1297271

FORM D

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

06022067

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SEC MAIL PROCESSING RECEIVED MAR 21 2006 WASH, D.C. 213 SECTION

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.)
STRIONAIR, INC. BRIDGE NOTE 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
MAR 29 2006
THOMSON FINANCIAL

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.)
StrionAir, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) | Telephone Number (Including Area Code)
410 S. Arthur Avenue, Louisville, CO 80027 303.664.1140

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

Brief Description of Business:
Research, design and manufacturing of air filtration systems.

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 [05] Year [2003] ☒ 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. 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.

SEC 1972 (6-02) **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.**

StrionAir/506FormD/2006BridgeNote (3/2006)

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. Thisnotice 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.

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 lossof 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 Partner

Full Name (Last name first, if individual)
Sarver, Reed

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o StrionAir, Inc., 410 S. Arthur Avenue, Louisville, CO 80027

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General Partner

Full Name (Last name first, if individual)
Benner, Pat

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o StrionAir, Inc., 410 S. Arthur Avenue, Louisville, CO 80027

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General Partner

Full Name (Last name first, if individual)
Coppom, Rex

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o StrionAir, Inc., 410 S. Arthur Avenue, Louisville, CO 80027

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General Partner

Full Name (Last name first, if individual)
Johnson, Kinney

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Sequel Venture Partners, 4430 Arapahoe Avenue, Suite 220, Boulder, CO 80303

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General Partner

Full Name (Last name first, if individual)
Holland, Kirk

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Vista Ventures Advantage, LP, 1011 Walnut Street, 4th Floor, Boulder, CO 80302

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General Partner

Full Name (Last name first, if individual)
Koh, Jay

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Carlyle Venture Partners, 1001 Pennsylvania Avenue, N.W., Washington, D.C. 20004-2505

A. BASIC IDENTIFICATION DATA

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ Partner

Full Name (Last name first, if individual)
Burgin, Bob

Business or Residence Address (Number and Street, City, State, Zip Code)
707 14th Street, Boulder, CO 80302

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ Partner

Full Name (Last name first, if individual)
Ractliffe, Bob

Business or Residence Address (Number and Street, City, State, Zip Code)
16 Snow's Hill Lane, Dover, MA 02030

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General Partner

Full Name (Last name first, if individual)
Sequel Limited Partnership III

Business or Residence Address (Number and Street, City, State, Zip Code)
4430 Arapahoe Avenue, Suite 220, Boulder, CO 80303

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ Managing Partner

Full Name (Last name first, if individual)
Vista Ventures Advantage, LP

Business or Residence Address (Number and Street, City, State, Zip Code)
1011 Walnut Street, 4th Floor, Boulder, CO 80302

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ Managing Partner

Full Name (Last name first, if individual)
Solstice Capital II Limited Partnership

Business or Residence Address (Number and Street, City, State, Zip Code)
15 Broad Street, Boston, MA 02109

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ Managing Partner

Full Name (Last name first, if individual)
Carlyle Venture Partners II, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
600 Montgomery Street, 39th Floor, San Francisco, CA 94111

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ Managing Partner

Full Name (Last name first, if individual)
Dawson, Bruce

Business or Residence Address (Number and Street, City, State, Zip Code)
1401 Onyx Circle, Longmont, CO 80504

A. BASIC IDENTIFICATION DATA

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ Managing Partner

Full Name (Last name first, if individual)
Coppom, Sven

Business or Residence Address (Number and Street, City, State, Zip Code)
1915 Pine Street, Apartment #5, Boulder, CP 80302

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ Managing Partner

Full Name (Last name first, if individual)
Coppom, Brian

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o StrionAir, Inc., 410 S. Arthur Avenue, Louisville, CO 80027

B. INFORMATION ABOUT OFFERING

	Yes	No
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ..	☐	☒

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... $NONE

	Yes	No
3. Does the offering permit joint ownership of a single unit?	☒	☐

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)

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
☐ MI	☐ 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

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 Loan Amount	First Closing Loan Amount
Debt: Secured Convertible Promissory Notes (each, a "Note") 1/	$ 3,500,000	$ 2,500,000
Equity: Capital Stock 2/of the Issuer issued upon conversion of each Note	$ 0	$ 0
☐ Common Stock		
☐ Preferred Stock		
Convertible Securities:	$ 0	$ 0
Partnership Interests	$ 0	$ 0
Other:	$ 0	$ 0
Total	$ 3,500,000	$ 2,500,000

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" f answer is "none"" or "zero."

	Number of Investors	First Closing Amount
Accredited Investors	9	$ 2,500,000
Non-accredited Investors	0	$ 0
Total (for filings under Rule S04 only)	N/A	$ N/A

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 l.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	N/A	$ 0
Regulation A	N/A	$ 0
Rule 504	N/A	$ 0
Total	N/A	$ 0

1/ In consideration for certain loans to be made to the Issuer in one or more tranches, Notes will be issued in connection with each tranche.

2/ As of this Offering, the authorized capital stock of the Issuer consists of shares of Common Stock, par value $0.001 per share, and shares of Preferred Stock (Series A and Series B), par value $0.001 per share.

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

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	☐	$ 0
Printing and Engraving Costs	☐	$ 0
Legal Fees	☒	$ 15,000
Accounting Fees	☐	$ 0
Engineering Fees	☐	$ 0
Sales Commissions (specify finders' fees separately)	☐	$ 0
Other Expenses (identify)	☐	$ 0
Total	☒	$ 15,000

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 4a. This difference is the "adjusted gross proceeds to the issuer." ..... Expenses paid out of available cash

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	☐	$ 0	☐	$ 0
Purchase of real estate	☐	$ 0	☐	$ 0
Purchase, rental or leasing and installation of machinery and equipment	☐	$ 0	☐	$ 0
Construction or leasing of plant buildings and facilities	☐	$ 0	☐	$ 0
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)	☐	$ 0	☐	$ 0
Repayment of indebtedness upon conversion of outstanding debt	☐	$ 0	☐	$ 0
Working capital purposes	☐	$ 0	☒	$ 2,500,000
Other (specify): To fund operating expenses	☐	$ 0	☒	$ 1,000,000
Column Totals	☐	$ 0	☒	$ 3,500,000
Total Payments Listed (column totals added)			☐	$ 3,500,000

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)	Signature	Date
StrionAir, Inc.		March 17, 2006
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Reed Sarver	President and Chief Executive Officer	

Intentional misstatements or omissions of fact constitute federal criminal violations.

(See 18 U.S.C. 1001.)