incorporation or Organization: May 2002. Jurisdiction of Incorporation or Organization: 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. 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. Information Required: A new filing must contain all information requested. 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.

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:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer
	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner	
Full Name (Last name first, if individual) Allen W. Hill			
Business or Residence Address (Number and Street, City, State, Zip Code) c/o VisionCare Ophthalmic Technologies, Inc., 14375 Saratoga Avenue, Suite 104, Saratoga, CA 95070			
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer
	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner	
Full Name (Last name first, if individual) Leslie Bottorff			
Business or Residence Address (Number and Street, City, State, Zip Code) c/o VisionCare Ophthalmic Technologies, Inc., 14375 Saratoga Avenue, Suite 104, Saratoga, CA 95070			
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer
	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner	
Full Name (Last name first, if individual) Michael K. Kaplan			
Business or Residence Address (Number and Street, City, State, Zip Code) c/o VisionCare Ophthalmic Technologies, Inc., 14375 Saratoga Avenue, Suite 104, Saratoga, CA 95070			
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer
	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner	
Full Name (Last name first, if individual) Bruce E. Crocker			
Business or Residence Address (Number and Street, City, State, Zip Code) c/o VisionCare Ophthalmic Technologies, Inc., 14375 Saratoga Avenue, Suite 104, Saratoga, CA 95070			
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer
	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner	
Full Name (Last name first, if individual) Three Arch Partners III, L.P.			
Business or Residence Address (Number and Street, City, State, Zip Code) 3200 Alpine Road, Portola Valley, CA 94028			
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer
	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner	
Full Name (Last name first, if individual) OnSet IV, L.P.			
Business or Residence Address (Number and Street, City, State, Zip Code) 2400 Sand Hill Road, Suite 150, Menlo Park, CA 94025			
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer
	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner	
Full Name (Last name first, if individual) Pitango Venture Capital Fund III (USA) L.P.			
Business or Residence Address (Number and Street, City, State, Zip Code) 11 HaMenofim St. Eastern Tower Herzelia 46725 Israel			
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer
	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner	
Full Name (Last name first, if individual) Yossi Gross			
Business or Residence Address (Number and Street, City, State, Zip Code) c/o VisionCare Ophthalmic Technologies, Inc., 14375 Saratoga Avenue, Suite 104, Saratoga, CA 95070			

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

Full Name (Last name first, if individual)

David Lifschitz

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

Sal. Vogelinstr. 31 8038 Zurich Switzerland

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

Full Name (Last name first, if individual)

Boston Scientific

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

One Boson Scientific Place, Natick, Massachusetts 01760

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 offering for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ _____	\$ _____
Equity.....	\$19,999,996.83	\$19,999,996.83
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify _____).....	\$ _____	\$ _____
Total.....	\$19,999,996.83	\$19,999,996.83

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."

		Aggregate Dollar Amount
Accredited Investors	14	\$19,999,996.83
Non-accredited Investors	_____	\$ _____
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, 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.....	-0-	\$ -0-
Regulation A.....	-0-	\$ -0-
Rule 504.....	-0-	\$ -0-
Total	-0-	\$ -0-

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"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 20,000
Accounting Fees.....	<input type="checkbox"/>	\$ _____
Engineering Fees.....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (Identify Investor's counsel)	<input type="checkbox"/>	\$ _____
Total.....	<input checked="" type="checkbox"/>	\$ 20,000

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"

\$19,979,996.83

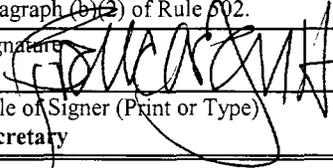
C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

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.

	Payment to Officers, Directors, & Affiliates	Payment 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)		
Repayment of indebtedness	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Working capital	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$19,979,996.83
Other (specify): payment for consulting services		
Column Totals	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$19,979,996.83
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$19,979,996.83

D. FEDERAL SIGNATURE

The issuer had 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) VisionCare Ophthalmic Technologies, Inc.	Signature 	Date January 5, 2005
Name of Signer (Print or Type) Bruce Jenett	Title of Signer (Print or Type) Secretary	

ATTENTION

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