

FORM D

PROCESSED

MAY 26 2005

THOMSON FINANCIAL

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

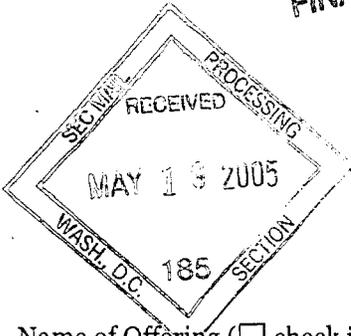
FORM D

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

OMB APPROVAL

OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average
burden hours per
response 16.00

1041954



05053492

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

OFFERING OF COMMON STOCK AND PREFERRED STOCK 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
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Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
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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.

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization:

Month	Year
0 3	9 7

 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)

D	E
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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: 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)

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 (Series A preferred stock)
 Executive Officer Director General Partner

Full Name (Last name first, if individual)

Lanier, II, J. Smith

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

c/o J. Smith Lanier & Co., P.O. Box 70, 300 West Tenth Street, 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)

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)

DeLucca, 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

A. BASIC IDENTIFICATION DATA

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

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)

Curran, Randall E.

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)

Fish, Jr., Richard E.

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

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)

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

B. INFORMATION ABOUT OFFERING

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

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)

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 – Equity securities identified below will be issued as consideration for services provided by the investors to the issuer.

Debt

Equity - Grant of Awards consisting of:

5,998,383 shares of Common Stock, par value \$.01 per share, upon vesting of Stock Units (plus shares to be issued upon conversion of the Convertible Securities) Series A Preferred Stock and Series B Preferred Stock (see, "Convertible Securities")

Convertible Securities:

(a) 14,016 shares of 8% Series A Convertible Redeemable Preferred Stock, par value \$.01 per share ("Series A Preferred")

(b) 42,138 shares of 8% Series B Convertible Redeemable Preferred Stock, par value \$.01 per share ("Series B Preferred")

Partnership Interests.....

Other (Specify):

Total.....

	Aggregate Number of Offered	Total Number of Issued Securities
Debt	\$ 0	\$ 0
Equity - Grant of Awards consisting of:	5,998,383 Common shares	5,998,383 Common shares
(a) 14,016 shares of 8% Series A Convertible Redeemable Preferred Stock, par value \$.01 per share ("Series A Preferred")	14,016 Series <u>A Preferred</u>	14,016 Series <u>A Preferred</u>
(b) 42,138 shares of 8% Series B Convertible Redeemable Preferred Stock, par value \$.01 per share ("Series B Preferred")	42,138 Series <u>B Preferred</u>	42,138 Series <u>B Preferred</u>
Partnership Interests.....	\$ 0	\$ 0
Other (Specify):	\$ 0	\$ 0
Total.....	<u>N/A</u>	<u>N/A</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."

Accredited investors

Non-accredited Investors.....

Total (for filings under Rule 504 only).....

	Number of Investors	Equity Securities Issued
Accredited investors	3	<i>See descriptions in Item C.1, above</i>
Non-accredited Investors.....	0	\$ 0
Total (for filings under Rule 504 only).....	<u>N/A</u>	\$ N/A

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

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 type="checkbox"/>	<u>0</u>
Printing and Engraving Costs	<input type="checkbox"/>	<u>0</u>
Legal Fees.....	<input checked="" type="checkbox"/>	<u>\$ 20,000</u>
Accounting Fees.....	<input type="checkbox"/>	<u>0</u>
Engineering Fees	<input type="checkbox"/>	<u>0</u>
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	<u>0</u>
Other Expenses :.....	<input type="checkbox"/>	<u>0</u>
Total Expenses paid out of available cash of Issuer.....	<input checked="" type="checkbox"/>	<u>20,000</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."

All expenses to be paid out of available cash of issuer.

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.

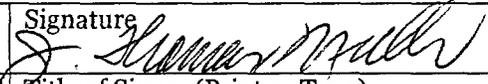
	<u>Payments to Officers, Directors & Affiliates</u>	<u>Payments To Others</u>
Salaries and fees	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Purchase of real estate	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Purchase, rental or leasing and installation of machinery and 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 type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Repayment of indebtedness (incurred by business acquired in associated merger).....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Working capital (including capital expenditures and general corporate purposes).....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Other (specify): Issuance of equity securities in exchange for services provided to the issuer	<input type="checkbox"/> \$ 0	<input type="checkbox"/> N/A
Column Totals.....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> N/A

Equity securities identified in Item C.1, above, will be issued as consideration for services provided by the investors to the issuer.

Total Payments Listed (column totals added)

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 May 13, 2005
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.)