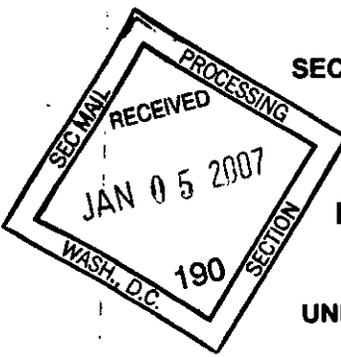


ATTENTION

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.



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

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

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

Name of Offering () check if this is an amendment and name has changed, and indicate change.) Series F Preferred Stock
Filing under (Check box(es) that apply): Rule 504 Rule 505 X Rule 506 Section 4(6) ULOE
Type of Filing: X 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.) NimbleGen Systems, Inc.
Address of Executive Offices (Number and Street, City, State, Zip Code) One Science Court, Madison, Wisconsin 53711
Telephone Number (Including Area Code) (608) 218-7600
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) N/A
Telephone Number (Including Area Code)
Brief Description of Business Research and development.

PROCESSED

JAN 12 2007 E



07040526

Type of Business Organization X corporation limited partnership, already formed other (please specify)
business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: MONTH YEAR 0 8 0 0 X Actual Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: DE
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.
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.

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 managing partners of partnership issuers; and
- Each general and managing partnership 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)

Skyline Venture Partners Qualified Purchase Fund

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

525 University Ave., Suite 520 **Palo Alto** **CA** **94301**

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

Full Name (Last name first, if individual)

Schott AG

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

3 Odell Plaza **Younkers** **NY** **10701**

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

Full Name (Last name first, if individual)

ITX International Equity Corporation

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

700 East El Camino Real, Ste 200 **Mountain View** **CA** **94040**

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

Full Name (Last name first, if individual)

Tactics II Investments LLC

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

5 Revere Drive, Ste 200 **Northbrook** **IL** **60062**

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

Full Name (Last name first, if individual)

NimbleGen, Inc.

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

One Science Court **Madison** **WI** **53711**

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

Full Name (Last name first, if individual)

Venture Investors Early Stage Fund III Limited Partnership

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

505 South Rosa Road **Madison** **WI** **53719**

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

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

Full Name (Last name first, if individual)

Cargill Incorporated

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

15407 McGinty Road West Wayzata MN 55391

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

Full Name (Last name first, if individual)

Palay, Robert J.

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

5 Revere Dr., Suite 200 Northbrook IL 60062

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

Full Name (Last name first, if individual)

Palay, Thomas M.

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

5 Revere Dr., Suite 200 Northbrook IL 60062

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

Full Name (Last name first, if individual)

Rose, Stanley D.

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

One Science Ct. Madison WI 53711

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

Full Name (Last name first, if individual)

Clutter, Daniel B.

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

One Science Ct. Madison WI 53711

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

Full Name (Last name first, if individual)

Green, Roland

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

One Science Ct. Madison WI 53711

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

Full Name (Last name first, if individual)

Hunt, Kenneth C.

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

780 N. Water St. Milwaukee WI 53202

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

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

Full Name (Last name first, if individual)
McGuinness, Gregory
Business or Residence Address (Number and Street, City, State, Zip Code)

One Science Ct. **Madison** **WI** **53711**
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Nuwaysir, Emile F.
Business or Residence Address (Number and Street, City, State, Zip Code)

One Science Ct. **Madison** **WI** **53711**
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Smith, Steven W.
Business or Residence Address (Number and Street, City, State, Zip Code)

One Science Ct. **Madison** **WI** **53711**
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Snyder, David S.
Business or Residence Address (Number and Street, City, State, Zip Code)

One Science Ct. **Madison** **WI** **53711**
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Valgeirdottir, Sigridur
Business or Residence Address (Number and Street, City, State, Zip Code)

One Science Ct. **Madison** **WI** **53711**
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Arora, Sanjiv
Business or Residence Address (Number and Street, City, State, Zip Code)

15407 McGinty West **Wayzata** **MN** **55391**
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Cerrina, Francesco
Business or Residence Address (Number and Street, City, State, Zip Code)

One Science Ct. **Madison** **WI** **53711**

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

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

Full Name (Last name first, if individual)

Klewel, Gerhard

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

555 Taxter Road Elmhurst NY 10523

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

Full Name (Last name first, if individual)

Lowe, David G.

