

1126804

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

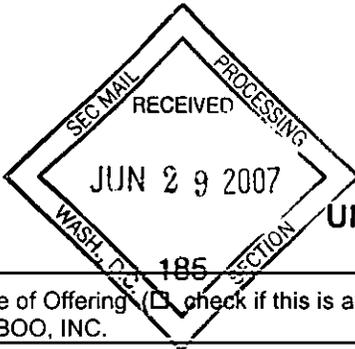
Washington, D.C. 20549



07069845

FORM D

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



SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
XANBOO, INC.

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.)
XANBOO, INC.

Address of Executive Offices (Number and Street, City, State, Zip Code)
115 West 30th Street, 6th Floor, New York, New York 10001

Telephone Number (Including Area Code)
(646) 674-3001

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 **Provider of internet services.**

Type of Business Organization

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

PROCESSED

JUL 05 2007

THOMSON FINANCIAL

Actual or Estimated Date of Incorporation or Organization: [06] [1998] Actual Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: NY

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 Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Manager/Managing Partner

Full Name (Last name first, if individual) Diamond, Robert L.

Business or Residence Address (Number and Street, City, State, Zip Code) c/o Xanboo, Inc.
115 West 30th Street, 6th Floor, New York, New York 10001

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

Full Name (Last name first, if individual) Diamond, James A.

Business or Residence Address (Number and Street, City, State, Zip Code) c/o Xanboo, Inc.
400 Columbus Avenue, 2nd Floor, Valhalla NY 10595

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

Full Name (Last name first, if individual) Diamond, William E.

Business or Residence Address (Number and Street, City, State, Zip Code) c/o Xanboo, Inc.
115 West 30th Street, 6th Floor, New York, New York 10001

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

Full Name (Last name first, if individual) Tese, Vincent

Business or Residence Address (Number and Street, City, State, Zip Code) c/o Bear, Stearns & Co., Inc.
383 Madison Avenue, New York, NY 10179

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

Full Name (Last name first, if individual) Jacquet, Ernest

Business or Residence Address (Number and Street, City, State, Zip Code) c/o Parthenon Capital
75 State Street, Boston, MA 02109

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

Full Name (Last name first, if individual) Kramer, Donald

Business or Residence Address (Number and Street, City, State, Zip Code) 115 West 30th Street, 6th Floor, New York, NY 10001

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code) c/o Xanboo, Inc.

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 (but lesser amounts may be accepted).. \$ 4,160

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.

Full Name (Last name first, if individual)
N/A

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]

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]

(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 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	\$ <u>0</u>	\$ <u>0</u>
Equity <input type="checkbox"/> Common <input type="checkbox"/> Preferred	\$ <u>0</u>	\$ <u>0</u>
Convertible Securities (including warrants).....	\$ <u>0</u>	\$ <u>0</u>
Membership Interests	\$ _____	\$ <u>0</u>
Other: Units consisting of Preferred Stock and Warrants	\$ <u>4,000,000</u>	\$ <u>2,318,350</u>
Total.....		
Answer also in Appendix, Column 3, if filing Under ULOE.....	\$ <u>4,000,000</u>	\$ <u>2,318,350</u>

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>14</u>	\$ <u>2,318,350</u>
Non-accredited Investors	<u>0</u>	\$ <u>0</u>
Total (for filings Under Rule 504 only).....		\$ <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>0</u>
Regulation A.....	_____	\$ <u>0</u>
Rule 504.....	_____	\$ <u>0</u>
Total	_____	\$ <u>0</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 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>20,000</u>
Accounting Fees	<input type="checkbox"/>	\$ _____
Blue sky fees	<input checked="" type="checkbox"/>	\$ <u>1,800</u>
Sales Commissions (Specify finder's fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (identify):	<input type="checkbox"/>	\$ _____
Total	<input checked="" type="checkbox"/>	\$ <u>21,800</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 4.1.

This difference is the "adjusted gross proceeds to the issuer." \$2,296,550

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

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 and 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, dividends.....	<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"/> \$ _____
Acquisitions 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"/> \$2,296,550
Other (specify).....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$2,296,550
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$2,296,550	

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) XANBOO, INC.	Signature 	Date: June 25, 2007
Name of Signer (Print or Type) William E. Diamond	Title of Signer (Print or Type) President	

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 230.252(c), (d), (e) or (f) presently subject to any of the disqualifications 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) XANBOO, INC.	Signature 	Date: June 25 2007
Name of Signer (Print or Type) William E. Diamond	Title (Print or Type) President	

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	2		3	4				5	
	INTEND TO SELL TO NON-ACCREDITED INVESTORS IN STATE (PART B-ITEM 1)			TYPE OF SECURITY AND AGGREGATE OFFERING PRICE OFFERED IN STATE	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	SERIESB PREFERRED STOCK	NUMBER OF ACCREDITED INVESTORS	AMOUNT	NUMBER OF NON-ACCREDITED INVESTORS	AMOUNT	YES	NO
AL									
AK									
AZ									
AR									
CA									
CO									
CT		X	\$4,000,000	1	\$500,144	0	0		X
DE									
DC									
FL		X	\$4,000,000	1	\$99,992	0	0		X
GA									
HI									
ID									
IL		X	\$4,000,000	1	\$500,000	0	0		X
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									

