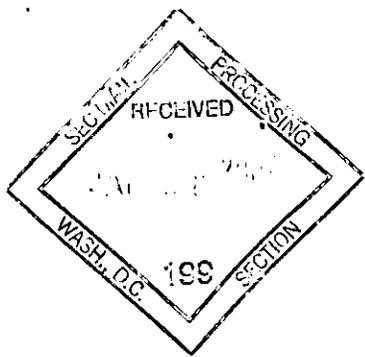


1324802



FORM D

[OMB Number: 3235-0076, Expires: December 31, 2003]

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



07042032

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.)

Prosero Incorporated - Sale of Series A Preferred Stock, Series A-1 Preferred Stock and Warrants for Common 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.)

Prosero Incorporated

Address of Executive Offices (Address) Telephone Number (Including Area Code)
1200 Ashwood Parkway, Suite 425 Atlanta, Georgia 30338 (678) 731-8500

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

Brief Description of Business

Provides electronic procurement and supply services.

Type of Business Organization

X corporation limited partnership, already formed other (please specify):
business trust limited partnership, to be formed

PROCESSED

JAN 26 2007 E

THOMSON FINANCIAL

Actual or Estimated Date of Incorporation Organization: Month Year X Actual Estimated
June 1999

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.

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.

721838/SEC 1972 (2-99)

FORM D

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)

**Spinnaker Management Group, LLC**

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

**299 Milwaukee St., Suite 300, Denver, Colorado 80206**

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

Full Name (Last name first, if individual)

**Stava, Mathew N.**

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

**c/o Spinnaker Management Group, LLC, 299 Milwaukee St., Suite 300, Denver, Colorado 80206**

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

Full Name (Last name first, if individual)

**Montanari, Mark**

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

**1200 Ashwood Parkway, Suite 425, Atlanta, Georgia 30338**

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

Full Name (Last name first, if individual)

**Kauf, Tom**

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

**1200 Ashwood Parkway, Suite 425, Atlanta, Georgia 30338**

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

Full Name (Last name first, if individual)

**Bryant, Lena**

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

**1200 Ashwood Parkway, Suite 425, Atlanta, Georgia 30338**

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

Full Name (Last name first, if individual)

**Austin Ventures V, L.P.**

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

**300 West Sixth Street, Suite 2300, Austin, TX 78701**

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

Full Name (Last name first, if individual)

**Austin Ventures V Affiliate Fund, L.P.**

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

**300 West Sixth Street, Suite 2300, Austin, TX 78701**

**FORM D**

**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)

**Austin Ventures VII, L.P.**

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

**300 West Sixth Street, Suite 2300, Austin, TX 78701**

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

Full Name (Last name first, if individual)

**CRT Resource Fund, LLLP**

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

**1530 16<sup>th</sup> Street, Suite 200, Denver, Colorado 80202**

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

Full Name (Last name first, if individual)

**Brophy, Parker**

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

**c/o CRT Resource Fund, LLLP, 1530 16<sup>th</sup> Street, Suite 200, Denver, Colorado 80202**

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

Full Name (Last name first, if individual)

**McCarthy, Edward**

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

**c/o River Cities, 221 East Fourth Street, Suite 1900, Cincinnati, Ohio 45202-4151**

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

Full Name (Last name first, if individual)

**River Cities Capital Fund II, LP**

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

**221 East Fourth Street, Suite 1900, Cincinnati, Ohio 45202-4151**

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

Full Name (Last name first, if individual)

**River Cities SBIC III, LP**

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

**221 East Fourth Street, Suite 1900, Cincinnati, Ohio 45202-4151**

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

Full Name (Last name first, if individual)

**Benson, Robert**

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

**c/o Spinnaker Management Group, LLC, 299 Milwaukee St., Suite 300, Denver, Colorado 80206**

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

Full Name (Last name first, if individual)

**Pardun, Michael**

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

**c/o Spinnaker Management Group, LLC, 299 Milwaukee St., Suite 300, Denver, Colorado 80206**

FORM D

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
[ ] [x]

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
[x] [ ]

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.\*

\* The shares are being sold by the executive officers and directors of the Company without any commission or other remuneration.

