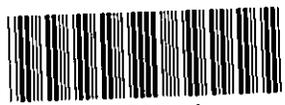


1409315

FORM D

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

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	
Estimated average burden hours per response:	16.00



07073740

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.)

Units of Membership Interest of ArrayComm LLC ("Units")

Filing Under (Check box(es) that apply): () Rule 504 () Rule 505 (x) Rule 506 () Section 4(6) () ULOE

Type of Filing: (x) 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.)

ArrayComm LLC

Address of Executive Offices (Number and Street, City, State, Zip Code)

2480 North First Street, Suite 200, San Jose, California 95131-1014

Telephone Number (Including Area Code)

(408) 428-9080

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Same

Telephone Number (Including Area Code)

Same

Brief Description of Business

Producer of multi-antenna signal processing software

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month Year (01) (15) (x) 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) DE

PROCESSED
AUG 8 2007
185
SECTION 4
PROCESSED
AUG 13 2007
B 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.

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)

YGOMI LLC

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

1520 Kensington Rd. Ste 310, Oak Brook, IL 60523

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

Full Name (Last name first, if individual)

ML GCRE LPH LLC

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

4 World Financial Center, New York, NY 10080

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

Full Name (Last name first, if individual)

Cooper, Martin

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

2480 North First Street, Suite 200, San Jose, California 95131-1014

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

Full Name (Last name first, if individual)

Weil, Roman L.

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

2480 North First Street, Suite 200, San Jose, California 95131-1014

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

Full Name (Last name first, if individual)

Eisenberg, Marshall E.

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

2480 North First Street, Suite 200, San Jose, California 95131-1014

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

Full Name (Last name first, if individual)

Stritschuk, Olga

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

2480 North First Street, Suite 200, San Jose, California 95131-1014

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

Full Name (Last name first, if individual)

Sifferman, Stephen

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

2480 North First Street, Suite 200, San Jose, California 95131-1014

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

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)

Mottram, John

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

2480 North First Street, Suite 200, San Jose, California 95131-1014

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

Full Name (Last name first, if individual)

Duysen, Bruce

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

2480 North First Street, Suite 200, San Jose, California 95131-1014

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

Full Name (Last name first, if individual)

Guinan, Mark

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

2480 North First Street, Suite 200, San Jose, California 95131-1014

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

Full Name (Last name first, if individual)

Lim, Byung Keun

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

2480 North First Street, Suite 200, San Jose, California 95131-1014

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

Full Name (Last name first, if individual)

Matsumoto, Yoichi

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

2480 North First Street, Suite 200, San Jose, California 95131-1014

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

Full Name (Last name first, if individual)

Bowman, David

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

2480 North First Street, Suite 200, San Jose, California 95131-1014

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

Full Name (Last name first, if individual)

~~Paul Bernard~~ Bernard, Paul

DRB 8/6/07

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

2480 North First Street, Suite 200, San Jose, California 95131-1014

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

OFFERING PRICE NUMBER OF SHARES 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.” \$ 29,619,000.00

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"/> \$ <u>29,619,000.00</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"/> \$ <u>0.00</u>	<input checked="" type="checkbox"/> \$ <u>29,619,000.00</u>
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> \$ <u>29,619,000.00</u>

PREPARED BY 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) ArrayComm LLC	Signature <i>David Bowman</i>	Date August 6, 2007
Name of Signer (Print or Type) David Bowman	Title of Signer (Print or Type) General Counsel and Secretary	

END

ATTENTION

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