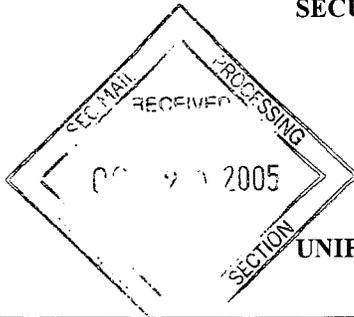


FORM D

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: April 30, 2008
Estimated average burden hours per response 16.00



FORM D

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

1680652

SEC USE ONLY
Prefix Serial
DATE RECEIVED

Name of Offering ( ) check if this is an amendment and name has changed, and indicate change.
Private Placement of Series B Preferred Stock and Common Stock Warrants

Filing Under (check box(es) that apply):
Type of Filing: ( ) Rule 504 ( ) Rule 505 (X) Rule 506 ( ) Section 4(6) ( ) ULOE
(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.
INSPA CORPORATION

Address of Executive Offices (Number and Street, City, State, Zip Code)
528 Pontius Avenue N, Seattle, WA 98109
Telephone Number (Including Area Code)
(206) 624-5753

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
(if different from Executive Offices)
Telephone Number (Including Area Code)
(206) 624-5511

Brief Description of Business
Spa Services and Products

Type of Business Organization
(X) corporation ( ) limited partnership, already formed
( ) business trust ( ) limited partnership, to be formed
THOMSON FINANCIAL
NOV 01 2005

Actual or Estimated Date of Incorporation or Organization:
Month Year
| 0 | 1 | | 9 | 4 | (X) Actual ( ) Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for foreign jurisdiction) | W | A |

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.
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.
Information Required: A new filing must contain all information requested.
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.

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  Executive Officer  Director  General and/or Managing Partner

Full name (Last name first, if individual)

**Stone, Colleen**

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

**528 Pontius Avenue N, Seattle, WA 98109**

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

Full name (Last name first, if individual)

**Ostrem, R. Michael**

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

**528 Pontius Avenue N, Seattle, WA 98109**

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

Full name (Last name first, if individual)

**Meleliat, Judy**

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

**528 Pontius Avenue N, Seattle, WA 98109**

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

Full name (Last name first, if individual)

**Ahern, Diana**

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

**528 Pontius Avenue N, Seattle, WA 98109**

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

Full name (Last name first, if individual)

**Landau, Yair**

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

**528 Pontius Avenue N, Seattle, WA 98109**

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

Full name (Last name first, if individual)

**Mizrahi, Yves**

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

**528 Pontius Avenue N, Seattle, WA 98109**

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

Full name (Last name first, if individual)

**Brownfield, Debbie**

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

**528 Pontius Avenue N, Seattle, WA 98109**

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

Full name (Last name first, if individual)

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

(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   
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? ..... \$100,000<sup>1</sup>
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.

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.)

<sup>1</sup> Minimum investment per new investor is \$100,000, unless the minimum investment requirement is waived by the Company. Existing debt and equity investors have been extended rights to invest on a prorata basis established by the Company.

**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 .....	\$ 4,500,000.00 <sup>2</sup>	\$ 2,349,963.60
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants) Common Stock Warrants.....	\$ 0.00 <sup>3</sup>	\$ 0.00
Partnership Interests .....	\$	\$
Other: .....	\$	\$
Total .....	\$ 4,500,000.00	\$ 2,349,963.60

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 Purchasers
Accredited Investors .....	33 <sup>4</sup>	\$ 2,349,963.60
Non-accredited Investors .....	0	\$ 0.00
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, 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 .....		\$
Regulation A.....		\$
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 type="checkbox"/>	\$
Printing and Engraving Costs.....	<input type="checkbox"/>	\$
Legal Fees .....	<input checked="" type="checkbox"/>	\$ 87,190.00
Accounting Fees .....	<input type="checkbox"/>	\$
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"/>	\$ 87,190.00

<sup>2</sup> Upon raising \$2,000,000 in this offering, all outstanding principal and interest on previously issued 2003 7.25% Convertible Notes, by their terms, automatically converted into a total of 6,079,268 shares of Series B Preferred Stock of the Company. No new funds were received

<sup>3</sup> Warrants to purchase 200,000 shares of Common Stock of the Company at an exercise price of \$0.60 were issued prorata to the investors in this initial closing. No remuneration was received.

