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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.



05065142



OMB APPROVAL		
OMB Number: 3235-0076		
Expires: May 31, 2005		
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SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

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

PROCESSED

SEP 08 2005

THOMSON FINANCIAL

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

2005 FINANCING OF SERIES A1 PREFERRED STOCK OF SEQUATION, INC.

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

Type of Filing: [ ] New Filing [X] Amendment - Second Closing

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.)

Sequation, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) One Kendall Square, Building 300, 2nd Floor, Cambridge, MA 02139 (617) 844-1200



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**A. BASIC IDENTIFICATION DATA**

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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.

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

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Full Name (Last name first, if individual)  
**Acquaviva, James A.**

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Business or Residence Address  
**c/o Sequation, Inc., One Kendall Square, Building 300, 2nd Floor, Cambridge, MA 02139**

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

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Full Name (Last name first, if individual)  
**Nichols, Elizabeth A.**

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Business or Residence Address  
**c/o Sequation, Inc., One Kendall Square, Building 300, 2nd Floor, Cambridge, MA 02139**

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

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Full Name (Last name first, if individual)  
**Sokol, Marc**

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Business or Residence Address  
**c/o Sequation, Inc., One Kendall Square, Building 300, 2nd Floor, Cambridge, MA 02139**

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

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Full Name (Last name first, if individual)  
**Nichols, Joseph C.**

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Business or Residence Address  
**c/o Sequation, Inc., One Kendall Square, Building 300, 2nd Floor, Cambridge, MA 02139**

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

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Full Name (Last name first, if individual)  
**Bessemer Venture Partners V L.P.**

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Business or Residence Address  
**c/o Bessemer Venture Partners, 1865 Palmer Avenue, Larchmont, New York 10538**

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**A. BASIC IDENTIFICATION DATA**

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

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Full Name (Last name first, if individual)  
**Bessec Venture V L.P.**

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Business or Residence Address  
**c/o Bessemer Venture Partners, 1865 Palmer Avenue, Larchmont, New York 10538**

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

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Full Name (Last name first, if individual)  
**BVE 2001 (Q) LLC**

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Business or Residence Address  
**c/o Bessemer Venture Partners, 1865 Palmer Avenue, Larchmont, New York 10538** (Number and Street, City, State, Zip Code)

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

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Full Name (Last name first, if individual)  
**Symantec Corporation**

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Business or Residence Address  
**20330 Stevens Creek Boulevard, Cupertino, CA 95014** (Number and Street, City, State, Zip Code)

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

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Full Name (Last name first, if individual)  
**JK&B Capital IV, L.P.**

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Business or Residence Address  
**c/o JK&B Capital, Inc., 180 North Stetson Place, Suite 4500, Chicago, IL 60601** (Number and Street, City, State, Zip Code)

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**(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)**

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**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..... N/A

Full Name (Last name first, if individual)  
 N/A

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]

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR 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 <u>1/</u> .....	\$ <u>0</u>	\$ <u>0</u>
Equity -- Stock is "qualified small business stock" .....	\$ <u>0</u>	\$ <u>0</u>
<input type="checkbox"/> Underlying shares of Common Stock to be issued upon conversion of Series A1 Preferred Stock shares.		
<input checked="" type="checkbox"/> 5,012,180 shares of Series A1 Convertible Preferred Stock, \$0.01 par value per share ("Series A1 Preferred"), issued at the purchase price of \$0.399 per share. <u>2/</u>		
<b>Convertible Securities:</b> Series A1 Preferred shares issued upon conversion of the 2005 Promissory Notes in the total aggregate loan amount of \$300,000 .....	\$ <u>1,999,859.82</u>	\$ <u>1,999,859.82</u>
Partnership Interests .....	\$ <u>0</u>	\$ <u>0</u>
Other		
Specify _____).	\$ <u>0</u>	\$ <u>0</u>
Total .....	\$ <u>1,999,859.82</u>	\$ <u>1,999,859.82</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."

