

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

SEC  
Mail Processing  
Section

JAN 29 2008

Washington, DC  
101

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

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

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (  check if this is an amendment and name has changed, and indicate change.)  
Sale of Convertible Promissory Notes

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.)  
VPIsystems Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)  
943 Holmdel Road, Holmdel, NJ 07733

Telephone Nurr  
(732) 332-0233



08020501

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

Telephone Nurr

Brief Description of Business  
VPIsystems Inc. develops product and network lifecycle management software for enterprise networks, service providers, equipment vendors, and component manufacturers.

Type of Business Organization

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

PROCESSED

JAN 31 2008

THOMSON  
FINANCIAL

Actual or Estimated Date of Incorporation or Organization: MONTH YEAR  Actual  Estimated

1	2	9	8
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Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State; CN for Canada; FN for other foreign jurisdiction)

D	E
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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 the 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.

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.

SEC 1972 (6-02)

**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 managing partners of partnership issuers; and
- Each general and managing partnership 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)  
**Firey, Hank**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o VPIsystems Inc., 943 Holmdel Road, Holmdel, NJ 07733**

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

Full Name (Last name first, if individual)  
**Sharma, Tito**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o VPIsystems Inc., 943 Holmdel Road, Holmdel, NJ 07733**

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

Full Name (Last name first, if individual)  
**Anthofer, Thomas**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Cipio Partners, Palais am Lenbachplatz, Ottostrasse 8, 80333 Muenchen, Germany**

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

Full Name (Last name first, if individual)  
**Bornikoel, Friedrich**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o TVM Capital GmbH & Co. KG, Maximilianstrasse 35, 80539 Munich, Germany**

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

Full Name (Last name first, if individual)  
**DiBello, John**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o TVM Capital Corporation, 101 Arch St., Suite 1950, Boston, MA 02110**

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

Full Name (Last name first, if individual)  
**Luck, Pascal**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Core Capital Partners, 1401 I Street NW, Suite 1000, Washington, DC 20005**

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

Full Name (Last name first, if individual)  
**Skrzypczak, Casimir**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**90 Oxford Road, Rockville Center, NY 11570**

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

Full Name (Last name first, if individual)  
**TVM III GmbH & Co. KG**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o TVM Capital GmbH & Co. KG, Maximilianstrasse 35, 80539 Munich, Germany**

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

**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 managing partners of partnership issuers; and
- Each general and managing partnership 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)  
**TVM IV GmbH & Co. KG**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o TVM Capital GmbH & Co. KG, Maximilianstrasse 35, 80539 Munich, Germany**

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

Full Name (Last name first, if individual)  
**TVM III Limited Partnership**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o TVM Capital Corporation, 101 Arch St., Suite 1950, Boston, MA 02110**

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

Full Name (Last name first, if individual)  
**Cipio Partners Holding I GmbH**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Cipio Partners, Palais am Lenbachplatz, Ottostrasse 8, 80333 Muenchen, Germany**

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

Full Name (Last name first, if individual)  
**Core Capital Partners, L.P.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Core Capital Partners, 1401 I Street NW, Suite 1000, Washington, DC 20005**

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

Full Name (Last name first, if individual)  
**Siemens Venture Capital GmbH**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Siemens AG, Wittelsbacherplatz 2, 80312 München, Germany**

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

Full Name (Last name first, if individual)  
**AP Private Equity Investments III B.V.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Alpinvest Partners N.V., Jachthavenweg 118, 1081 KJ Amsterdam, Netherlands**

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)

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

**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? ..... \$ N/A

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 purchases 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)  
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] <input type="checkbox"/>	[AK] <input type="checkbox"/>	[AZ] <input type="checkbox"/>	[AR] <input type="checkbox"/>	[CA] <input type="checkbox"/>	[CO] <input type="checkbox"/>	[CT] <input type="checkbox"/>	[DE] <input type="checkbox"/>	[DC] <input type="checkbox"/>	[FL] <input type="checkbox"/>	[GA] <input type="checkbox"/>	[HI] <input type="checkbox"/>	[ID] <input type="checkbox"/>
[IL] <input type="checkbox"/>	[IN] <input type="checkbox"/>	[IA] <input type="checkbox"/>	[KS] <input type="checkbox"/>	[KY] <input type="checkbox"/>	[LA] <input type="checkbox"/>	[ME] <input type="checkbox"/>	[MD] <input type="checkbox"/>	[MA] <input type="checkbox"/>	[MI] <input type="checkbox"/>	[MN] <input type="checkbox"/>	[MS] <input type="checkbox"/>	[MO] <input type="checkbox"/>
[MT] <input type="checkbox"/>	[NE] <input type="checkbox"/>	[NV] <input type="checkbox"/>	[NH] <input type="checkbox"/>	[NJ] <input type="checkbox"/>	[NM] <input type="checkbox"/>	[NY] <input type="checkbox"/>	[NC] <input type="checkbox"/>	[ND] <input type="checkbox"/>	[OH] <input type="checkbox"/>	[OK] <input type="checkbox"/>	[OR] <input type="checkbox"/>	[PA] <input type="checkbox"/>
[RI] <input type="checkbox"/>	[SC] <input type="checkbox"/>	[SD] <input type="checkbox"/>	[TN] <input type="checkbox"/>	[TX] <input type="checkbox"/>	[UT] <input type="checkbox"/>	[VT] <input type="checkbox"/>	[VA] <input type="checkbox"/>	[WA] <input type="checkbox"/>	[WV] <input type="checkbox"/>	[WI] <input type="checkbox"/>	[WY] <input type="checkbox"/>	[PR] <input type="checkbox"/>