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

525 University Dr., Suite 520 Palo Alto CA 94307

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

Full Name (Last name first, if individual)

Mohler, Frank

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

Hattenbergstrasse 10 Mainz Germany D-55122

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

Full Name (Last name first, if individual)

Neis, John

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

505 South Rosa Rd., Suite 500 Madison WI 53719

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

Full Name (Last name first, if individual)

Shagory, Peter K.

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

227 West Monroe Street, Suite 2200 Chicago IL 60606

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

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]	<input type="checkbox"/>	[AK]	<input type="checkbox"/>	[AZ]	<input type="checkbox"/>	[AR]	<input type="checkbox"/>	[CA]	<input type="checkbox"/>	[CO]	<input type="checkbox"/>	[CT]	<input type="checkbox"/>	[DE]	<input type="checkbox"/>	[DC]	<input type="checkbox"/>	[FL]	<input type="checkbox"/>	[GA]	<input type="checkbox"/>	[HI]	<input type="checkbox"/>	[ID]	<input type="checkbox"/>
[IL]	<input type="checkbox"/>	[IN]	<input type="checkbox"/>	[IA]	<input type="checkbox"/>	[KS]	<input type="checkbox"/>	[KY]	<input type="checkbox"/>	[LA]	<input type="checkbox"/>	[ME]	<input type="checkbox"/>	[MD]	<input type="checkbox"/>	[MA]	<input type="checkbox"/>	[MI]	<input type="checkbox"/>	[MN]	<input type="checkbox"/>	[MS]	<input type="checkbox"/>	[MO]	<input type="checkbox"/>
[MT]	<input type="checkbox"/>	[NE]	<input type="checkbox"/>	[NV]	<input type="checkbox"/>	[NH]	<input type="checkbox"/>	[NJ]	<input type="checkbox"/>	[NM]	<input type="checkbox"/>	[NY]	<input type="checkbox"/>	[NC]	<input type="checkbox"/>	[ND]	<input type="checkbox"/>	[OH]	<input type="checkbox"/>	[OK]	<input type="checkbox"/>	[OR]	<input type="checkbox"/>	[PA]	<input type="checkbox"/>
[RI]	<input type="checkbox"/>	[SC]	<input type="checkbox"/>	[SD]	<input type="checkbox"/>	[TN]	<input type="checkbox"/>	[TX]	<input type="checkbox"/>	[UT]	<input type="checkbox"/>	[VT]	<input type="checkbox"/>	[VA]	<input type="checkbox"/>	[WA]	<input type="checkbox"/>	[WV]	<input type="checkbox"/>	[WI]	<input type="checkbox"/>	[WY]	<input type="checkbox"/>	[PR]	<input type="checkbox"/>

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]	<input type="checkbox"/>	[AK]	<input type="checkbox"/>	[AZ]	<input type="checkbox"/>	[AR]	<input type="checkbox"/>	[CA]	<input type="checkbox"/>	[CO]	<input type="checkbox"/>	[CT]	<input type="checkbox"/>	[DE]	<input type="checkbox"/>	[DC]	<input type="checkbox"/>	[FL]	<input type="checkbox"/>	[GA]	<input type="checkbox"/>	[HI]	<input type="checkbox"/>	[ID]	<input type="checkbox"/>
[IL]	<input type="checkbox"/>	[IN]	<input type="checkbox"/>	[IA]	<input type="checkbox"/>	[KS]	<input type="checkbox"/>	[KY]	<input type="checkbox"/>	[LA]	<input type="checkbox"/>	[ME]	<input type="checkbox"/>	[MD]	<input type="checkbox"/>	[MA]	<input type="checkbox"/>	[MI]	<input type="checkbox"/>	[MN]	<input type="checkbox"/>	[MS]	<input type="checkbox"/>	[MO]	<input type="checkbox"/>
[MT]	<input type="checkbox"/>	[NE]	<input type="checkbox"/>	[NV]	<input type="checkbox"/>	[NH]	<input type="checkbox"/>	[NJ]	<input type="checkbox"/>	[NM]	<input type="checkbox"/>	[NY]	<input type="checkbox"/>	[NC]	<input type="checkbox"/>	[ND]	<input type="checkbox"/>	[OH]	<input type="checkbox"/>	[OK]	<input type="checkbox"/>	[OR]	<input type="checkbox"/>	[PA]	<input type="checkbox"/>
[RI]	<input type="checkbox"/>	[SC]	<input type="checkbox"/>	[SD]	<input type="checkbox"/>	[TN]	<input type="checkbox"/>	[TX]	<input type="checkbox"/>	[UT]	<input type="checkbox"/>	[VT]	<input type="checkbox"/>	[VA]	<input type="checkbox"/>	[WA]	<input type="checkbox"/>	[WV]	<input type="checkbox"/>	[WI]	<input type="checkbox"/>	[WY]	<input type="checkbox"/>	[PR]	<input type="checkbox"/>