	Number of Investors	Aggregate Dollar Amount of Purchase
Accredited Investors .....	<u>6</u>	\$ <u>1,999,859.82</u>
Non-accredited Investors .....	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only).....	<u>N/A</u>	\$ <u>N/A</u>

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

1/ Prior to the Initial Closing of this offering, two purchasers lent to Sequation, Inc. (the "Issuer") loan amounts against the issuance and delivery of Promissory Notes ("Notes") in the aggregate total amount of \$300,000. Such Notes were convertible into shares of Preferred Stock of the Issuers. This offering is the issuance of the shares of Series A1 Preferred Stock upon conversion of such Notes.

2/ At Initial Closing of Series A1 Preferred financing, 2,506,090 shares, of the maximum issuable in this offering of up to 5,012,180 shares, were purchased and sold. At Second Closing, the Issuers authorized the issuance and sale of an additional 2,506,090 shares of Series A Preferred.

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR 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, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. 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."

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	<u>N/A</u>	<u>N/A</u>
<u>Regulation A</u> .....	<u>N/A</u>	<u>N/A</u>
Rule 504 .....	<u>N/A</u>	<u>N/A</u>
Total .....	<u>N/A</u>	<u>N/A</u>

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 .....	[ ] \$ <u>    0</u>
Printing and Engraving Costs .....	[ ] \$ <u>    0</u>
Legal Fees .....	[X] \$ <u>50,000</u>
Accounting Fees .....	[ ] \$ <u>    0</u>
Engineering Fees .....	[ ] \$ <u>    0</u>
Sales Commissions (specify finders' fees separately).....	[ ] \$ <u>    0</u>
Other Expenses (identify): Miscellaneous transactional fees related to preparation of documents.....	[ ] \$ <u>  2,500</u>
Total .....	[X] \$ <u>52,500</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." .....

\$1,947,359.82

\* *Expenses provided in Part C- Question 4.a. were paid out of available cash of issuer and were not deducted from the aggregate offering amount. Accordingly, there are no "adjusted gross proceeds to the issuer".*

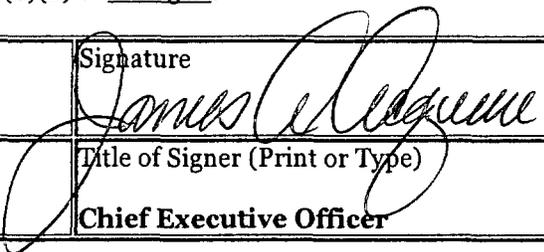
**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR PROCEEDS**

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.

	Payments to Officers, Directors & Affiliates	Payments To Others
Salaries and fees .....	[ ] \$ <u>    o    </u>	[ ] \$ <u>    o    </u>
Purchase of real estate .....	[ ] \$ <u>    o    </u>	[ ] \$ <u>    o    </u>
Purchase, rental or leasing and installation of machinery and equipment .....	[ ] \$ <u>    o    </u>	[ ] \$ <u>    o    </u>
Construction or leasing of plant buildings and facilities .....	[ ] \$ <u>    o    </u>	[ ] \$ <u>    o    </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) .....	[ ] \$ <u>    o    </u>	[ ] \$ <u>    o    </u>
<b>Repayment of indebtedness</b> .....	[ ] \$ <u>    o    </u>	[X] \$ <u>1,947,359.82</u>
Working capital .....	[ ] \$ <u>    o    </u>	[ ] \$ <u>    o    </u>
Other (specify): _____	[ ] \$ <u>    o    </u>	[ ] \$ <u>    o    </u>
Column Totals .....	[ ] \$ <u>    o    </u>	[X] \$ <u>1,947,359.82</u>
Total Payments Listed (column totals added) .....		[X] \$ <u>1,947,359.82</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 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>Sequation, Inc.</b>	Signature 	Date <b>8/29/05 , 2005</b>
Name of Signer (Print or Type) <b>James A. Acquaviva</b>	Title of Signer (Print or Type) <b>Chief Executive Officer</b>	

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