

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

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

SEC Mail Processing Section

MAR 20 2008

Washington, DC 105

OMB APPROVAL	
OMB NUMBER:	3235-0076
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SEC USE ONLY	
Prefix	Serial
Date Received	

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

Mascoma Corporation Series C Financing

Filing Under (Check box(es) that apply): Rule 504 Rule 505 [X] 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.)

Mascoma Corporation

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Num (617) 234-0099

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



Brief Description of Business

Research, development and production related to cellulosic ethanol, and to engage in any other activities permissible for corporations to engage in under Delaware General Corporation Law.

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month 10 Year 05 [X] Actual
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)

SEC Mail Processing Section MAR 20 2008

Washington, DC PROCESSED MAR 20 2008 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 230.401 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.
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.
Information Required: A new filing must contain all information requested.
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 state 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.

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. LIBC/3230649.1

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

Full Name (Last name first, if individual)
Matheson, James Vincent

Business or Residence Address (Number and Street, City, State, Zip Code)
Flagship Ventures
One Memorial Drive, 7th Floor, Cambridge, MA 02142

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

Full Name (Last name first, if individual)
General Catalyst Group IV, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
General Catalyst Partners, 200 University Road, Suite 450, Cambridge, MA 02138

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

Full Name (Last name first, if individual)
GC Entrepreneurs Fund IV, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
General Catalyst Partners, 200 University Road, Suite 450, Cambridge, MA 02138

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

Full Name (Last name first, if individual)
KPCB Holdings, Inc., as nominee

Business or Residence Address (Number and Street, City, State, Zip Code)
KPCB Holdings, Inc., 2750 Sand Hill Road, Menlo Park, CA 94025

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

Full Name (Last name first, if individual)
Khosla Ventures I, LP

Business or Residence Address (Number and Street, City, State, Zip Code)
Khosla Ventures, 2744 Sand Hill Road, Menlo Park, CA 94025

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

Full Name (Last name first, if individual)
Flagship Ventures Fund 2004, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
Flagship Ventures, One Memorial Drive, 7th Floor, Cambridge, MA 02142

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

Full Name (Last name first, if individual)
VantagePoint Venture Partners 2006 (Q), L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
VantagePoint Venture Partners, 1001 Bayhill Drive, Suite 300, San Bruno, CA 94066

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

Full Name (Last name first, if individual)
Vantage Point CleanTech Partners, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
VantagePoint Venture Partners, 1001 Bayhill Drive, Suite 300, San Bruno, CA 94066

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

Full Name (Last name first, if individual)
Pinnacle Ventures II-A, L.P.

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

Business or Residence Address (Number and Street, City, State, Zip Code)
Pinnacle Ventures, L.L.C., 130 Lytton Avenue, Suite 220, Palo Alto, CA 94301

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

Full Name (Last name first, if individual)
Pinnacle Ventures II-B, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
Pinnacle Ventures, L.L.C., 130 Lytton Avenue, Suite 220, Palo Alto, CA 94301

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

Full Name (Last name first, if individual)
Pinnacle Ventures II-C, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
Pinnacle Ventures, L.L.C., 130 Lytton Avenue, Suite 220, Palo Alto, CA 94301

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

Full Name (Last name first, if individual)
Pinnacle Ventures II-R, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
Pinnacle Ventures, L.L.C., 130 Lytton Avenue, Suite 220, Palo Alto, CA 94301

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

Full Name (Last name first, if individual)
Pinnacle Ventures Equity Fund I, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
Pinnacle Ventures, L.L.C., 130 Lytton Avenue, Suite 220, Palo Alto, CA 94301

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

Full Name (Last name first, if individual)
Pinnacle Ventures Equity Fund I-O, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
Pinnacle Ventures, L.L.C., 130 Lytton Avenue, Suite 220, Palo Alto, CA 94301

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

Full Name (Last name first, if individual)
Pinnacle Venture Equity Fund I Affiliates, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
Pinnacle Ventures, L.L.C., 130 Lytton Avenue, Suite 220, Palo Alto, CA 94301

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

Full Name (Last name first, if individual)
Atlas Venture Fund VII, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
Atlas Venture, 890 Winter Street, Suite 320, Waltham, MA 02476

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

Full Name (Last name first, if individual)
Grantham, R. Jeremy

Business or Residence Address (Number and Street, City, State, Zip Code)
GMO, 40 Rows Wharf, Boston, MA 02110

(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
 [X]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$ _____

3. Does the offering permit joint ownership of a single unit?..... Yes No
 [X] []

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)
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]

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	\$ 20,000,000	\$ 20,000,000
Equity	\$ 55,000,000	\$ 45,000,000
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$	\$
Other (Specify _____)	\$	\$
Total	\$75,000,000	\$65,000,000

Answer also in Appendix, Column 3, if filing under ULOE.

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	17	\$65,000,000
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)		\$

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, 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	0	\$ 0
Regulation A	0	\$ 0
Rule 504	0	\$ 0
Total	0	\$ 0

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"/> \$420,000
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) <u>Blue Sky filings and formation expenses</u>	<input checked="" type="checkbox"/> \$1,000
Total	<input checked="" type="checkbox"/> \$421,000

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."

\$74,579,000

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 Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	<input checked="" type="checkbox"/> \$20,000,000	<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"/> \$54,579,000
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input checked="" type="checkbox"/> \$20,000,000	<input checked="" type="checkbox"/> \$54,579,000
 Total Payments Listed (Column totals added)		<input checked="" type="checkbox"/> \$74,579,000

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) Mascoma Corporation	Signature By: 	Date March 13, 2008
Name of Signer (Print or Type) George P. Schaefer	Title of Signer (Print or Type) Chief Financial Officer	

ATTENTION

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

END