

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

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|---------------|--|----------|--------|
| C E E | | 05054924 | |
| Pre. | | | Serial |
| DATE RECEIVED | | | |

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

1207085

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

Series C Preferred Stock Financing (and the Series C-1 Preferred Stock and common stock issuable upon conversion thereof)

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 409 ULOE

Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer.

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

Tacit Networks, Inc.

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

4081G Hadley Road, South Plainfield, NJ 07080

Telephone Number (Including Area Code)

(908) 757-9950

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

same as above

Telephone Number (Including Area Code)

same as above

Brief Description of Business

remote office IT services and solutions

Type of Business Organization

- 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

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

PROCESSED
MAY 23 2005
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 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 in 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (6-02)

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 Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

J.P. Morgan Partners (BHCA), L.P.

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

c/o JPMorgan Partners, 50 California Street, 29th Floor, 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)

RRE Ventures III-A, LP

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

c/o RRE Ventures, 126 East 56th Street, New York, NY 10022

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

Full Name (Last name first, if individual)

Canaan Equity III, L.P.

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

c/o Canaan Partners, 2884 Sand Hill Road, Suite 115, Menlo Park, CA 94025

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

Full Name (Last name first, if individual)

Williams, Timothy

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

17 Blackpoint Horseshoe, Rumson, NJ 07760

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

Full Name (Last name first, if individual)

Cohen, Iric

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

6 Forrest Court, Mt. Laurel, NJ 08054

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

Full Name (Last name first, if individual)

Grodhaus, Gregory

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

c/o Tacit Networks, Inc., 4081G Hadley Road, South Plainfield, NJ 07080

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

Full Name (Last name first, if individual)

Foley, Charles A.

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

c/o Tacit Networks, Inc., 4081G Hadley Road, South Plainfield, NJ 07080

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 Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Lapres, Geoffrey

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

c/o Tacit Networks, Inc., 4081G Hadley Road, South Plainfield, NJ 07080

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

Full Name (Last name first, if individual)

Abraham, George

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

c/o Silicon Alley Seed Investors, 363 Seventh Avenue, 12th Floor, New York, NY 10001

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

Full Name (Last name first, if individual)

Barrall, Geoff

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

c/o Tacit Networks, Inc., 4081G Hadley Road, South Plainfield, NJ 07080

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

Full Name (Last name first, if individual)

Chapman, David

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

c/o Tacit Networks, Inc., 4081G Hadley Road, South Plainfield, NJ 07080

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

Full Name (Last name first, if individual)

Gupta, Vikram

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

c/o JPMorgan Partners, 50 California Street, 29th Floor, 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)

Ibrahim, Maha

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

c/o Canaan Partners, 2884 Sand Hill Road, Suite 115, Menlo Park, CA 94025

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

Full Name (Last name first, if individual)

Jaworski, Don

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

c/o Brocade Communications Systems, Inc., 1745 Technology Drive, San Jose, CA 95110

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

Full Name (Last name first, if individual)

Porteous, Will

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

c/o RRE Ventures, 126 East 56th Street, New York, NY 10022

B. INFORMATION ABOUT OFFERING

- | | | |
|---|-------------------------------------|---|
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| 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?..... | <input checked="" type="checkbox"/> | Yes <input type="checkbox"/> |
| 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) **n/a**

Business or Residence Address (Number and Street, City, State, Zip Code) **n/a**

Name of Associated Broker or Dealer **n/a**

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) **n/a**

Business or Residence Address (Number and Street, City, State, Zip Code) **n/a**

Name of Associated Broker or Dealer **n/a**

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) **n/a**

Business or Residence Address (Number and Street, City, State, Zip Code) **n/a**

Name of Associated Broker or Dealer **n/a**

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] |

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

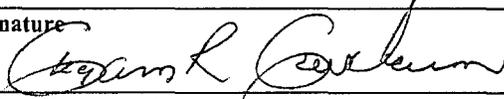
b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” \$ 11,750,000.00

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 & Affiliates | Payments to Others |
|---|--|---|
| Salaries and fees..... | <input type="checkbox"/> \$ <u>0.00</u> | <input type="checkbox"/> \$ <u>0.00</u> |
| Purchase of real estate..... | <input type="checkbox"/> \$ <u>0.00</u> | <input type="checkbox"/> \$ <u>0.00</u> |
| Purchase, rental or leasing and installation of machinery and equipment..... | <input type="checkbox"/> \$ <u>0.00</u> | <input type="checkbox"/> \$ <u>0.00</u> |
| Construction or leasing of plant buildings and facilities..... | <input type="checkbox"/> \$ <u>0.00</u> | <input type="checkbox"/> \$ <u>0.00</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 of another issuer pursuant to a merger)..... | <input type="checkbox"/> \$ <u>0.00</u> | <input type="checkbox"/> \$ <u>0.00</u> |
| Repayment of indebtedness..... | <input type="checkbox"/> \$ <u>0.00</u> | <input type="checkbox"/> \$ <u>0.00</u> |
| Working capital..... | <input type="checkbox"/> \$ <u>0.00</u> | <input checked="" type="checkbox"/> \$ <u>11,750,000.00</u> |
| Other (specify): _____ | <input type="checkbox"/> \$ <u>0.00</u> | <input type="checkbox"/> \$ <u>0.00</u> |
| Column Totals..... | <input type="checkbox"/> \$ <u>0.00</u> | <input checked="" type="checkbox"/> \$ <u>11,750,000.00</u> |
| Total Payments Listed (column totals added)..... | | <input checked="" type="checkbox"/> \$ <u>11,750,000.00</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 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 |
| Tacit Networks, Inc. |  | 05.02.05 |
| Name of Signer (Print or Type) | Title or Signer (Print or Type) | |
| Gregory Grodhaus | Chief Executive Officer | |

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