



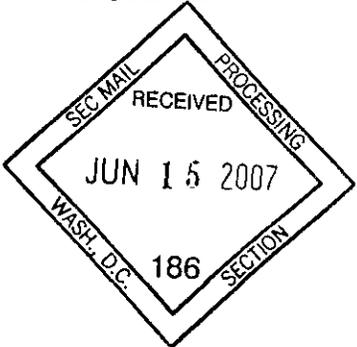
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FORM D

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

Table with OMB APPROVAL, OMB Number: 3235-0076, Expires: April 30, 2008, Estimated average burden hours per response: 16.00



FORM D

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

Table with SEC USE ONLY, Prefix, Serial, DATE RECEIVED

Name of Offering (WaferGen Bio-systems, Inc. Private Offering), Filing Under (Rule 506 checked), Type of Filing (New Filing checked)

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer. Name of Issuer (WaferGen Bio-systems, Inc.), Address of Executive Offices (Bayside Technology Center, Fremont, CA, 94538), Telephone Number (510) 651-4450

Type of Business Organization (corporation checked)

Actual of Estimated Date of Incorporation or Organization: 8 2005 (Actual checked), Jurisdiction of Incorporation or Organization: NV

GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exempt on 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: N-7122_1.DOC

PROCESSED JUN 25 2007 THOMSON FINANCIAL

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.

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)

Alnoor Shivji

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

Bayside Technology Center, 46571 Fremont Blvd., Fremont, CA, 94538

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

Victor Joseph

Full Name (Last name first, if individual)

Bayside Technology Center, 46571 Fremont Blvd., Fremont, CA, 94538

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

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

Amjad Huda

Full Name (Last name first, if individual)

Bayside Technology Center, 46571 Fremont Blvd., Fremont, CA, 94538

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

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

Terry Osborn

Full Name (Last name first, if individual)

Bayside Technology Center, 46571 Fremont Blvd., Fremont, CA, 94538

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

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

David Gelfand

Full Name (Last name first, if individual)

Bayside Technology Center, 46571 Fremont Blvd., Fremont, CA, 94538

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

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

Makato Kaneshiro

Full Name (Last name first, if individual)

Bayside Technology Center, 46571 Fremont Blvd., Fremont, CA, 94538

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

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

R. Dean Hautamaki

Full Name (Last name first, if individual)

Bayside Technology Center, 46571 Fremont Blvd., Fremont, CA, 94538

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
 Answer also in Appendix, Column 2, if filing under ULOE
2. What is the minimum investment that will be accepted from any individual?..... \$5,025
 Yes No
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)

Rodman & Renshaw LLC

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

1270 Avenue of the Americas, 16th Floor, New York, N.Y. 10020

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]	<u>[CA]</u>	[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]

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.....	\$ _____	\$ _____
	<input type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify: Unit consisting of common stock and warrants).....	\$12,012,666.50	\$12,012,666.50
Total.....	\$12,012,666.50	\$12,012,666.50

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 the answer is "none" or "zero"

	Number Investors	Aggregate Dollar Amount of Purchase
Accredited Investors.....	48	\$12,012,666.50
Non-accredited Investors.....	_____	\$ _____
Total (for filings under Rule 504 only).....	_____	\$ _____

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 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"/>	\$ _____
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ _____
Legal Fees.....	<input checked="" type="checkbox"/>	\$735,300
Accounting Fees.....	<input checked="" type="checkbox"/>	\$80,480.84
Engineering Fees.....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately).....	<input checked="" type="checkbox"/>	\$770,886.34
Other Expenses (identify): Miscellaneous expenses unknown at this time.....	<input checked="" type="checkbox"/>	\$2,500
Total.....	<input checked="" type="checkbox"/>	\$1,589,167.18

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

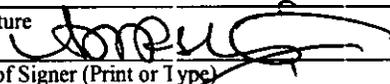
b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."..... \$10,423,499.32

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"/> \$ _____	<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"/> \$ _____
Repayment of indebtedness.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$9,448,149.32
Other (specify.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$9,448,149.32

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) WaferGen Bio-systems, Inc.	Signature 	Date June 13, 2007
Name of Signer (Print or Type) Alnoor Shivji	Title of Signer (Print or Type) Chief Executive Officer	

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

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

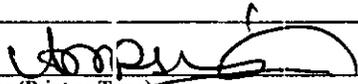
See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to 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 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) WaferGen Bio-systems, Inc.	Signature 	Date June 13, 2007
Name of Signer (Print or Type) Alnoor Shivji	Title of Signer (Print or Type) Chief Executive Officer	

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.

APPENDIX

1 State	2 Intent 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		Unit consisting of common stock and warrants to purchase common stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
AL									
AK									
AZ									
AR									
CA		X	\$ 1,755,031	11	\$ 1,755,031.00				X
CO									
CT									
DE									
DC									
FL		X	\$ 1,930,025	10	\$ 1,930,025				X
GA									
HI									
ID									
IL		X	\$100,000	1	\$100,000				X
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA		X	\$100,000	1	\$100,000				X
MI									

APPENDIX

1 State	2 Intent 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	Unit consisting of common stock and warrants to purchase common stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MN									
MS									
MO									
MT									
NE									
NV									
NH									
NJ		X	\$ 2,024,000	2	\$ 2,024,000				X
NM									
NY		X	\$ 748,625	9	\$ 748,625				X
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT		X	\$ 225,000	2	\$ 225,000				X
VT									
VA									

APPENDIX

1	2		3	4				5	
	Intent to sell to non-accredited investors in State (Part B – Item 1)			Type of security and aggregate offering price offered in State (Part C – Item 1)	Type of investor and amount purchased in State (Part C – Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E – Item 1)
State	Yes	No	Unit consisting of common stock and warrants to purchase common stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WA									
WV									
WI									
WY		X	\$ 255,000	1	\$ 255,000				X
PR									

END