

FORM D

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

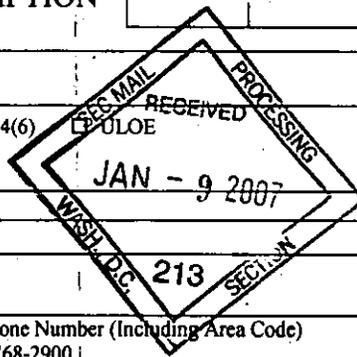
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OMB APPROVAL	
 07040283	
DATE RECEIVED	

Name of Offering (Check if this is an amendment and name has changed, and indicate change.)
Issuance of Series B Preferred Stock pursuant to Merger Agreement

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

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.)
Empyrean Benefit Solutions, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)
12777 Jones Road, Suite 365, Houston, Texas 77070

Telephone Number (Including Area Code)
(281) 768-2900

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

Telephone Number (Including Area Code)

Brief Description of Business
Software and services company

PROCESSED

Type of Business Organization

- corporation
- business trust

- limited partnership, already formed
- limited partnership, to be formed

other (please specify):

JAN 16 2007

Actual or Estimated Date of Incorporation or Organization: 6 2005 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

THOMSON FINANCIAL

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 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.

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 and/or Managing Partner

Full Name (Last name first, if individual)

Michael J. Mackey

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

803 Chowning Road, Houston, Texas 77024

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

Full Name (Last name first, if individual)

Claritas Capital Emerging Growth Fund, LP

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

One Burton Hills Boulevard, Suite 215, Nashville, Tennessee 37215

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

Full Name (Last name first, if individual)

Claritas Capital Emerging Growth Fund II, LP

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

One Burton Hills Boulevard, Suite 215, Nashville, Tennessee 37215

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

Full Name (Last name first, if individual)

David Carlson

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

4613 Locust, Bellaire, Texas 77401

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

Full Name (Last name first, if individual)

Stephen A. Rogers

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

9 Clifton Court, Baltimore, MD 21208

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

Full Name (Last name first, if individual)

Charles C. Benedict, Jr.

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

24706 Porthcawl Ct, Katy, TX 77494

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

Full Name (Last name first, if individual)

Timothy J. McMullan

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

22718 Red River Drive, Katy, TX 77450

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

Full Name (Last name first, if individual)

David Bach

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

496 3rd Street #2, Brooklyn, NY 11215

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

Full Name (Last name first, if individual)

Adam Green

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

2557 Jardin Terrace, Weston, FL 33327

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)

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] | [NH] | [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] | [NH] | [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] | [NH] | [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 columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security

Debt _____

Equity _____

Common Preferred

Convertible Securities (including warrants) _____

Partnership Interests _____

Other (Specify _____) _____

Total _____

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

	Aggregate Offering Price	Amount Already Sold
Debt	\$ 0	\$ 0
Equity	\$ 920,861	\$ 920,861
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify _____)	\$ 0	\$ 0
Total	\$ 920,861	\$ 920,861

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."

Accredited Investors _____

Non-accredited Investors _____

Total (for filings under Rule 504 only) _____

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

	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	12	\$ 920,861
Non-accredited Investors	0	\$ 0
Total		

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

Rule 505 _____

Regulation A _____

Rule 504 _____

Total _____

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 _____

Printing and Engraving Costs _____

Legal Fees _____

Accounting Fees _____

Engineering Fees _____

Sales Commissions (specify finders' fees separately) _____

Other Expenses (identify) _____

Total _____

<input type="checkbox"/>	\$ _____
<input type="checkbox"/>	\$ _____
<input checked="" type="checkbox"/>	\$ 50,000
<input type="checkbox"/>	\$ _____
<input checked="" type="checkbox"/>	\$ 50,000

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."

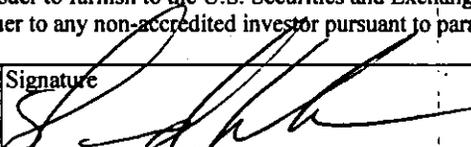
\$870,861

5. Indicate below the amount of the adjusted 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.

	<input type="checkbox"/>	\$	<input type="checkbox"/>	\$
Salaries and fees _____	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Purchase of real estate _____	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Purchase, rental or leasing and installation of machinery and equipment _____	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Construction or leasing of plant buildings and facilities _____	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 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) _____	<input type="checkbox"/>	\$ 0	<input checked="" type="checkbox"/>	\$ 870,861
Repayment of indebtedness _____	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Working capital _____	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Other (specify): _____	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
_____	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Column Totals _____	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ _____
Totally Payments Listed (column totals added) _____			<input checked="" type="checkbox"/>	\$870,861

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) Empyrean Benefit Solutions, Inc.	Signature 	Date January 5, 2007
Name of Signer (Print or Type) David Carlson	Title of Signer (Print or Type) Chief Executive Officer	

ATTENTION

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

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		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX		X	Preferred Stock \$863,349	10	\$863,349	0	0		
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									