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FORM D

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

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FORM D

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



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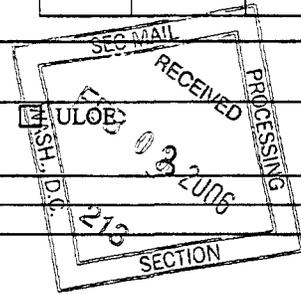
NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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

SERIES D CONVERTIBLE PREFERRED STOCK

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

Type of Filing: ( ) New Filing (X) 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.)

TANGOE, INC.

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

35 Executive Boulevard, Orange, Connecticut 06477

Telephone Number (Including Area Code)

203-859-9300

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

(if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business Software Company

PROCESSED

FEB 10 2006

THOMSON FINANCIAL

Type of Business Organization

- (X) corporation ( ) limited partnership, already formed ( ) business trust ( ) limited partnership, to be formed

( ) other (please specify)

Actual or Estimated Date of Incorporation or Organization: Month 01 Year 00 (X) Actual ( ) Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: D E CN for Canada; FN for other foreign jurisdiction)

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.

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.

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. SEC 1972 (6-02)

**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)

**SUBBLOIE, JR., ALBERT R.**

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

**11 Bunker Hill Road, Woodbridge, CT 06525**

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

Full Name (Last name first, if individual)

**GOLDING, GARY P.**

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

**1420 Spring Hill Road, Suite 420, McClean, VA 22102**

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

Full Name (Last name first, if individual)

**MARTINO, GARY R.**

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

**70 Penny Lane, Woodbridge, CT 06525**

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

Full Name (Last name first, if individual)

**SHWARTZ, STEVEN**

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

**5 Emerald Lane, Woodbridge, CT 06525**

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

Full Name (Last name first, if individual)

**FRASER, CHRISTOPHER**

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

**28 Country Club Lane, Easton, CT 06612**

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

Full Name (Last name first, if individual)

**KOKOS, GERALD**

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

**266 Summer Street, Boston, MA 02210**

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

Full Name (Last name first, if individual)

**EDISON VENTURE FUND IV SBIC, L.P.**

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

**1420 Spring Hill Road, Suite 420, McClean, VA 22102**

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SEE NEXT PAGE

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)

**DAVID TOOLE**

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

**23 Roaring Brook Lane, Shelton, CT 06484**

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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)

**AXIOM VENTURE PARTNERS III LIMITED PARTNERSHIPS**

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

**CityPlace II, 17th Floor, 185 Asylum Street, Hartford, CT 06103**

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

(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 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	\$ 0
Equity:	\$ 0	\$ 0
	<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred	
Convertible Securities (including warrants) <b>Series D Convertible Preferred Stock</b> .....	\$ 2,700,000	\$ 2,700,000
Partnership Interests .....	\$ 0	\$ 0
Other (Specify: _____) .....	\$ 0	\$ 0
Total .....	\$ 2,700,000	\$ 2,700,000

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" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	7	\$ 2,700,000
Non-accredited Investors .....	0	\$ 0
Total (for filings under Rule 504 only) .....	N/A	\$ N/A

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

3. If the 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 .....	N/A	\$ N/A
Regulation A .....	N/A	\$ N/A
Rule 504 .....	N/A	\$ N/A
Total .....	N/A	\$ N/A

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
Printing and Engraving Costs .....	<input type="checkbox"/>	0
Legal Fees .....	<input checked="" type="checkbox"/>	\$40,000
Accounting Fees .....	<input type="checkbox"/>	0
Engineering Fees .....	<input type="checkbox"/>	0
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	0
Other Expenses (identify: <u>photocopies, mailing, miscellaneous</u> ) .....	<input checked="" type="checkbox"/>	\$5,000
Total .....	<input checked="" type="checkbox"/>	\$45,000

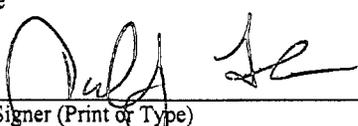
**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 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)  TANGOE, INC.	Signature  	Date  JANUARY 27 2006
Name of Signer (Print or Type) DAVID TOOLE	Title of Signer (Print or Type) VICE PRESIDENT AND CHIEF FINANCIAL OFFICER	

**Instructions**

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.





