



FORM D

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



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Table with columns for Prefix, Serial, and DATE RECEIVED

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Name of Offering (check if this is an amendment and name has changed, and indicate change.) Series B Preferred Stock Financing

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.) Cobalt Technologies, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 500 Clyde Ave, Suite 500 Mountain View, CA 94043 (650) 230-0760

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

Brief Description of Business development and marketing of alternative energy

Type of Business Organization: corporation, limited partnership, already formed, other, business trust, limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: October 2005 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)

PROCESSED MAY 03 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. Where to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., 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.

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

Full Name (Last name first, if individual)
 Pam Contag

Business or Residence Address (Number and Street, City, State, Zip Code)
 c/o Cobalt Technologies, Inc. 500 Clyde Ave, Suite 500 Mountain View, CA 94043

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

Full Name (Last name first, if individual)
 David Carter

Business or Residence Address (Number and Street, City, State, Zip Code)
 c/o Cobalt Technologies, Inc. 500 Clyde Ave, Suite 500 Mountain View, CA 94043

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

Full Name (Last name first, if individual)
 Bill Green

Business or Residence Address (Number and Street, City, State, Zip Code)
 c/o VantagePoint Venture Partners 1001 Bayhill Drive, Suite 300, San Bruno, CA 94006

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

Full Name (Last name first, if individual)
 John Hamer

Business or Residence Address (Number and Street, City, State, Zip Code)
 c/o Burrill & Company, One Embarcadero Center, Suite 2700, San Francisco, CA 94111

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

Full Name (Last name first, if individual)
 Stephen Thau

Business or Residence Address (Number and Street, City, State, Zip Code)
 c/o Heller Ehrman LLP 275 Middlefield Road, Menlo Park, CA 94025

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

Full Name (Last name first, if individual)
 VantagePoint Venture Partners 2006 (Q), L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
 c/o VantagePoint Venture Partners 1001 Bayhill Drive, Suite 300, San Bruno, CA 94006

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

Full Name (Last name first, if individual)
 VantagePoint CleanTech Partners, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
 c/o VantagePoint Venture Partners 1001 Bayhill Drive, Suite 300, San Bruno, CA 94006

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

Full Name (Last name first, if individual)
 Malaysian Life Sciences Capital Fund, Ltd

Business or Residence Address (Number and Street, City, State, Zip Code)
 No 36-01, Level 36 Menara Dion 27, Jalan Sultan Ismail 50250, Kuala Lumpur Malaysia

that Apply.

Director

Full Name (Last name first, if individual)

Pinnacle Ventures Equity Fund I-O, L.P

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

Pinnacle Ventures LLC 130 Lytton Avenue, Suite 220, Palo Alto, CA 94301

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 offering for exchange and already exchanged.

| Type of Security | Aggregate Offering Price | Amount Already Sold |
|---|--------------------------|------------------------|
| Debt | \$ <u>-0-</u> | \$ <u>-0-</u> |
| Equity | \$ <u>9,000,000.00</u> | \$ <u>7,499,998.80</u> |
| <input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred | | |
| Convertible Securities (including warrants) | \$ <u>-0-</u> | \$ <u>-0-</u> |
| Partnership Interests | \$ <u>-0-</u> | \$ <u>-0-</u> |
| Other (Specify _____) | \$ <u>-0-</u> | \$ <u>-0-</u> |
| Total | \$ <u>9,000,000.00</u> | \$ <u>7,499,998.80</u> |

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>5</u> | \$ <u>7,499,998.80</u> |
| Non-accredited Investors | <u>-0-</u> | \$ <u>-0-</u> |
| Total (for filings under Rule 504 only) | <u>-0-</u> | \$ <u>-0-</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 | <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"/> | \$ <u>-0-</u> |
| Printing and Engraving Costs | <input type="checkbox"/> | \$ <u>-0-</u> |
| Legal Fees | <input checked="" type="checkbox"/> | \$ <u>75,000.00</u> |
| Accounting Fees | <input type="checkbox"/> | \$ <u>-0-</u> |
| Engineering Fees | <input type="checkbox"/> | \$ <u>-0-</u> |
| Sales Commissions (specify finders' fees separately) | <input type="checkbox"/> | \$ <u>-0-</u> |
| Other Expenses (Identify) | <input type="checkbox"/> | \$ <u>-0-</u> |
| Total | <input checked="" type="checkbox"/> | \$ <u>8,925,000.00</u> |

- 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"

\$ 8,925,000.00

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.

Payment to Officers, Directors, & Affiliates

Payment 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
 Other (specify): _____

 Column Totals
 Total Payments Listed (column totals added).....

\$ -0-
 \$ -0-
 \$ -0-
 \$ -0-

 \$ -0-
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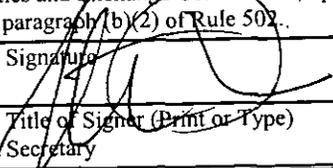
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 \$ -0-
 \$ 8,925,000.00

\$8,925,000.00

D. FEDERAL SIGNATURE

The issuer had 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) Cobalt Technologies, Inc. | Signature  | Date April 13, 2007 |
| Name of Signer (Print or Type) Stephen Thau | Title of Signer (Print or Type) Secretary | |

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

E. STATE SIGNATURE

