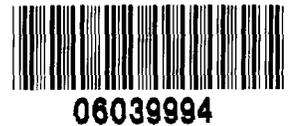


UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

03/22/07 1361581

OMB APPROVAL table with OMB Number: 3235-0076, Expires: April 30, 2008, Estimated average burden hours per response: 16.00

FORM D 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. Sale of Series B Preferred Stock and any common stock issuable upon conversion thereof

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. ScanSafe, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 1900 S. Norfolk Street Suite 350; San Mateo CA 94403 650-577-2355

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

Brief Description of Business Web security JUN 27 2006

Type of Business Organization () corporation () limited partnership, already formed () other (please specify): THOMSON FINANCIAL

Actual or Estimated Date of Incorporation or Organization: Month Year 1 1 0 4 Actual Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for State: D E)

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.

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)

Tuvey, Roy

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

c/o ScanSafe, Inc at 1900 S. Norfolk Street Suite 350; San Mateo CA 94403

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

Full Name (Last name first, if individual)

Tuvey, Eldar

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

c/o ScanSafe Limited at The Connection, 198 High Holborn, London WC1V 7BD, United Kingdom

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

Full Name (Last name first, if individual)

Edwards, John

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

c/o ScanSafe, Inc at 1900 S. Norfolk Street Suite 350; San Mateo CA 94403

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

Full Name (Last name first, if individual)

Evans, Mark

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

c/o ScanSafe, Inc at 1900 S. Norfolk Street Suite 350; San Mateo CA 94403

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

Full Name (Last name first, if individual)

Benchmark Europe I, L.P.

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

20 Balderton Street; London W1K 6TL United Kingdom

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

Full Name (Last name first, if individual)

MessageLabs Ltd

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

1270 Lansdowne Court; Gloucester Business Park; Gloucester, GL3 4AB; United Kingdom

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)

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.....	\$ _____	\$ _____
Equity.....	\$ <u>15,237,300.00</u>	\$ <u>14,999,996.64</u>
	<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred	
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify) _____	\$ _____	\$ _____
Total	\$ <u>15,237,300.00</u>	\$ <u>14,999,996.64</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 Investors	Aggregate Dollar Amount of Purchase
Accredited Investors	<u>2</u>	\$ <u>14,999,996.64</u>
Non-accredited Investors	<u>0</u>	\$ _____
Total (for filings under Rule 504 only)	<u>0</u>	\$ <u>0.00</u>

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		\$ <u>0.00</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 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"/>	\$ _____
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ _____
Legal Fees	<input checked="" type="checkbox"/>	\$ <u>30,000.00</u>
Accounting Fees.....	<input type="checkbox"/>	\$ _____
Engineering Fees.....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
Total	<input type="checkbox"/>	\$ <u>30,000.00</u>

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.”

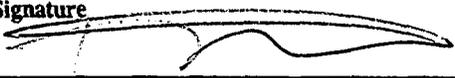
\$ 15,207,300.00

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"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Purchase of real estate.....	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</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)	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Repayment of indebtedness	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Working capital.....	<input type="checkbox"/> \$ <u>0.00</u>	<input checked="" type="checkbox"/> \$ <u>15,212,300.00</u>
Other (specify):	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Column Totals	<input type="checkbox"/> \$ <u>0.00</u>	<input checked="" type="checkbox"/> \$ <u>15,212,300.00</u>
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$ <u>15,212,300.00</u>	

D. 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 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) ScanSafe, Inc.	Signature 	Date June 12, 2006
Name of Signer (Print or Type) Roy Tuvey	Title or Signer (Print or Type) President	

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

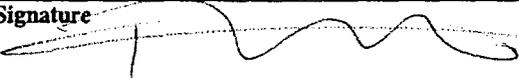
STATE SIGNATURE

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)	Signature	Date
ScanSafe, Inc.		June 12, 2006
Name (Print or Type)	Title (Print or Type)	
Roy Tuvey	President	

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.

APPENDIX

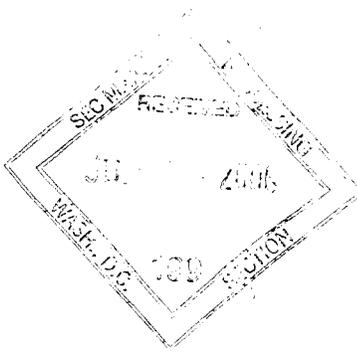
1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No	Sale of Series B Preferred Stock and any common stock issuable upon conversion thereof	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	\$14,999,996.64	1	\$10,724,998.26	0	\$0.00		X
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									

APPENDIX

1	2		3	4				5	
State	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1))	
	Yes	No	Sale of Series B Preferred Stock and any common stock issuable upon conversion thereof	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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									

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1))	
State	Yes	No	Sale of Series B Preferred Stock and any common stock issuable upon conversion thereof	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									
International		X	\$14,999,996.64	1	\$4,274,998.38	0	0		X



GUNDERSON DETTMER
ATTORNEYS AT LAW

GUNDERSON
DETTMER
STOUGH
VILLENEUVE
FRANKLIN &
HACHIGIAN, LLP

June 13, 2006

**VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549

Re: ScanSafe, Inc. Series B Preferred Stock Financing

Dear Sir/Madam:

On behalf of ScanSafe, Inc., enclosed please find six (6) copies (one of which is manually signed) of the Amended Notice of Sale of Securities on Form D pursuant to Rule 506 of the Securities Act of 1933 and in compliance with §18(b)(4)(D) of the Securities Act of 1933.

Upon receipt of this filing, kindly file-stamp the additional copy of this letter and the additional copy of the Form D and return them in the courtesy envelope provided.

Should you have any questions, please call the undersigned at (650) 463-5485. A collect call will be accepted.

Very truly yours,

Maggie White
Corporate Clerk

Enclosures