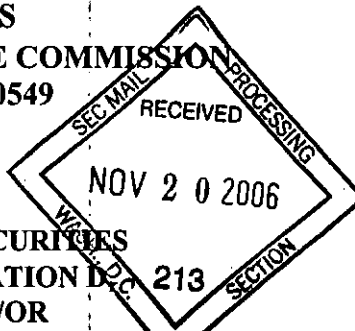


UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

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



SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

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

Pathfire, Inc. - Sale of Series L Cumulative Redeemable Preferred Stock Offering

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.)

Pathfire, Inc.

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

245 Hembree Park Drive, Suite 100, Roswell, Georgia 30076

Telephone Number (Including Area Code)

(770) 619-0801

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: **Digital media content distribution and management services.**

PROCESSED

Type of Business Organization

☒ corporation

☐ limited partnership, already formed

☐ other (please specify):

DEC 06 2006

☐ business trust

☐ limited partnership, to be formed

THOMSON
FINANCIAL

Actual or Estimated Date of Incorporation or Organization:

Month
1 1

Year
9 6

☒ 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)

GA

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.

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

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)

Eckert, Michael J.

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

245 Hembree Park Drive, Suite 100, Roswell, Georgia 30037

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

Full Name (Last name first, if individual)

Fabiano, Joe

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

245 Hembree Park Drive, Suite 100, Roswell, Georgia 30037

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

Full Name (Last name first, if individual)

Russell, Steven

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

245 Hembree Park Drive, Suite 100, Roswell, Georgia 30037

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

Full Name (Last name first, if individual)

Childs, Tammie

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

245 Hembree Park Drive, Suite 100, Roswell, Georgia 30037

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

Full Name (Last name first, if individual)

Washauer, Gary

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

245 Hembree Park Drive, Suite 100, Roswell, Georgia 30037

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

Full Name (Last name first, if individual)

Young, Rick

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

245 Hembree Park Drive, Suite 100, Roswell, Georgia 30037

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

Full Name (Last name first, if individual)

Blackburn, W. Stanley

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

1100 Peachtree Street, Suite 2800, Atlanta, Georgia 30309

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

Full Name (Last name first, if individual)

Krausz, Steven

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

2180 Sand Hill Road, Suite 300, Menlo Park, California 94025

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

Full Name (Last name first, if individual)

Morgan, III, George E.

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

901 Main Street, 66th Floor, Dallas, Texas 74202-3714

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

Full Name (Last name first, if individual)

Steiner, Joshua L.

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

375 Park Avenue, New York, New York 10152

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

Full Name (Last name first, if individual)

Malm, David

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

500 Boylston Street, Suite 1880, Boston, Massachusetts 02116

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

Full Name (Last name first, if individual)

Teissler, Scott

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

One CNN Center, Atlanta, Georgia 30303

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

Full Name (Last name first, if individual)

Alliance Technology Ventures, L.P.

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

2400 Lakeview Parkway, Suite 675, Alpharetta, Georgia 30004

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

Full Name (Last name first, if individual)

Engdahl, Thomas

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

WorkForce Logic, 19080 Lomita Ave., Sonoma, California 95476

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

Full Name (Last name first, if individual)

U.S. Venture Partners V, L.P.

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

c/o U.S. Venture Partners, 2180 Sand Hill Road, Suite 300, Menlo, California 94025

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

Full Name (Last name first, if individual)

Institutional Venture Partners VI

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

c/o Institutional Venture Management VI, 3000 Sand Hill Road, Menlo, California 94025

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

Full Name (Last name first, if individual)

AT&T Venture Fund II, L.P.

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

Chevy Chase Metro Building, Two Wisconsin Circle, Suite 610, Chevy Chase, MD 20815-703

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

Full Name (Last name first, if individual)

Institutional Venture Partners VI, L.P.

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

c/o Institutional Venture Mgmt. VI, 3000 Sand Hill Road, Bldg. 2, Suite 290, Menlo Park, CA 94025

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

Full Name (Last name first, if individual)

Kinetic Ventures I, L.L.C.

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

Alliance Center, 3500 Lenox Road, N.E., Suite 1790, Atlanta, Georgia 30326-4228

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

Full Name (Last name first, if individual)

BA Equity Investment Company, L.P.

