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FORM D
SEC
Mail Processing
Section
FEB 14 2008
Washington, DC
101

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

Series C Preferred Stock Offering

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.)

INVIDI TECHNOLOGIES CORPORATION

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
750 College Road East, Suite 175 Princeton, NJ 08540-6617 609-759-3590

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

Brief Description of Business

Software company

PROCESSED

FEB 21 2008



Type of Business Organization

corporation limited partnership business trust limited partnership

Actual or Estimated Date of Incorporation or Organization:
Month Year Actual Estimated
01 01 0 3

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: D E)
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. 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 SEC 1972 (6-02) 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. Page 1 of 6

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:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Downey, David M.

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

c/o Invidi Technologies Corporation, 750 College Road East, Suite 175, Princeton, NJ 08540-6617

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Anderson, Bruce J.

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

c/o Invidi Technologies Corporation, 750 College Road East, Suite 175, Princeton, NJ 08540-6617

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Kubin, Michael

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

c/o Invidi Technologies Corporation, 750 College Road East, Suite 175, Princeton, NJ 08540-6617

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Interdynamix Systems Corp.

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

Attn: Sandro Torrieri, Suite 620 Manulife Place, Edmonton, Alberta T5J3S4

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Torrieri, Sandro

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

Suite 620 Manulife Place, Edmonton, Alberta T5J3S4

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

DeSorrento, James

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

c/o Arizado Capital, LLC, 8701 East Happy Valley Road, Lot #4, Scottsdale, AZ 85255

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Pepper, Doug

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

c/o InterWest Partners VIII, L.P., 2710 Sand Hill Road, 2nd Fl., Menlo Park, CA 94025

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

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)					
Calhoun, Hal					
Business or Residence Address (Number and Street, City, State, Zip Code)					
c/o Menlo Ventures IX, L.P., 300 Sand Hill Road, Bldg.4, Suite 100, Menlo Park, CA 94025					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)					
Kingsley, Bill					
Business or Residence Address (Number and Street, City, State, Zip Code)					
c/o EnerTech Capital Partners II L.P., 435 Devon Park Dr., 700 Building, Wayne, PA 19087					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)					
Menlo Ventures IX, L.P.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
300 Sand Hill Road, Bldg.4, Suite 100, Menlo Park, CA 94025					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)					
EnerTech Capital Partners II L.P.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
435 Devon Park Dr., 700 Building, Wayne, PA 19087					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)					
InterWest Partners VIII, L.P.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
2710 Sand Hill Rd., Second Floor, Menlo Park, CA 94025					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)					
Cavendish Square Holding B.V.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
Wilhelminaplein 10, 3072 DE, Rotterdam, The Netherlands					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)					
Gotlieb, Irwin					
Business or Residence Address (Number and Street, City, State, Zip Code)					
c/o GroupM, 498 Seventh Avenue, New York, NY 10018					

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

B. INFORMATION ABOUT OFFERING

	Yes	No
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?.....	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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)

NONE FOR ITEM B. 4

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

<input type="checkbox"/> [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]

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

<input type="checkbox"/> [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]
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<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]

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

<input type="checkbox"/> [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]
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(Use blank sheet, or copy and use additional copies of this sheet, if 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	
Debt	
Equity	
	<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred
Convertible Securities (including warrants)	
Partnership Interests	
Other (Specify)	
Answer also in Appendix, Column 4, if filing under ULOE.	

Aggregate Offering Price	Amount Already Sold
\$ 0	\$ 0
\$ 4,000,000.00	\$ 4,000,000.00
\$ 0	\$ 0
0	0
\$ 0	\$ 0
\$ 4,000,000.00	\$ 4,000,000.00

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".

Accredited Investors	
Non-accredited Investors	
Total (for filings under Rule 504 only)	
Answer also in Appendix, Column 4, if filing under ULOE.	

	Aggregate
1	\$ 4,000,000.00
0	\$ 0
	\$

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	
Rule 505	
Regulation A	
Rule 504	
Total	

Type of Security	Dollar Amount Sold
N/A	\$ N/A

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 an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

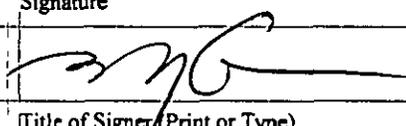
Transfer Agent's Fees	<input type="checkbox"/>	\$ 0
Printing and Engraving Costs	<input type="checkbox"/>	\$ 0
Legal Fees	<input checked="" type="checkbox"/>	\$ 90,000.00
Accounting Fees	<input type="checkbox"/>	\$ 0
Engineering Fees	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ 0
Other Expenses (identify)	<input type="checkbox"/>	\$ 0
Total	<input checked="" type="checkbox"/>	\$ 90,000.00

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."	\$ 3,910,000.00																																				
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.	<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="width:60%;"></th> <th style="width:20%; text-align: center;">Payments to Officers, Directors, & Affiliates</th> <th style="width:20%; text-align: center;">Payments to Others</th> </tr> </thead> <tbody> <tr> <td>Salaries and fees</td> <td align="center"><input type="checkbox"/> \$ 0</td> <td align="center"><input type="checkbox"/> \$ 0</td> </tr> <tr> <td>Purchase of real estate</td> <td align="center"><input type="checkbox"/> \$ 0</td> <td align="center"><input type="checkbox"/> \$ 0</td> </tr> <tr> <td>Purchase, rental or leasing and installation of machinery and equipment</td> <td align="center"><input type="checkbox"/> \$ 0</td> <td align="center"><input type="checkbox"/> \$ 0</td> </tr> <tr> <td>Construction or leasing of plant buildings and facilities</td> <td align="center"><input type="checkbox"/> \$ 0</td> <td align="center"><input type="checkbox"/> \$ 0</td> </tr> <tr> <td>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)</td> <td align="center"><input type="checkbox"/> \$ 0</td> <td align="center"><input type="checkbox"/> \$ 0</td> </tr> <tr> <td>Repayment of indebtedness</td> <td align="center"><input type="checkbox"/> \$ 0</td> <td align="center"><input type="checkbox"/> \$ 0</td> </tr> <tr> <td>Working capital</td> <td align="center"><input type="checkbox"/> \$ 0</td> <td align="center"><input checked="" type="checkbox"/> \$ 3,910,000.00</td> </tr> <tr> <td>Other (specify):</td> <td align="center"><input type="checkbox"/> \$ 0</td> <td align="center"><input type="checkbox"/> \$ 0</td> </tr> <tr> <td>.....</td> <td align="center"><input type="checkbox"/> \$ 0</td> <td align="center"><input type="checkbox"/> \$ 0</td> </tr> <tr> <td>Column Totals</td> <td align="center"><input type="checkbox"/> \$ 0</td> <td align="center"><input checked="" type="checkbox"/> \$ 3,910,000.00</td> </tr> <tr> <td>Total Payments Listed (column totals added)</td> <td align="center"><input checked="" type="checkbox"/> \$ 3,910,000.00</td> <td></td> </tr> </tbody> </table>		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 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"/> \$ 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"/> \$ 3,910,000.00	Other (specify):	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0	Column Totals	<input type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 3,910,000.00	Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$ 3,910,000.00	
	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																																			
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Column Totals	<input type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 3,910,000.00																																			
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$ 3,910,000.00																																				

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)	Signature	Date
INVIDI TECHNOLOGIES CORPORATION		February 2, 2008
<u>BRUCE ANDERSON</u>		
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Bruce Anderson	Chief Technical Officer and Chief Operating Officer	

ATTENTION

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

END