APPENDIX

1	2		3	4				5	
	INTEND TO SELL TO NON-ACCREDITED INVESTORS IN STATE (PART B-ITEM 1)			TYPE OF SECURITY AND AGGREGATE OFFERING PRICE OFFERED IN STATE	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	SERIESB PREFERRED STOCK	NUMBER OF ACCREDITED INVESTORS	AMOUNT	NUMBER OF NON-ACCREDITED INVESTORS	AMOUNT	YES	NO
MT									
NE									
NV									
NH									
NJ		x	\$4,000,000	4	\$680,201	0	0		X
NM									
NC									
ND									
NY		X	\$4,000,000	5	\$309,248	0	0		X
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX		x	\$4,000,000	1	\$202,973	0	0		X
UT									
VT									
VA									
WA		x	\$4,000,000	1	\$25,792	0	0		0
WI									
WY									
PR									
FOREIGN									

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL PERSONS BY THESE PRESENTS:

That the undersigned, **XANBOO, Inc.**, a corporation organized under the laws of the State of New York, for the purpose of complying with the laws of the States indicated hereafter relating to either the registration or sales of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in the States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the laws of the States so designated; and the undersigned does hereby consent that any such action or proceedings against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and lawfully have been served with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

XANBOO, Inc.
(Name)
115 West 30th Street
New York, NY 10001

(Address)

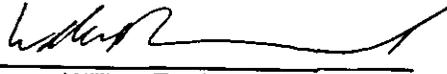
Place an "X" before all the States which the person executing this form is appointing the Officer of that State so designated hereunder as its attorney in that State for receipt of service of process:

ALABAMA	Secretary of State	KANSAS	Secretary of State
ALASKA	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	KENTUCKY	Director, Division of Securities
ARIZONA	The Corporation Commission	LOUISIANA	Commissioner of Securities
ARKANSAS	The Securities Commissioner	MAINE	Administrator, Securities Division
CALIFORNIA	Commissioner of Corporations	MARYLAND	Commissioner of the Division of Securities
COLORADO	Securities Commissioner	MASSACHUSETTS	Secretary of State
X CONNECTICUT	Banking Commissioner	MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce
DELAWARE	Securities Commissioner	MINNESOTA	Commissioner of Commerce
DISTRICT OF COLUMBIA	Public Service Commission	MISSISSIPPI	Secretary of State
X FLORIDA	Comptroller of Florida	MISSOURI	Director of the Office of Securities Regulation
GEORGIA	Commissioner of Securities	MONTANA	State Auditor
GUAM	Administrator, Department of Finance	NEBRASKA	Director of Banking
HAWAII	Commissioner of Securities	NEVADA	Secretary of State
IDAHO	Director, Department of Finance	NEW HAMPSHIRE	Secretary of State
X ILLINOIS	Secretary of State	X NEW JERSEY	Chief, Securities Bureau
INDIANA	Secretary of State	NEW MEXICO	Director, Securities Division
IOWA	Commissioner of Insurance	X NEW YORK	Secretary of State

NORTH CAROLINA	Secretary of State		SOUTH DAKOTA	Director of Division of Securities
NORTH DAKOTA	Securities Commissioner		TENNESSEE	Commissioner of Commerce and Insurance
OHIO	Secretary of State	X	TEXAS	Securities Commissioner
OKLAHOMA	Securities Administrator		UTAH	Director, Division of Securities
OREGON	Director, Department of Insurance and Finance		VERMONT	Commissioner of Banking, Insurance and Securities and his/her successors
PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process		VIRGINIA	Clerk, State Corporation Commission
PUERTO RICO	Commissioner of Financial Institutions	X	WASHINGTON	Administrator of Securities
RHODE ISLAND	Director of Business Regulation		WEST VIRGINIA	Commissioner of Securities
SOUTH CAROLINA	Secretary of State		WISCONSIN	Commissioner of Securities
			WYOMING	Secretary of State

XANBOO, INC.

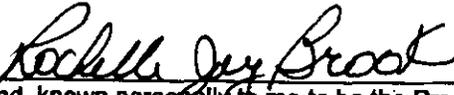
Dated this 25th day of June, 2007

By: 
 Name: William E. Diamond
 Title: President

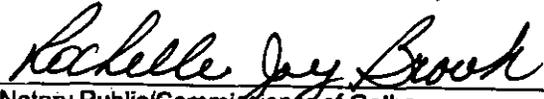
(CORPORATE SEAL)

CORPORATE ACKNOWLEDGMENT

State of New York)
) ss:
 County of New York)

On this 25th day of June, 2007, before me, , the undersigned notary, personally appeared William E. Diamond, known personally to me to be the President of XANBOO INC., and that he, as such officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as such officer.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


 Notary Public/Commissioner of Oaths

My Commission Expires 12/31/10

(Notarial Seal)

ROCHELLE JOY BROOK
 Notary Public, State of New York
 No. 30 01BR4755294
 Qualified in Nassau County
 Certified in New York County
 Commission Expires 12/31/10

Certificate Of Designation

of

XANBOO, INC.

Pursuant to Article 23-A of the General Business Law

Wolf, Block, Schorr and Solis-Cohen LLP
250 Park Avenue, Tenth Floor
New York, New York 10177

END