<sup>4</sup> There are 73 total investors: 2 are covered under Regulation S, 38 are converted noteholders and 33 are accredited investors purchasing shares in this offering of Series B Preferred Stock.

**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." .....

\$ 4,412,810.00

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"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
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"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 412,810.00
Other: Finance growth, increase distribution capacity, increase marketing resources, and finance cost effective production efforts .....		<input checked="" type="checkbox"/> \$ 4,000,000.00
Column totals .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 4,412,810.00
Total Payments Listed (column totals added) .....		<input checked="" type="checkbox"/> \$ 4,412,810.00

**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) <b>InSpa Corporation</b>	Signature 	Date October 19, 2005
Name of Signer (Print or Type) <b>G. Scott Greenburg</b>	Title of Signer (Print or Type) <b>Secretary</b>	

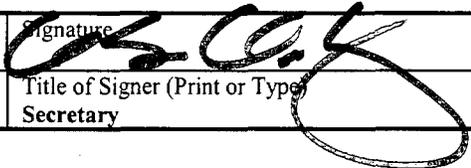
**ATTENTION**

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

**E. STATE SIGNATURE**

- |  |                          |                                     |
|--|--------------------------|-------------------------------------|
|  | Yes                      | No                                  |
| 1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?..... | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
- 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 understand 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) <b>InSpa Corporation</b>	Signature 	Date October 19, 2005
Name of Signer (Print or Type) <b>G. Scott Greenburg</b>	Title of Signer (Print or Type) <b>Secretary</b>	

*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 State	2 Intended to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State <sup>5</sup> (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors <sup>6</sup>	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	Series B Preferred Stock and Common Stock Warrants	21	\$2,971,077.60	0	0		X
CO		X	Series B Preferred Stock	1	\$108,759.00	0	0		X
CT		X	Series B Preferred Stock and Common Stock Warrants	2	\$70,402.20	0	0		X
DE									
DC									
FL									
GA		X	Series B Preferred Stock	3	\$196,063.80	0	0		X
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD		X	Series B Preferred Stock	1	\$18,319.20	0	0		X
MA		X	Series B Preferred Stock	1	\$233,369.40	0	0		X

<sup>5</sup> "Amount purchased in the State" includes the dollar amount of the shares purchased in this initial closing of the Series B Preferred Stock Offering and the dollar value of the stock received upon conversion of the previously issued 2003 7.25% Convertible Notes. No new funds were received upon the conversion of the Notes.

<sup>6</sup> "Number of Accredited Investors" includes both the number of converted noteholders and the accredited investors purchasing shares in this initial closing of the Series B Preferred Stock Offering.

**APPENDIX**

1 State	2 Intended to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 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
MI									
MN									
MS									
MO									
MT		X	Series B Preferred Stock	1	\$17,929.20	0	0		X
NE									
NV									
NH									
NJ									
NM									
NY		X	Series B Preferred Stock and Common Stock Warrants	4	\$189,103.80	0	0		X
NC									
ND									
OH									
OK									
OR									
PA		X	Series B Preferred Stock	1	\$28,023.60	0	0		X
RI									
SC									
SD									
TN									
TX		X	Series B Preferred Stock	1	\$22,394.40	0	0		X
UT									
VT									
VA									
WA		X	Series B Preferred Stock and Common Stock Warrants	35	\$2,066,731.20	0	0		X
WV									

**APPENDIX**

1	2		3	4				5	
	Intended 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		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WI									
WY									
PR									

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