

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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05002456

FORM D

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

PROCESSED
JAN 27 2005
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FINANCIAL

SEC USE ONLY

Prefix Serial

DATE RECEIVED

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

Convertible Notes and Warrants to Purchase Series B Convertible Preferred Stock

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.)

Smart Drug Systems Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)
181 South Broad Street, Suite 10, Pawcatuck, CT 06379

Telephone Number (Including Area Code)
(860) 599-3688

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
181 South Broad Street, Suite 10, Pawcatuck, CT 06379

Telephone Number (Including Area Code)
(860) 599-3688

Brief Description of Business

Pharmaceutical Manufacturer

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

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated
November 1998

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: DE
CN for Canada, FN for other foreign jurisdiction)

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.

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:	<input type="checkbox"/> Promoter <input type="checkbox"/> Director	<input checked="" type="checkbox"/> Beneficial Owner <input type="checkbox"/> General and/or Managing Partner	<input type="checkbox"/> Executive Officer
Full Name (Last name first, if individual) North American Nutrition and Agribusiness Fund, L.P.			
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Bay City Capital LLC, 750 Battery Street, Suite 600, San Francisco, California 94111			
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input type="checkbox"/> Director	<input checked="" type="checkbox"/> Beneficial Owner <input type="checkbox"/> General and/or Managing Partner	<input type="checkbox"/> Executive Officer
Full Name (Last name first, if individual) Gresham Rabo Management Limited as trustee for The Food and Agribusiness Investment Fund			
Business or Residence Address (Number and Street, City, State, Zip Code) Level 6, 175 Macquarie Street, Sydney, 2000, N.S.W., Australia			
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> Beneficial Owner <input type="checkbox"/> General and/or Managing Partner	<input checked="" type="checkbox"/> Executive Officer
Full Name (Last name first, if individual) Serge R. Martinod			
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Smart Drug Systems Inc., 181 South Broad Street, Suite 10, Pawcatuck, CT 06379			
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Director	<input type="checkbox"/> Beneficial Owner <input type="checkbox"/> General and/or Managing Partner	<input checked="" type="checkbox"/> Executive Officer
Full Name (Last name first, if individual) David R. Stevens			
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Smart Drug Systems Inc., 181 South Broad Street, Suite 10, Pawcatuck, CT 06379			
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Director	<input type="checkbox"/> Beneficial Owner <input type="checkbox"/> General and/or Managing Partner	<input type="checkbox"/> Executive Officer
Full Name (Last name first, if individual) George F. Murphy, Jr.			
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Smart Drug Systems Inc., 181 South Broad Street, Suite 10, Pawcatuck, CT 06379			
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Director	<input type="checkbox"/> Beneficial Owner <input type="checkbox"/> General and/or Managing Partner	<input checked="" type="checkbox"/> Executive Officer
Full Name (Last name first, if individual) Malcolm R. Brandon			
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Smart Drug Systems Inc., 181 South Broad Street, Suite 10, Pawcatuck, CT 06379			
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Director	<input type="checkbox"/> Beneficial Owner <input type="checkbox"/> General and/or Managing Partner	<input type="checkbox"/> Executive Officer
Full Name (Last name first, if individual) Andrew Schwab			
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Smart Drug Systems Inc., 181 South Broad Street, Suite 10, Pawcatuck, CT 06379			
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Director	<input type="checkbox"/> Beneficial Owner <input type="checkbox"/> General and/or Managing Partner	<input type="checkbox"/> Executive Officer
Full Name (Last name first, if individual) Natalie Forsyth-Stock			
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Smart Drug Systems Inc., 181 South Broad Street, Suite 10, Pawcatuck, CT 06379			
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Director	<input type="checkbox"/> Beneficial Owner <input type="checkbox"/> General and/or Managing Partner	<input type="checkbox"/> Executive Officer
Full Name (Last name first, if individual) Brigitte Smith			
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Smart Drug Systems Inc., 181 South Broad Street, Suite 10, Pawcatuck, CT 06379			
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input type="checkbox"/> Director	<input checked="" type="checkbox"/> Beneficial Owner <input type="checkbox"/> General and/or Managing Partner	<input type="checkbox"/> Executive Officer

Full Name (Last name first, if individual)

GBS BioVentures II

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

c/o GBS Venture Partners Limited, Level 5, 71 Collins Street, Melbourne, VIC 3000 Australia

Check Box(es)

Promoter

Beneficial Owner

Executive Officer

that Apply:

Director

General and/or Managing Partner

Full Name (Last name first, if individual)

Sumitomo Pharmaceuticals Co., Ltd.

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

11 Kanda-Surugadai 3-chome, Chiyoda-ku, Tokyo, 101-8319, Japan

Check Box(es)

Promoter

Beneficial Owner

Executive Officer

that Apply:

Director

General and/or Managing Partner

Full Name (Last name first, if individual)

Castella Research

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

20 Bevan Street, Balwyn, Victoria 3103 Australia

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? No Minimum

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.

Not applicable

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]	[VA]	[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 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]	[VA]	[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 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]	[VA]	[WV]	[WI]	[WY]	[PR]

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.....	\$ _____ -0-	\$ _____ -0-
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ <u>1,392,150*</u>	\$ <u>1,392,150*</u>
Partnership Interests.....	\$ _____ -0-	\$ _____ -0-
Other (Specify _____).....	\$ _____ -0-	\$ _____ -0-
Total.....	\$ <u>1,392,150*</u>	\$ <u>1,392,150*</u>

Answer also in Appendix, Column 3, if filing under ULOE.

* See annex c.1 attached hereto and by this reference made a part thereof.

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	6	\$ <u>1,392,150*</u>
Non-accredited Investors	-0-	\$ _____ -0-
Total (for filings under Rule 504 only)	-0-	\$ _____ -0-

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

* See annex c.1 attached hereto and by this reference made a part thereof.

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"/>	\$ _____ -0-
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ _____ -0-
Legal Fees.....	<input checked="" type="checkbox"/>	\$ <u>40,000</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 Investor's Fees).....	<input checked="" type="checkbox"/>	\$ <u>20,000-</u>
Total.....	<input type="checkbox"/>	\$ <u>60,000</u>

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"

\$ 1,332,150

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

* See annex c.1 attached hereto and by this reference made a part thereof.

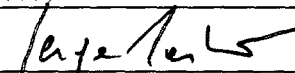
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payment to Officers, Directors, & Affiliates	
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 checked="" type="checkbox"/> \$ 1,332,150
Other (specify): _____		
Column Totals	<input type="checkbox"/> \$ -0-	<input checked="" type="checkbox"/> \$ 1,332,150
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> \$ 1,332,150

* See annex c.1 attached hereto and by this reference made a part thereof.

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) Smart Drug Systems Inc.	Signature 	Date January 21, 2005
Name of Signer (Print or Type) Dr. Serge Martinod	Title of Signer (Print or Type) President and CEO	

ATTENTION

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

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in State (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1))
State	Yes	No	Series B Preferred	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	\$7,000,000	2	\$1,800,000				
CO									
CT									
DE									
DC									
FL									
GA									
HI									
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APPENDIX

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APPENDIX C.1.

This Form D relates to the sale and issuance of Convertible Promissory Notes (the "Notes") which are convertible at the option of the holders into the series of preferred stock of the Issuer sold in the Issuer's subsequent financing round and Warrants (the "Warrants") to purchase shares of the Issuer's Series B Preferred Stock (which is convertible into common stock for no additional consideration). There is de minimis consideration for the issuance of the Warrants. The amount reported under "convertible securities" is the purchase price of the Notes.