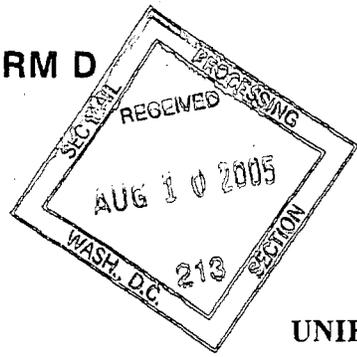


1085247

FORM D



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

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields.

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

Series B Financing

Filing Under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6), ULOE. Type of Filing: New Filing, Amendment.

PROCESSED

A. BASIC IDENTIFICATION DATA

AUG 12 2005

1. Enter the information requested about the issuer

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

THOMSON FINANCIAL

Aurora Imaging Technology, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 39 High Street, North Andover, MA 01845 (978) 975-7530

Address of Principal Business Operations (if different from Executive Offices) Telephone Number (Including Area Code)

Brief Description of Business: Development and sale of magnetic resonance imaging system

Type of Business Organization: corporation, business trust, limited partnership, already formed, limited partnership, to be formed, other (please specify).

Actual or Estimated Date of Incorporation or Organization: 014 919 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

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. 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.

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)

SEE Amended and Restated Exhibit A hereto which amends Form D and Exhibit A thereto filed January 3, 2005 (file #021-72514)

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

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)

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)

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)

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)

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)

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? \$ _____
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.)

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 the 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	\$ 0.00	\$ 0.00
Equity	\$ 10,643,259.00	\$ 10,643,259.00
	<input checked="" type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred	
Convertible Securities (including warrants)	\$ 0.00	\$ 0.00
Partnership Interests	\$ 0.00	\$ 0.00
Other (Specify <u>See Exhibit A</u>)	\$	\$
Total	\$ 10,643,259.00	\$ 10,643,259.00

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	20	\$ 6,081,933.00
Non-accredited Investors	0	\$
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		\$ 0.00

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 insurer. 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"/>	\$ 0.00
Printing and Engraving Costs	<input type="checkbox"/>	\$ 0.00
Legal Fees	<input checked="" type="checkbox"/>	\$ 46,000.00
Accounting Fees	<input type="checkbox"/>	\$ 0.00
Engineering Fees	<input type="checkbox"/>	\$ 0.00
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ 0.00
Other Expenses (identify) <u>miscellaneous</u>	<input checked="" type="checkbox"/>	\$ 1,000.00
Total	<input checked="" type="checkbox"/>	\$ 47,000.00

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.”

\$ 10,596,259.00

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 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"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Purchase of real estate	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
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"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Repayment of indebtedness	<input type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$ 6,454,071.00
Working capital	<input type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$ 4,142,188.00
Other (specify):	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
.....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
.....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Column Totals	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 10,596,259.00
Total Payments Listed (column totals added)	<input type="checkbox"/> \$ 10,596,259.00	

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) Aurora Imaging Technology, Inc.	Signature 	Date August 9, 2005
Name of Signer (Print or Type) A. Bruce Bowden	Title of Signer (Print or Type) Secretary	

ATTENTION

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

Amended and Restated

Exhibit A to Form D
(filed January 3, 2005; file #021-72514)

Aurora Imaging Technology, Inc.

Item A. Basic Identification Data-Additional Directors

In addition to the persons listed as directors on Item A to the Form D the following persons are directors of Aurora Imaging Technology, Inc.:

Steven E Harms, 3785 Whippoorwill Court, Fayetteville, AR 72701

Chao Hsiung Wang, Ph.D., P.O. Box 3790, Palos Verdes Estates, CA 09274-9529

A. Bruce Bowden, Duane Morris, 600 Grant Street, Suite 5010, Pittsburgh, PA 15219

Item A. Basic Identification Data-Additional Beneficial Owners

In addition to the persons listed as beneficial owners on Item A to the Form D the following person is also a beneficial owner of 10% or more of a class of equity securities of Aurora Imaging Technology, Inc.:

Lisa Wang, 6 Cinchring Road, Rolling Hills, CA 90274

Item C. Offering Price, Number of Investors, Expenses and Use of Proceeds

This Form D filing relates to and is intended to cover a series of related transactions as follows:

(i) On December 21, 2004 Aurora Imaging Technology, Inc. ("Aurora") filed a Second Amended and Restated Certificate of Incorporation (the "Amendment") with the Delaware Secretary of State (which Amendment was approved by shareholders holding a majority of each class of securities of Aurora) pursuant to which all of the issued and outstanding shares of Series A, A1 and A2 Convertible Preferred Stock of Aurora held by a total of 25 existing shareholders of Aurora (constituting 6,764,101 shares) was converted into a total of 6,944,791 shares of common stock of Aurora;

(ii) On December 21, 2004, Aurora sold a total of 9,220,101 shares of a new series of Series A Convertible Preferred Stock of Aurora to a limited liability company (the "LLC") in exchange for forgiveness of indebtedness held by such LLC in the aggregate amount of \$6,454,071 (constituting a per share price of \$.70 per share) said shares being distributed at the LLC's request directly to the 24 members of the LLC whose 24 members were also existing shareholders of Aurora;

Amended and Restated
Exhibit A to Form D
(filed January 3, 2005; file #021-72514)
(continued)

Aurora Imaging Technology, Inc.

(iii) On December 8, 2004 Aurora agreed to sell 4,285,714 shares of a new series of Series B Convertible Preferred Stock of Aurora at \$.70 per share to a new shareholder (for a total of \$3,000,000) which Series B was created with the filing of the Amendment on December 21, 2004, payment for which was received by Aurora in two separate increments in December, 2004 and January, 2005, respectively;

(iv) On January 8, 2005 Aurora granted Series B Convertible Preferred Stock Warrants (collectively the "Warrants") to 11 persons or entities who are members of a limited liability company in exchange for an extension of a loan granted by the limited liability company to Aurora. The Warrants cover an aggregate of 300,000 shares of Series B Convertible Preferred Stock of Aurora with an exercise price of \$.70 per share. Six of the persons who received Warrants are existing shareholders of Aurora;

(v) On June 30, 2005 Aurora sold 1,698,840 shares of Series B Convertible Preferred Stock of Aurora at \$.70 per share (for a total of \$1,189,188) to 10 persons 2 of whom were existing shareholders. One of the existing shareholders subsequently requested that a portion of her shares be transferred to her 2 children as a gift;

(vi) On June 30, 2005 Aurora granted a Series B Convertible Preferred Stock Warrant to one of its existing shareholders who is also a director and officer of Aurora for 349,000 shares of Series B Convertible Preferred Stock at \$.70 per share; and

(vii) In connection with this financing, Aurora may also grant a common stock warrant to a third party accredited investor for up to 120,000 shares of common stock at \$.70 per share.

Of the persons and entities who received shares of common stock of Aurora upon conversion of the old Series A, A1 and A2 Convertible Preferred Stock of Aurora and/or who are purchasing the new Series A or B Convertible Preferred Stock of Aurora, only 20 are U.S. residents and all such 20 persons or entities are "Accredited Investors", as such term is defined under Regulation D of the Securities Act of 1933, as amended (the "Act"). The non-U.S. residents' securities transactions are exempt under Regulation S of the Securities Act. All of the persons or entities who are receiving the Warrants for Series B Convertible Preferred Stock or common stock of Aurora are U.S. investors and all are Accredited Investors.