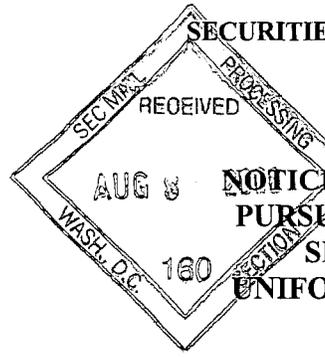
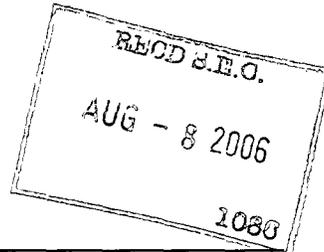


UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



FORM D

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



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

AeroVectRx Corporation Note and Warrant Issuance

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.)

AeroVectRx Corporation

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

3003 Summit Blvd. Ste 1500

Atlanta, GA 30319

Telephone Number (Including Area Code)

404-460-5450

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

(if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business

AeroVectRx Corporation is an early stage company developing new and novel pulmonary drug delivery systems

PROCESSED

Type of Business Organization

corporation

limited partnership, already formed

other (please specify):

business trust

limited partnership, to be formed

AUG 16 2006

Actual or Estimated Date of Incorporation or Organization:

Month Year
01 05

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.

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 Administration 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.

Potential persons who are to 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 (2-97)

Handwritten signature

A. BASIC IDENTIFICATION DATA (continued)

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)
Kim, Matthew H.J.

Business or Residence Address (Number and Street, City, State, Zip Code)
108 West 13th Street Wilmington, DE 19801

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)

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)

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

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

2. What is the minimum investment that will be accepted from any individual?\$0

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

4. Enter the information 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 broker or dealer, you may set forth the information for that broker or dealer only.

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] [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]

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] [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]

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] [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]

(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 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 column below the amounts of 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 type="checkbox"/> Preferred		
Convertible Securities – Convertible Promissory Notes and Warrants	\$ 700,235	\$ 693,333
Partnership Interests	\$ 0	\$ 0
Other	\$ 0	\$ 0
Total	\$ 700,235	\$ 693,333

Answer also in Appendix, Column 3, if filing under ULOE

Includes convertible and promissory notes and warrants. The warrant price reflects the maximum dollar amount the Issuer could receive upon exercise of the warrants, contingent upon the terms of the exercise, as set forth in the warrant.

2. Enter 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	4	\$693,333
Non-accredited Investors	0	0
Total (for filings under Rule 504 only)		

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	\$	\$

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	<input type="checkbox"/>	\$
Printing and Engraving Costs	<input type="checkbox"/>	\$ 0
Legal Fees (estimate)	<input checked="" type="checkbox"/>	\$ 60,000
Accounting Fees	<input type="checkbox"/>	\$ 0
Engineering Fees	<input type="checkbox"/>	\$ 0
Sales Commissions (Specify finder's fees separately)	<input type="checkbox"/>	\$ 0
Other Expenses (identify blue sky filing fees)	<input type="checkbox"/>	\$ 550
Total	<input checked="" type="checkbox"/>	\$ 60,550

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

1. Enter the aggregate 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 column below the amounts of 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 type="checkbox"/> Preferred		
Convertible Securities – Convertible Promissory Notes and Warrants	\$ 700,235	\$ 693,333
Partnership Interests	\$ 0	\$ 0
Other	\$ 0	\$ 0
Total	\$ 700,235	\$ 693,333

Answer also in Appendix, Column 3, if filing under ULOE

Includes convertible and promissory notes and warrants. The warrant price reflects the maximum dollar amount the Issuer could receive upon exercise of the warrants, contingent upon the terms of the exercise, as set forth in the warrant.

2. Enter 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	4	\$693,333
Non-accredited Investors	0	0
Total (for filings under Rule 504 only)		

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	\$	\$

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	<input type="checkbox"/>	\$
Printing and Engraving Costs	<input type="checkbox"/>	\$ 0
Legal Fees (estimate)	<input checked="" type="checkbox"/>	\$ 35,000
Accounting Fees	<input type="checkbox"/>	\$ 0
Engineering Fees	<input type="checkbox"/>	\$ 0
Sales Commissions (Specify finder's fees separately)	<input type="checkbox"/>	\$ 0
Other Expenses (identify) blue sky filing fees	<input type="checkbox"/>	\$ 550
Total	<input checked="" type="checkbox"/>	\$ 35,550

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

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 4.1. This difference is the "adjusted gross proceeds to the issuer."

