

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



05045490

FORM D

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

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-1 and A-2 Preferred Stock Financing (including common stock issuable upon conversion thereof)**

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.)

**Brand New Brands, Inc.**

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

**100 Shoreline Highway, Mill Valley, CA 94941**

Telephone Number (Including Area Code)

**(707) 431-2999**

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

Telephone Number (Including Area Code)

Brief Description of Business

**Food products**

Type of Business Organization

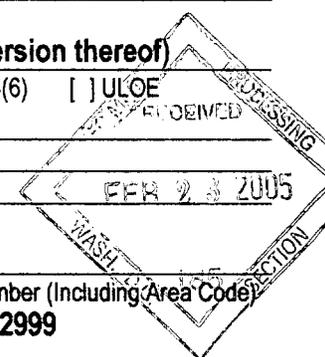
corporation  limited partnership, already formed  
 business trust  limited partnership, to be formed

other (please specify): **MAR 04 2005**

Actual or Estimated Date of Incorporation or Organization: Month **[05]** Year **[04]**  Actual  Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) **[DE]**



PROCESSED

THOMSON FINANCIAL

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 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 in the notice constitutes a part of this notice and must be completed.



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**A. BASIC IDENTIFICATION DATA**

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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.

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

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Full Name (Last name first, if individual)

**William B. Rosenzweig**

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

**100 Shoreline Highway, Mill Valley, CA 94941**

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

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Full Name (Last name first, if individual)

**Peter H. Mattson**

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

**100 Shoreline Highway, Mill Valley, CA 94941**

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

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Full Name (Last name first, if individual)

**Greg Horn**

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

**100 Shoreline Highway, Mill Valley, CA 94941**

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

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Full Name (Last name first, if individual)

**Great Spirit Ventures, LLC**

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

**1011 Centre Road, Suite 322, Wilmington, DE 19805**

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

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Full Name (Last name first, if individual)

**Peter H. Mattson & Co., Inc.**

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

**100 Shoreline Highway, Mill Valley, CA 94941**

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

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Full Name (Last name first, if individual)

**James Todd**

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

**1011 Centre Road, Suite 322, Wilmington, DE 19805**

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

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Full Name (Last name first, if individual)

**Roger Wyse**

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

**One Embarcadero Center, Suite 2700, San Francisco, CA 94111***Continued on next page*

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

Full Name (Last name first, if individual)

**Ilya Nykin**

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

**7733 Forsyth Boulevard, Suite 1440, St. Louis, MO 63105**

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

Full Name (Last name first, if individual)

**Burrill Nutraceuticals Capital Fund, L.P.**

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

**One Embarcadero Center, Suite 2700, San Francisco, CA 94111**

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

Full Name (Last name first, if individual)

**Burrill Life Sciences Capital Fund, L.P.**

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

**One Embarcadero Center, Suite 2700, San Francisco, CA 94111**

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

Full Name (Last name first, if individual)

**Mavibel (Maatschappij voor Internationale Beleggingen) B.V.**

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

**Weena 455, 3013 AL Rotterdam, The Netherlands**

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

Full Name (Last name first, if individual)

**Prolog Capital II, L.P.**

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

**7733 Forsyth Boulevard, Suite 1440, St. Louis, MO 63105**

(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? ..... \$        n/a

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. 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.

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)

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)

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 .....	\$ <u>0</u>	\$ <u>0</u>
Equity .....	\$ <u>7,000,053.90</u>	\$ <u>7,000,014.02</u>
	<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred	
Convertible Securities (including warrants) .....	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests .....	\$ <u>0</u>	\$ <u>0</u>
Other (Specify _____) .....	\$ <u>0</u>	\$ <u>0</u>
Total .....	\$ <u>7,000,053.90</u>	\$ <u>7,000,014.02</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."

Type of Security	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	<u>6</u>	\$ <u>7,000,014.02</u>
Non-accredited Investors .....	<u>0</u>	\$ <u>0</u>
Total (for filing under Rule 504 only) .....	<u>6</u>	\$ <u>7,000,014.02</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, 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>0</u>
Regulation A .....	_____	\$ <u>0</u>
Rule 504 .....	_____	\$ <u>0</u>
Total .....	_____	\$ <u>0</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"/>	\$ <u>0</u>
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ <u>0</u>
Legal Fees .....	<input checked="" type="checkbox"/>	\$ <u>100,000</u>
Account Fees .....	<input type="checkbox"/>	\$ <u>0</u>
Engineering Fees .....	<input type="checkbox"/>	\$ <u>0</u>
Sale Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ <u>0</u>
Other Expenses (identify) .....	<input type="checkbox"/>	\$ <u>0</u>
Total .....	<input type="checkbox"/>	\$ <u>100,000</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 issuer." ..... \$ 6,900,014.02

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 .....	[ ] \$ <u>0</u>	[ ] \$ <u>0</u>
Purchase of real estate .....	[ ] \$ <u>0</u>	[ ] \$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment.....	[ ] \$ <u>0</u>	[ ] \$ <u>0</u>
Construction or leasing of plant buildings and facilities .....	[ ] \$ <u>0</u>	[ ] \$ <u>0</u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities or another issuer pursuant to a merger) .....	[ ] \$ <u>0</u>	[ ] \$ <u>0</u>
Repayment of indebtedness .....	[ ] \$ <u>0</u>	[ ] \$ <u>0</u>
Working capital .....	[ X ] \$ <u>0</u>	[ ] \$ <u>6,900,014.02</u>
Other (specify): _____ .....	[ ] \$ <u>0</u>	[ ] \$ <u>0</u>
_____ .....	[ ] \$ <u>0</u>	[ ] \$ <u>0</u>
_____ .....	[ ] \$ <u>0</u>	[ ] \$ <u>0</u>
Column Totals.....	[ ] \$ <u>0</u>	[ ] \$ <u>0</u>
Total Payments (column totals added) .....	[ X ] \$ <u>6,900,014.02</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)	Signature 	Date 2.18.05.
Name of Signer (Print or Type) <b>William B. Rosenzweig</b>	Title of Signer (Print or Type) <b>President</b>	

**ATTENTION**

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



**APPENDIX**

1	2		3	4				5	
State	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 in State (Part C-Item 2)				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	Series A-2 Preferred Stock	3	\$2,369,997.40	0			X
CO									
CT									
DE		X	Series A-1 and A-2 Preferred Stock	1	\$2,630,010.72	0			X
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO		X	Series A-2 Preferred Stock	1	\$710,005.90	0			X
MT									
NE									
NV									
NH									
NJ									
NM									
NY									

**APPENDIX**

1	2		3	4				5	
State	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 in State (Part C-Item 2)				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
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									
The Netherlands		<b>X</b>	<b>Series A-2 Preferred Stock</b>	<b>1</b>	<b>\$1,290,000</b>	<b>0</b>			<b>X</b>