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]

**FORM D**

**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.....	\$ <u>3,089,900</u>	\$ <u>3,089,900</u>
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants)*.....	\$ <u>100</u>	\$ <u>100</u>
Partnership Interests.....	\$ -0-	\$ -0-
Other (Specify ).....	\$ -0-	\$ -0-
<b>Total</b> .....	<b>\$ <u>3,090,000</u></b>	<b>\$ <u>3,090,000</u></b>

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.....	<u>7</u>	\$ <u>3,090,000</u>
Non-accredited Investors.....	<u>-0-</u>	\$ <u>-0-</u>
Total (for filings under Rule 504 only).....	<u>N/A</u>	\$ <u>N/A</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, 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.....	<u>N/A</u>	\$ <u>N/A</u>
Regulation A.....	<u>N/A</u>	\$ <u>N/A</u>
Rule 504.....	<u>N/A</u>	\$ <u>N/A</u>
Total.....	<u>N/A</u>	\$ <u>N/A</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 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"/>	\$ -0-
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ -0-
<b>Legal Fees</b> .....	<input checked="" type="checkbox"/>	<b>\$ 70,000</b>
Accounting Fees.....	<input type="checkbox"/>	\$ -0-
Engineering Fees.....	<input type="checkbox"/>	\$ -0-
Sales Commissions (Specify finders' fees separately).....	<input type="checkbox"/>	\$ -0-
<b>Other Expenses (identify) – Blue Sky Filing Fees</b> .....	<input checked="" type="checkbox"/>	<b>\$ 675</b>
<b>Total</b> .....	<input checked="" type="checkbox"/>	<b>\$ <u>70,675</u></b>

**FORM D**

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

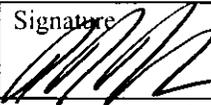
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... **\$3,019,325**

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"/>	<b>Payments to Officers, Directors &amp; Affiliates</b>		<input type="checkbox"/>	<b>Payments To Others</b>	
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 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"/>	\$	_____	<input type="checkbox"/>	\$	_____
<b>Repayment of indebtedness.....</b>	<input checked="" type="checkbox"/>	<b>\$2,750,000</b>		<input type="checkbox"/>	\$	_____
<b>Working capital .....</b>	<input type="checkbox"/>	\$	_____	<input checked="" type="checkbox"/>	<b>\$269,325</b>	
Other (specify): .....	<input type="checkbox"/>	\$	_____	<input type="checkbox"/>	\$	_____
<b>Column Totals.....</b>	<input checked="" type="checkbox"/>	<b>\$2,750,000</b>		<input checked="" type="checkbox"/>	<b>\$269,325</b>	
<b>Total Payments Listed (column totals added).....</b>				<input checked="" type="checkbox"/>	<b>\$3,019,325</b>	

**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) <b>Prosero Incorporated</b>	Signature 	Date <b>January 10, 2007</b>
Name of Signer (Print or Type) <b>Mark Montanari</b>	Title of Signer (Print or Type) <b>President</b>	

**ATTENTION**

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

FORM D

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) <b>Prosero Incorporated</b>	Signature 	Date <b>January 10, 2007</b>
Name of Signer (Print or Type) <b>Mark Montanari</b>	Title of Signer (Print or Type) <b>President</b>	

*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.

**FORM D**

**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
			<b>Series A Preferred Stock, Series A-1 Preferred Stock and Warrants \$3,090,000</b>						
AL									
AK									
AZ									
AR									
CA									
<b>CO</b>		<b>X</b>	<b>Series A Preferred Stock, Series A-1 Preferred Stock and Warrants \$510,000</b>	<b>2</b>	<b>\$510,000</b>	<b>-0-</b>	<b>-0-</b>		<b>X</b>
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									
MT									

**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
			<b>Series A Preferred Stock, Series A-1 Preferred Stock and Warrants \$3,090,000</b>						
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
<b>OH</b>		<b>X</b>	<b>Series A Preferred Stock, Series A-1 Preferred Stock and Warrants \$1,330,000</b>	<b>2</b>	<b>\$1,330,000</b>	<b>-0-</b>	<b>-0-</b>		<b>X</b>
OK									
OR									
PA									
RI									
SC									
SD									
TN									
<b>TX</b>		<b>X</b>	<b>Series A-1 Preferred Stock \$1,250,000</b>	<b>3</b>	<b>\$1,250,000</b>	<b>-0-</b>	<b>-0-</b>		<b>X</b>
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									