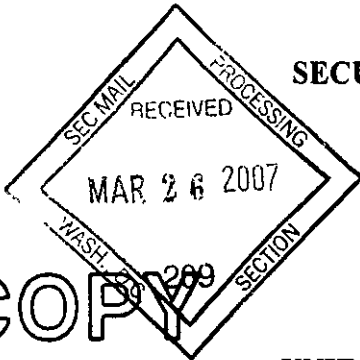


UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL	
OMB Number: 3235-0076 Expires: April 30, 2008 Estimated average burden hours per form.....16	
SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	



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



BEST AVAILABLE COPY

Name of Offering (  check if this is an amendment and name has changed, and indicate change.)  
**Purchase of Class A and Class C Ordinary Shares of IndoUS Ventures Management LLC (the "Company")**

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.)  
**IndoUS Ventures Management, LLC**

Address of Executive Offices (Number and Street, City, State, Zip Code)      Telephone Number (Including Area Code)  
**3945 Freedom Circle, Suite 350, Santa Clara, CA, 95054**      **(408) 919-9900**

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  
**Venture capital investment fund**

Type of Business Organization

corporation       limited partnership, already formed       other: limited liability company, already formed

business trust       limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:      Month      Year

6      2006

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)      FN

PROCESSED  
MAY 23 2007

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 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 Boxes that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  Other

Full Name (Last name first, if individual)

Vinod K. Dham

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

3945 Freedom Circle, Suite 350, Santa Clara, CA, 95054

Check Boxes that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  Other

Full Name (Last name first, if individual)

Vani Kola

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

Villa No. 12, "Whiteacres", Channasandra, Near MVJ College, Whitefields, Bangalore, India

Check Boxes that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  Other

Full Name (Last name first, if individual)

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

Check Boxes that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  Other

Full Name (Last name first, if individual)

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

Check Boxes that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  Other

Full Name (Last name first, if individual)

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

Check Boxes that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  Other

Full Name (Last name first, if individual)

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

Check Boxes that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  Other

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

2. What is the minimum investment that will be accepted from any individual?..... Not applicable

3. Does the offering permit joint ownership of a single unit?..... Yes X 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,



	Investors	Dollar Amount of Purchases
Accredited Investors.....	<u>3</u>	<u>\$1,990,000.00</u>
Non-accredited Investors.....	<u>0</u>	<u>\$ 0.00</u>
Total (for filings under Rule 504 only).....		<u>\$</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, 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 checked="" type="checkbox"/>	<u>\$ 4,000.00</u>
Legal Fees.....	<input checked="" type="checkbox"/>	<u>\$ 18,100.00</u>
Accounting Fees.....	<input checked="" type="checkbox"/>	<u>\$ 5,900.00</u>
Engineering Fees.....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ _____
Other Expenses (Foreign registration and other related fees).....	<input checked="" type="checkbox"/>	<u>\$ 5,900.00</u>
Total.....	<input checked="" type="checkbox"/>	<u>\$ 33,900.00</u>

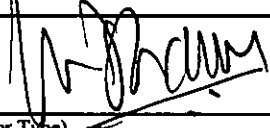
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 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 the state administrator of any state in which the 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 any 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) IndoUS Ventures Management, LLC	Signature 	Date March 16, 2007
Name (Print or Type) Vinod K. Dham	Title (Print or Type) Director of IndoUS Ventures Management, LLC	

**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. All copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.