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

901 Main Street, 11th Floor, Dallas, Texas 85202-3714

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

Full Name (Last name first, if individual)

National Broadcasting Company, Inc.

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

30 Rockefeller Plaza, Room 2510-E, New York, New York 10112

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual) Bishop, Susan
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Bishop Partners, 708 Third Avenue, Suite 2200, New York, New York 10017
Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual) Comdisco, Inc.
Business or Residence Address (Number and Street, City, State, Zip Code) 6111 N. River Road, Rosemont, Illinois 60018
Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual) Ideas & Solutions!, Inc.
Business or Residence Address (Number and Street, City, State, Zip Code) 1875 Century Park East, Suite 300, Los Angeles, California 90067
Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual) Condisco Ventures Fund A, LLC
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Windspeed Ventures, 52 Waltham Street, Lexington, Massachusetts 02421
Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual) Monarch Venture Partners Fund I, L.P.
Business or Residence Address (Number and Street, City, State, Zip Code) 3414 Peachtree Road NE, Suite 1250, Atlanta, Georgia 30327-3054
Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual) Noro-Moseley Partners IV, L.P.
Business or Residence Address (Number and Street, City, State, Zip Code) 9 North Parkway Square, 4200 Northside Parkway, NW, Atlanta, Georgia 30327-3054
Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual) Quadrangle Capital Partners LP
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Quadrangle Group LLC, 375 Park Avenue, New York, New York 10152
Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual) Reuters Greenhouse Fund, LP
Business or Residence Address (Number and Street, City, State, Zip Code) 11 Upper Grosvenor Street, London W1K 2NB
Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual) Halpern Denny Fund III, LP
Business or Residence Address (Number and Street, City, State, Zip Code) 500 Boylston Street, Suite 1880, Boston, Massachusetts 02116-3740
Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual) Riggs Capital Partners II, LLC
Business or Residence Address (Number and Street, City, State, Zip Code) 800 17 th Street NW, 11 th Floor, Washington, DC 20006
Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual) CNN Investment Company, Inc.
Business or Residence Address (Number and Street, City, State, Zip Code) c/o CNN News Group Finance, One CNN Center, Atlanta, Georgia 30303

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? \$ N/A
3. Does the offering permit joint ownership of a single unit? Yes ☒ No ☐
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.

Full Name (Last name first, if individual)

N/A

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 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 column below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity	\$ 2,250,000	\$ 2,000,000
☐ Common ☒ Series L Cumulative Redeemable Preferred Stock		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other, (Specify)	\$	\$
Total	\$ 2,250,000	\$ 2,000,000

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	16	\$ 2,000,000
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 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		\$ N/A
Regulation A		\$ N/A
Rule 504		\$ N/A
Total		\$ 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 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	☐	\$ 0.00
Printing and Engraving Costs	☐	\$ 0.00
Legal Fees	☐	\$ 150,000
Accounting Fees	☐	\$ 0.00
Engineering Fees	☐	\$ 0.00
Sales Commissions (Specify finder's fees separately)	☐	\$ 0.00
Other Expenses (identify) Acquisition Fee and Organization and Offering Fee	☐	\$ 0.00
Total	☐	\$ 150,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS (cont'd)

- 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."

\$ 2,100,000

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 ☐	\$ _____	☐	\$ _____
Purchase of real estate ☐	\$ _____	☐	\$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	☐ \$ _____	☐	\$ _____
Construction or leasing of plant buildings and facilities ☐	\$ _____	☐	\$ _____
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).....	☐ \$ _____	☐	\$ _____
Repayment of indebtedness.....	☐ \$ _____	☐	\$ _____
Working capital.....	☐ \$ _____	☒	\$ 2,100,000
Other (Specify).....	\$ _____	☐	\$ _____
Column Totals	\$ _____	☒	\$ 2,100,000
☐			
Total Payments Listed (column totals added).....			
☒ \$ 2,100,000			

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) Pathfire, Inc.	Signature 	Date November 10, 2006
Name of Signer (Print or Type) Michael J. Eckert	Title of Signer (Print or Type) President and Chief Executive Officer	

ATTENTION

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