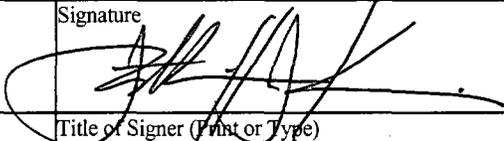
\$ 657,783

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 adjusted gross proceeds to the issuer set forth in 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	\$ 0	\$ 0
Working capital	\$ 0	\$ 657,783
Other (specify)	\$ 0	\$ 0
Column Totals	\$ 0	\$ 657,783
Total Payments Listed (column totals added)	\$ 0	\$ 657,783

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
AeroVectRx Corporation		August 1, 2006
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Matthew H.J. Kim	Chief Executive Officer	

ATTENTION

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

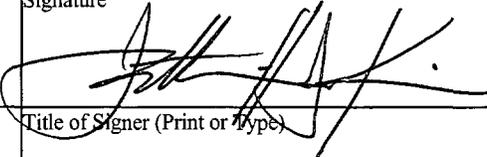
E. STATE SIGNATURE

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) AeroVectRx Corporation	Signature 	Date August 1, 2006
Name of Signer (Print or Type) Matthew H.J. Kim	Title of Signer (Print or Type) Chief Executive Officer	

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned **AeroVectRx Corporation**, a corporation organized under the laws of the State of Delaware, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Matthew H.J. Kim c/o AeroVectRx Corporation
108 West 13th Street Wilmington, DE 19801
 (Name/Address)

Place an "X" before the names of all the States for which the person executing this form is appointing the designated officer of that State as its attorney in that State for receipt of service of process:

___ ALABAMA	Secretary of State	<u> X </u> FLORIDA	Comptroller, Department of Banking and Finance
___ ALASKA	Administrator, Commissioner of Commerce and Economic Development	<u> X </u> GEORGIA	Commissioner of Securities (Secretary of State)
___ ARIZONA	Corporation Commission	___ GUAM	Securities Administrator (Director of Finance)
___ ARKANSAS	Securities Commissioner	___ HAWAII	Commissioner of Securities
___ CALIFORNIA	Commissioner of Corporations	___ IDAHO	Director, Department of Finance
___ COLORADO	Securities Commissioner	___ ILLINOIS	Secretary of State
___ CONNECTICUT	Banking Commissioner, Department of Banking	___ INDIANA	Secretary of State
___ DELAWARE	Securities Commissioner	___ IOWA	Administrator, Commissioner of Insurance
___ DISTRICT OF COLUMBIA	Public Service Commission	___ KANSAS	Secretary of State
___ KENTUCKY	Commissioner, Financial Institutions	___ OHIO	Secretary of State
___ LOUISIANA	Commissioner, Financial Institutions	___ OKLAHOMA	Securities Administrator

<input type="checkbox"/> MAINE	Securities Administrator	<input type="checkbox"/> OREGON	Director, Department of Consumer/Business Services
<input type="checkbox"/> MARYLAND	Securities Commissioner	*** PENNSYLVANIA	Not Required
<input type="checkbox"/> MASSACHUSETTS	Secretary of Commonwealth	<input type="checkbox"/> PUERTO RICO	Commissioner of Financial Institutions (Administrator)
<input type="checkbox"/> MICHIGAN	Administrator, Corporation and Securities Bureau – Department of Commerce	<input type="checkbox"/> RHODE ISLAND	Director, Business Regulation
<input type="checkbox"/> MINNESOTA	Commissioner of Commerce	<input type="checkbox"/> SOUTH CAROLINA	Office of the Attorney General
<input type="checkbox"/> MISSISSIPPI	Secretary of State	<input type="checkbox"/> SOUTH DAKOTA	Director, Securities Division
<input type="checkbox"/> MISSOURI	Securities Commissioner	<input type="checkbox"/> TENNESSEE	Commissioner, Commerce and Insurance
<input type="checkbox"/> MONTANA	State Auditor, Securities Commissioner	<input type="checkbox"/> TEXAS	Securities Commissioner
*** NEBRASKA	Not Required	<input type="checkbox"/> UTAH	Director, Securities Division
<input checked="" type="checkbox"/> NEVADA	Administrator, Securities Division	<input type="checkbox"/> VERMONT	Commissioner of Banking, Insurance and Securities
<input type="checkbox"/> NEW HAMPSHIRE	Secretary of State	<input type="checkbox"/> VIRGINIA	Clerk, State Corporation Commission
<input type="checkbox"/> NEW JERSEY	Chief, Securities Bureau	<input type="checkbox"/> WASHINGTON	Director, Financial Institutions
<input type="checkbox"/> NEW MEXICO	Director, Securities Division	<input type="checkbox"/> WEST VIRGINIA	Securities Commissioner (State Auditor)
<input type="checkbox"/> NEW YORK	Secretary of State	<input type="checkbox"/> WISCONSIN	Division of Securities
<input type="checkbox"/> NORTH CAROLINA	Secretary of State (Administrator)	<input type="checkbox"/> WYOMING	Secretary of State
<input type="checkbox"/> NORTH DAKOTA	Securities Commissioner		

Dated this 1st day of August, 2006.

[CORPORATE SEAL]

AeroVectRx Corporation

By: 
Matthew H.J. Kim, Chief Executive Officer

