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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.

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
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FORM D

PROCESSED

MAY 19 2005
THOMSON FINANCIAL

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.)

ANTs software inc. Unit Offering

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE

Type of Filing: [X] 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.)

ANTs software inc.

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

700 Airport Blvd., Suite 300, Burlingame, CA 94010, (650) 931-0500



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 Promoter Beneficial Executive Director General
Apply: Owner Officer and/or
Managing
Partner

Full Name (Last name first, if individual)
Ruotolo, Francis K.

Business or Residence Address (Number and Street, City, State, Zip Code)
700 Airport Blvd., Suite 300, Burlingame, CA 94010

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

Full Name (Last name first, if individual)
Pearce, Boyd

Business or Residence Address (Number and Street, City, State, Zip Code)
700 Airport Blvd., Suite 300, Burlingame, CA 94010

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

Full Name (Last name first, if individual)
Ruotolo, Kenneth

Business or Residence Address (Number and Street, City, State, Zip Code)
700 Airport Blvd., Suite 300, Burlingame, CA 94010

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

Full Name (Last name first, if individual)

Hersh, Clifford

Business or Residence Address (Number and Street, City, State, Zip Code)
700 Airport Blvd., Suite 300, Burlingame, CA 94010

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

Full Name (Last name first, if individual)
Spirn, Jeffrey R.

Business or Residence Address (Number and Street, City, State, Zip Code)
700 Airport Blvd., Suite 300, Burlingame, CA 94010

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

Full Name (Last name first, if individual)
Mundada, Girish

Business or Residence Address (Number and Street, City, State, Zip Code)
700 Airport Blvd., Suite 300, Burlingame, CA 94010

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

Full Name (Last name first, if individual)
Holt, Thomas

Business or Residence Address (Number and Street, City, State, Zip Code)
Lucent Technologies, 600 Mountain Ave, Murray Hill, NJ 07059

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

Full Name (Last name first, if individual)
Dunn, Homer G.

Business or Residence Address (Number and Street, City, State, Zip Code)
Evant, Inc., 235 Montgomery Street, San Francisco, CA 94104

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

Full Name (Last name first, if individual)
LaBarbera, Richard

Business or Residence Address (Number and Street, City, State, Zip Code)
C/O ANTs software inc., 700 Airport Blvd., Suite 300, Burlingame, CA 94010

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

Full Name (Last name first, if individual)
Gaulding, John R.

Business or Residence Address (Number and Street, City, State, Zip Code)
115 Margarita Dr., San Rafael, CA 94901

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

Full Name (Last name first, if individual)
Kite, Robert H.

Business or Residence Address (Number and Street, City, State, Zip Code)
6910 East Fifth Avenue Scottsdale, Arizona 85251

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

Full Name (Last name first, if individual)
Hicks, Alison B.

Business or Residence Address (Number and Street, City, State, Zip Code)
10995 Boas Road, Sidney, B. C. Canada V8L 5J1

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

Full Name (Last name first, if individual)

Hutton, Donald R.

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

10995 Boas Road, Sidney, B. C. Canada V8L 5J1

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. None

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	\$ _____	\$ _____
Equity	\$4,000,000	\$1,360,000
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) (<u>Warrants to Purchase Shares of Common Stock</u>).....	\$8,750,000	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify: _____).	\$ _____	\$ _____
Total	\$12,750,000	\$1,360,000

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	1	\$1,360,000

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, 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>Regulation A</u>	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ _____

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 checked="" type="checkbox"/> \$ <u>1,000</u>
Printing and Engraving Costs	<input type="checkbox"/> \$ _____
Legal Fees	<input checked="" type="checkbox"/> \$ <u>5,000</u>
Accounting Fees	<input checked="" type="checkbox"/> \$ <u>5,000</u>
Engineering Fees	<input type="checkbox"/> \$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/> \$ _____
Other Expenses (identify) _____	<input type="checkbox"/> \$ _____
Total	<input checked="" type="checkbox"/> \$ <u>11,000</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." \$12,739,000

5. Indicate below the amount of the adjusted gross proceed 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

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No
[] [X]

.....
See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) ANTs software inc.	Signature 	Date 5-4-05
Name of Signer (Print or Type) Kenneth Ruotolo	Title (Print or Type) Secretary and Chief Financial Officer	

Instruction:
Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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	Common Stock and Warrants	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL		X	\$1,275,000	1	\$1,360,000				X
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									
MT									
NE									

