

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

**OMB APPROVAL**  
OMB Number:  
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Estimated average burden  
hours per form

PROCESSED  
DEC 14 2005  
209  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C.

FORM D  
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.)

**Cereplast, Inc.-Shares of Common Stock (Round III)**

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

Type of Filing:  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.)

**Cereplast, Inc.**

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

**3433 El Segundo Boulevard, Hawthorne, California 90250 (310) 676-5000**

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

**3433 El Segundo Boulevard, Hawthorne, California 90250**

Brief Description of Business

**Producing and selling a proprietary bio-based resin**

Type of Business Organization

corporation  limited partnership, already formed  other (please specify) **PROCESSED**  
 business trust  limited partnership, to be formed

Month Year

Actual or Estimated Date of Incorporation or Organization: **09 01**  Actual  Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: **NV** **JAN 03 2006**  
CN for Canada: FN for other foreign jurisdiction) **THOMSON FINANCIAL**

**GENERAL INSTRUCTIONS**

**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, NW, 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 to 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.

**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 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)

**Scheer, Frederic**

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

**3433 El Segundo Boulevard, Hawthorne, California 90250**

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

Full Name (Last name first, if individual)

**Scheer, Jocelyne**

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

**3433 El Segundo Boulevard, Hawthorne, California 90250**

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

Full Name (Last name first, if individual)

**Altounian, Brian**

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

**3433 El Segundo Boulevard, Hawthorne, California 90250**

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

Full Name (Last name first, if individual)

**Jensen, Ray**

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

**3433 El Segundo Boulevard, Hawthorne, California 90250**

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.)

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

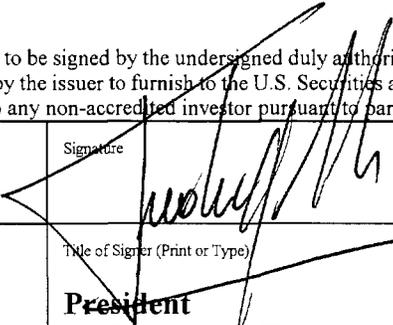
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer" ..... \$ 190,000

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"/> \$ - 0 -	<input type="checkbox"/> \$ - 0 -
Purchase of real estate.....	<input type="checkbox"/> \$ - 0 -	<input type="checkbox"/> \$ - 0 -
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ - 0 -	<input type="checkbox"/> \$ - 0 -
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ - 0 -	<input checked="" type="checkbox"/> \$ 20,000
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets of securities of another issuer pursuant to a merger).....	<input type="checkbox"/> \$ - 0 -	<input type="checkbox"/> \$ - 0 -
Repayment of indebtedness.....	<input type="checkbox"/> \$ - 0 -	<input type="checkbox"/> \$ - 0 -
Working capital .....	<input type="checkbox"/> \$ - 0 -	<input checked="" type="checkbox"/> \$ 70,000
Other (specify): <u>Raw material costs</u> .....	<input type="checkbox"/> \$ - 0 -	<input checked="" type="checkbox"/> \$ 40,000
<u>Research and development costs</u> .....	<input type="checkbox"/> \$ - 0 -	<input checked="" type="checkbox"/> \$ 20,000
<u>Test marketing and marketing and advertising costs</u> .....	<input type="checkbox"/> \$ - 0 -	<input checked="" type="checkbox"/> \$ 40,000
Column Totals .....	<input type="checkbox"/> \$ - 0 -	<input checked="" type="checkbox"/> \$ 190,000
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$ 190,000

**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>Cereplast, Inc.</b>	Signature 	Date December 7, 2005
Name of Signer (Print or Type) <b>Frederic Scheer</b>	Title of Signer (Print or Type) <b>President</b>	

**ATTENTION**

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

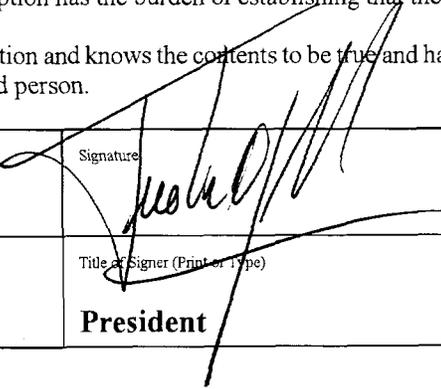
**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? ..... Yes No

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) <b>Cereplast, Inc.</b>	Signature 	Date <b>December 7, 2005</b>
Name of Signer (Print or Type) <b>Frederic Scheer</b>	Title of Signer (Print or Type) <b>President</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.