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] <input type="checkbox"/>	[AK] <input type="checkbox"/>	[AZ] <input type="checkbox"/>	[AR] <input type="checkbox"/>	[CA] <input type="checkbox"/>	[CO] <input type="checkbox"/>	[CT] <input type="checkbox"/>	[DE] <input type="checkbox"/>	[DC] <input type="checkbox"/>	[FL] <input type="checkbox"/>	[GA] <input type="checkbox"/>	[HI] <input type="checkbox"/>	[ID] <input type="checkbox"/>
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[MT] <input type="checkbox"/>	[NE] <input type="checkbox"/>	[NV] <input type="checkbox"/>	[NH] <input type="checkbox"/>	[NJ] <input type="checkbox"/>	[NM] <input type="checkbox"/>	[NY] <input type="checkbox"/>	[NC] <input type="checkbox"/>	[ND] <input type="checkbox"/>	[OH] <input type="checkbox"/>	[OK] <input type="checkbox"/>	[OR] <input type="checkbox"/>	[PA] <input type="checkbox"/>
[RI] <input type="checkbox"/>	[SC] <input type="checkbox"/>	[SD] <input type="checkbox"/>	[TN] <input type="checkbox"/>	[TX] <input type="checkbox"/>	[UT] <input type="checkbox"/>	[VT] <input type="checkbox"/>	[VA] <input type="checkbox"/>	[WA] <input type="checkbox"/>	[WV] <input type="checkbox"/>	[WI] <input type="checkbox"/>	[WY] <input type="checkbox"/>	[PR] <input type="checkbox"/>

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] <input type="checkbox"/>	[AK] <input type="checkbox"/>	[AZ] <input type="checkbox"/>	[AR] <input type="checkbox"/>	[CA] <input type="checkbox"/>	[CO] <input type="checkbox"/>	[CT] <input type="checkbox"/>	[DE] <input type="checkbox"/>	[DC] <input type="checkbox"/>	[FL] <input type="checkbox"/>	[GA] <input type="checkbox"/>	[HI] <input type="checkbox"/>	[ID] <input type="checkbox"/>
[IL] <input type="checkbox"/>	[IN] <input type="checkbox"/>	[IA] <input type="checkbox"/>	[KS] <input type="checkbox"/>	[KY] <input type="checkbox"/>	[LA] <input type="checkbox"/>	[ME] <input type="checkbox"/>	[MD] <input type="checkbox"/>	[MA] <input type="checkbox"/>	[MI] <input type="checkbox"/>	[MN] <input type="checkbox"/>	[MS] <input type="checkbox"/>	[MO] <input type="checkbox"/>
[MT] <input type="checkbox"/>	[NE] <input type="checkbox"/>	[NV] <input type="checkbox"/>	[NH] <input type="checkbox"/>	[NJ] <input type="checkbox"/>	[NM] <input type="checkbox"/>	[NY] <input type="checkbox"/>	[NC] <input type="checkbox"/>	[ND] <input type="checkbox"/>	[OH] <input type="checkbox"/>	[OK] <input type="checkbox"/>	[OR] <input type="checkbox"/>	[PA] <input type="checkbox"/>
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(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**

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 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 business (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"/> \$2,450,000
Other (specify): .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Column Totals.....	<input type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$2,450,000
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$2,450,000	

**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) VPISystems Inc.	Signature <i>Tito Sharma</i>	Date January 22, 2008
Name of Signer (Print or Type) Tito Sharma	Title of Signer (Print or Type) Chief Financial Officer	

**END**

**ATTENTION**

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