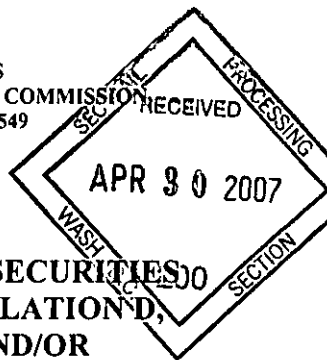


FORM D

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

FORM D



OMB APPROVAL OMB NUMBER: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response.....16.00

SEC USE ONLY Prefix Serial DATE RECEIVED

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

1398777



Name of Offering (check if this is an amendment and name has changed, and indicate change.) Accuri Cytometers, Inc. Offering of up to \$5,000,000 in Series B Preferred Stock and Exchange Securities Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section ULOE Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Accuri Cytometers, Inc. (successor by merger to Accuri Instruments, Inc.) Address of Executive Offices Telephone Number (Including Area Code) Address of Principal Business Operations Telephone Number (Including Area Code)

Brief Description of Business Medical equipment development Type of Business Organization corporation limited partnership, already formed other (please specify) business trust limited partnership, to be formed Actual or Estimated Date of Incorporation or Organization 04 2007 Actual Estimated Jurisdiction of Incorporation or Organization: DE

PROCESSED MAY 08 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, 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.

SEC 1972 (6-02) 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 General and/or Managing Partner

Full Name (Last name first, if individual)
Baird, Jennifer A.

Business or Residence Address (Number and Street, City, State, Zip Code)
173 Parkland Plaza, Ann Arbor, Michigan 48103

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

Full Name (Last name first, if individual)
Rich, Collin A.

Business or Residence Address (Number and Street, City, State, Zip Code)
173 Parkland Plaza, Ann Arbor, Michigan 48103

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

Full Name (Last name first, if individual)
Skerlos, Steve

Business or Residence Address (Number and Street, City, State, Zip Code)
173 Parkland Plaza, Ann Arbor, Michigan 48103

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

Full Name (Last name first, if individual)
Calef, Steven J.

Business or Residence Address (Number and Street, City, State, Zip Code)
173 Parkland Plaza, Ann Arbor, Michigan 48103

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

Full Name (Last name first, if individual)
Peterson, Timothy

Business or Residence Address (Number and Street, City, State, Zip Code)
334 East Washington, Ann Arbor, Michigan 48104

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

Full Name (Last name first, if individual)
Peter K. Shagory

Business or Residence Address (Number and Street, City, State, Zip Code)
227 West Monroe Street, Suite 2200, Chicago, Illinois 60606

*See continuation of Section A (Basic Identification Data) at Attachment A.

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

B. INFORMATION ABOUT OFFERING

- | | | |
|---|-------------------------------------|-------------------------------------|
| | Yes | No |
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| Also answer in Appendix, Column 2, if filing under ULOE. | | |
| 2. What is the minimum investment that will be accepted from any individual?..... | \$0 | |
| | Yes | No |
| 3. Does the offering permit joint ownership of a single unit?..... | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 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. NO COMMISSION OR REMUNERATION MADE FOR THE SOLICITATION OF PURCHASERS. | | |

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	KA	KY	LA	ME	MD	MA		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	KA	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	KA	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

(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 the 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.....	\$ _____	\$ _____
Equity.....	\$5,000,000*	\$5,000,000*
	<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred	
Convertible Securities (including warrants)*	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total.....	\$5,000,000*	\$5,000,000*

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 Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	59*	\$5,000,000*
Non-accredited Investors.....	_____	\$ _____
Total (for filings under Rule 504 only).....	_____	\$ _____

Answer also in Appendix, Column 3, 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 insurer. 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
Legal Fees.....	<input checked="" type="checkbox"/>	\$75,000
Accounting Fees.....	<input type="checkbox"/>	\$ _____
Engineering Fees.....	<input type="checkbox"/>	\$0
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$0
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
Total.....	<input checked="" type="checkbox"/>	\$75,000

*See Attachment B.

