

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

FORM D

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2000 Estimated average burden hours per response: 16.00

Table with SEC USE ONLY, Prefix, Serial, and DATE RECEIVED fields.

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

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

Filing Under (Check box(es) that apply): ( ) Rule 504 ( ) Rule 505 (X) Rule 506 ( ) Rule 4(6) ( ) ULOE Type of Filing: ( ) New Filing (X) 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. InsectiGen, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number 425 River Road, Athens, GA 30602 706-542-4094

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

Brief Description of Business Development of pesticides for agricultural applications

Type of Business Organization (X) corporation ( ) limited partnership, already formed ( ) business trust ( ) limited partnership, to be other (please specify): limited liability company

Actual or Estimated Date of Incorporation or Organization: 0 5 0 3 Year

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: ) Actual (X) Estimated ( ) G A CN for Canada; FN for other foreign jurisdiction

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. Information Required: A new filing must contain all information requested.

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.

Handwritten signature

**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)

**Baile, Dr. Clifton A.**

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

**425 River Road, Athens, GA 30602**

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

Full Name (Last name first, if individual)

**Adang, Michael J.**

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

**160 Tamarack Dr., Athens, GA 30605**

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

Full Name (Last name first, if individual)

**Hartzell, Diane L.**

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

**202 Elderberry Circle, Athens, GA 30605**

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

Full Name (Last name first, if individual)

**Ligon, Robert W.**

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

**2060 Fairway Crossing Dr., Woodstock, GA 30188**

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

Full Name (Last name first, if individual)

**David Perryman**

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

**999 Peachtree Street, Suite 1000, Atlanta, GA 30309-3915**

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

Full Name (Last name first, if individual)

**Quattlebaum, Edwin C.**

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

**8000 Virginia Manor Road, Suite 140, Beltsville, MD 20704**

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

Full Name (Last name first, if individual)

**Kirk, William F.**

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

**4564 Brynwood Drive, Naples, FL 34119**

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

Full Name (Last name first, if individual)

**Robert Woods**

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

**463 Baneswood Circle, Kennett Square, PA 19348**

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

Full Name (Last name first, if individual)

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



**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 .....  | \$ _____                 | \$ _____            |
| Equity .....  | \$ 1,000,000             | \$ 200,000          |
| <input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred |                          |                     |
| Convertible Securities (including warrants) .....                             | \$ _____                 | \$ _____            |
| Partnership Interests .....   | \$ _____                 | \$ _____            |
| Other (Membership Interests).....   | \$ _____                 | \$ _____            |
| <b>Total</b> .....  | <b>\$ 1,000,000</b>      | <b>\$ 200,000</b>   |

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 .....                           | 6                | \$ 200,000                           |
| Non-accredited Investors .....                       | 0                | \$ N/A                               |
| <b>Total (for filings under Rule 504 only)</b> ..... | _____            | _____                                |

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 .....        | _____            | \$ _____           |
| <b>Total</b> .....    | _____            | \$ _____           |

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 not 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"/> | \$ 20,000        |
| Accounting Fees .....                               | <input type="checkbox"/>            | \$ _____         |
| Engineering Fees .....                              | <input type="checkbox"/>            | \$ _____         |
| Sales Commissions .....                             | <input type="checkbox"/>            | \$ _____         |
| Other Expenses (identify): Marketing Expenses ..... | <input type="checkbox"/>            | \$ _____         |
| <b>Total</b> .....                                  | <input checked="" type="checkbox"/> | <b>\$ 20,000</b> |

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

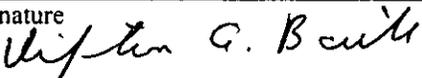
b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” ..... \$980,000

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 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<br>Officers,<br>Directors &<br>Affiliates | Payments To<br>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"/> _____                |
| Payment of indebtedness .....   | <input type="checkbox"/> \$ _____                     | <input type="checkbox"/> _____                |
| Working Capital .....   | <input type="checkbox"/> \$ _____                     | <input checked="" type="checkbox"/> 980,000   |
| Other (specify): .....  | <input type="checkbox"/> \$ _____                     | <input type="checkbox"/> \$ _____             |
| Column Totals .....   | <input type="checkbox"/> \$ _____                     | <input checked="" type="checkbox"/> \$980,000 |
| Total Payments Listed (column totals added) .....   |   | <input checked="" type="checkbox"/> \$980,000 |

**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)<br><b>InsectiGen, Inc.</b>             | Signature<br> | Date<br>November 28 2007 |
| Name of Signer (Print or Type)<br><b>Dr. Clifton A. Baile</b> | Title of Signer (Print or Type)<br><b>Chief Executive Officer</b>                                 |                          |

END

**ATTENTION**

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