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]	<input type="checkbox"/>	[AK]	<input type="checkbox"/>	[AZ]	<input type="checkbox"/>	[AR]	<input type="checkbox"/>	[CA]	<input type="checkbox"/>	[CO]	<input type="checkbox"/>	[CT]	<input type="checkbox"/>	[DE]	<input type="checkbox"/>	[DC]	<input type="checkbox"/>	[FI]	<input type="checkbox"/>	[GA]	<input type="checkbox"/>	[HI]	<input type="checkbox"/>	[ID]	<input type="checkbox"/>
[IL]	<input type="checkbox"/>	[IN]	<input type="checkbox"/>	[IA]	<input type="checkbox"/>	[KS]	<input type="checkbox"/>	[KY]	<input type="checkbox"/>	[LA]	<input type="checkbox"/>	[ME]	<input type="checkbox"/>	[MD]	<input type="checkbox"/>	[MA]	<input type="checkbox"/>	[MI]	<input type="checkbox"/>	[MN]	<input type="checkbox"/>	[MS]	<input type="checkbox"/>	[MO]	<input type="checkbox"/>
[MT]	<input type="checkbox"/>	[NE]	<input type="checkbox"/>	[NV]	<input type="checkbox"/>	[NH]	<input type="checkbox"/>	[NJ]	<input type="checkbox"/>	[NM]	<input type="checkbox"/>	[NY]	<input type="checkbox"/>	[NC]	<input type="checkbox"/>	[ND]	<input type="checkbox"/>	[OH]	<input type="checkbox"/>	[OK]	<input type="checkbox"/>	[OR]	<input type="checkbox"/>	[PA]	<input type="checkbox"/>
[RI]	<input type="checkbox"/>	[SC]	<input type="checkbox"/>	[SD]	<input type="checkbox"/>	[TN]	<input type="checkbox"/>	[TX]	<input type="checkbox"/>	[UT]	<input type="checkbox"/>	[VT]	<input type="checkbox"/>	[VA]	<input type="checkbox"/>	[WA]	<input type="checkbox"/>	[WV]	<input type="checkbox"/>	[WI]	<input type="checkbox"/>	[WY]	<input type="checkbox"/>	[PR]	<input type="checkbox"/>

(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..... <input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred	\$12,500,000	\$12,500,000
Convertible Securities (including warrants).....	\$0	\$0
Partnership Interests.....	\$0	\$0
Other (Specify _____)	\$0	\$0
Total	\$12,500,000	\$12,500,000

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 of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	10	\$12,500,000
Non-accredited Investors	0	\$N/A
Total (for filing under Rule 504 only)	0	\$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	\$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 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"/>	\$ _____
Legal Fees	<input checked="" type="checkbox"/>	\$150,000
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 checked="" type="checkbox"/>	\$150,000

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."

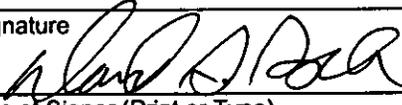
\$12,350,000

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.

	<input type="checkbox"/>	Payments to Officers, Directors, & Affiliates	<input type="checkbox"/>	Payments To Others
Salaries and fees	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase of real estate	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Acquisition of other business (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"/>	\$ _____	<input type="checkbox"/>	\$ _____
Repayment of indebtedness	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Working capital	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$12,350,000
Other (specify): _____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> \$12,350,000		

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)	Signature	Date
NimbleGen Systems, Inc.		1/2/07
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
David S. Snyder	Vice President and Chief Financial Officer	

ATTENTION

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