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

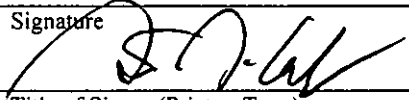
b. Enter the difference between the aggregate offering price given in response to Part C -- Question 1 and total expenses furnished in response to Part C -- Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$4,925,000

5. Indicate below the amount of the adjusted gross proceed 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

	Payments to Officers, Directors, & Affiliates	Payments to Others
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 type="checkbox"/> \$0
Repayment of indebtedness.....	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Working capital.....	<input type="checkbox"/> \$0	<input checked="" type="checkbox"/> <u>\$4,925,000</u>
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"/> <u>\$4,925,000</u>	

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) Accuri Cytometers, Inc.	Signature 	Date April 27, 2006
Name of Signer (Print or Type) Steven J. Calef	Title of Signer (Print or Type) Treasurer	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 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
AL									
AK									
AZ									
AR									
CA		X	Series B Preferred Stock and Exchange Securities**	1	*	0	0		X
CO									
CT									
DE									
DC									
FL		X	Series B Preferred Stock and Exchange Securities**	4	\$75,000*	0	0		X
GA									
HI									
ID									
IL		X	Series B Preferred Stock and Exchange Securities**	1	\$2,000,000	0	0		X
IN		X	Series B Preferred Stock and Exchange Securities**	1	*	0	0		X
IA									
KS									
KY									
LA									
ME									
MD									

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
MA									
MI		X	Series B Preferred Stock and Exchange Securities**	44	\$2,822,500*	0	0		X
MN									
MS									
MO									
MT									
NE									
NV									
NH									
NJ									
NM		X	Series B Preferred Stock and Exchange Securities**	1	\$2,500	0	0		X
NY		X	Series B Preferred Stock and Exchange Securities**	2	*	0	0		X
NC		X	Series B Preferred Stock and Exchange Securities**	1	*	0	0		X
ND									
OH		X	Series B Preferred Stock and Exchange Securities**	4	\$100,000*	0	0		X
OK									
OR									
PA									
RI									
SC									

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
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

*There was no further consideration given to the corporation for the Exchange Securities (as defined in Attachment B).

**See Attachment B for the definition of Exchange Securities.

Attachment A to Form D

**Accuri Cytometers, Inc. (successor by merger to Accuri Instruments, Inc.)
Offering of up to \$5,000,000 in Series B Preferred Stock and Exchange Securities**

Basic Identification Data (continued)

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

Full Name (Last name first, if individual)
Arboretum Ventures II, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
334 East Washington, Ann Arbor, Michigan 48104

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

Full Name (Last name first, if individual)
Baird Venture Partners I(B) Limited Partnership

Business or Residence Address (Number and Street, City, State, Zip Code)
227 West Monroe Street, Suite 2200, Chicago, Illinois 60606

Attachment B to Form D

**Accuri Cytometers, Inc. (successor by merger to Accuri Instruments, Inc.)
Offering of up to \$5,000,000 in Series B Preferred Stock and Exchange Securities**

The offer and sale of the \$5,000,000 in Series B Preferred Stock described in this Form D took place in connection with the merger of Accuri Instruments, Inc., a Michigan corporation (the "Michigan Corporation"), with and into Accuri Cytometers, Inc., a Delaware corporation (the "Surviving Corporation"). The offer and sale of the Series B Preferred Stock and the merger are collectively referred to as the "Transaction." In connection with the Transaction, the securities of the Michigan Corporation were replaced with securities of the Surviving Corporation as described below:

1. Convertible debt convertible into Series B Preferred Stock of the Michigan Corporation was replaced with Series A Preferred Stock of the Surviving Corporation ("Series A Preferred");
2. Warrants to purchase Series B Preferred Stock of the Michigan Corporation were replaced with warrants to purchase Series A Preferred Stock of the Surviving Corporation; and
3. The rights and preferences of Series A Preferred Stock of the Michigan Corporation were changed to the rights and preference of the Series A Preferred of the Surviving Corporation.

The replacement securities described in Sections 1, 2 and 3 of this Attachment B are collectively referred to as the "Exchange Securities."

END