

FORM D

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

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SEC  
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Section

FORM D

PROCESSED

MAR 11 2008  
WASHINGTON  
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NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

MAR 14 2008  
THOMSON  
FINANCIAL

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

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

**Herborium Group, Inc.**

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.)

**Herborium Group, Inc.**

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

**Park 80W Plaza II, Suite 200, Saddle Brook, NJ 07663**

Telephone Number

**(201) 291-2602**

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

Telephone Number (Including Area Code)



Brief Description of Business

**Research, development, and marketing of botanical supplements**

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month Year  
 0  91  9  6  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) [N][V]

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 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

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.

the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

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**A. BASIC IDENTIFICATION DATA**

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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.

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

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Full Name (Last name first, if individual)

Olzowski, Agnes P.

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

Park 80W Plaza II, Suite 200, Saddle Brook, NJ 07663

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

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Full Name (Last name first, if individual)

Gilligan, James P.

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

Park 80W Plaza II, Suite 200, Saddle Brook, NJ 07663

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

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Full Name (Last name first, if individual)

Danson, Wayne J.

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

420 Lexington Avenue, Suite 2739, New York, NY 10170

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

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Full Name (Last name first, if individual)

Ansbacher, Max G.

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

515 Madison Avenue, 29th Floor, New York, NY 10022

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(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? Not Applicable
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) [More than five persons to be listed are associated with the broker/dealer identified below.]

Southridge Investment Group, LLC

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

800 Third Avenue, 9th Floor, New York, NY 10022

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]

(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**

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 .....	\$ 500,000 <sup>*1</sup>	\$ 275,000 <sup>*1</sup>
Equity .....	\$ _____	\$ _____
[ X ] Common      [ ] Preferred		
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other (Specify _____) .....	\$ _____	\$ _____
Total .....	\$ 500,000 <sup>*1</sup>	\$ 275,000 <sup>*1</sup>

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

2. Enter the number of accredited and non-accredited investors who 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 .....	5	\$ 275,000
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 .....	_____	\$ _____
Regulation A .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
Total .....		\$ _____

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 .....	[ ]	\$ _____
Printing and Engraving Costs .....	[ ]	\$ _____
Legal Fees .....	[x]	\$ 25,000
Accounting Fees .....	[ ]	\$ _____
Engineering Fees .....	[ ]	\$ _____
Sales Commissions (specify finders' fees separately) .....	[ ]	\$ _____ <sup>*2</sup>
Other Expenses (identify) <u>Filing fees</u> .....	[x]	\$ 250
Total .....	[x]	\$ 25,250

<sup>\*1</sup> The issuer will issue Units, for an aggregate of \$500,000 in 10% promissory notes payable semi-annually in arrears ("Notes"), convertible into shares of the Company's common stock (the "Shares" or the "Common Stock"), each Unit of \$50,000 in Notes shall include the issuance of 50,000 shares of Common Stock ("Additional Shares") and five year warrants to purchase 100,000 shares of Common Stock with 50,000 warrant shares at an exercise price of \$0.025 per share, and 50,000 warrant shares at exercise price of \$0.05 (the "Warrants" along with the Notes and Additional Shares per \$50,000 investment, equal one (1) "Unit". This filing covers the issuance of the Notes, the Additional Shares, the Warrants and the shares of Common Stock to be issued upon conversion of the Notes and upon exercise of the Warrants. In addition, this filing will cover warrants issued to the placement agent exercisable for a number of shares of Common Stock equal to 10% of the aggregate shares issued by the Company in the private placement, assuming conversion and exercise of all of the Notes and Warrants. The

placement agent warrants will be exercisable for 5 years at a price of \$.03 per share. This filing will also cover 750,000 shares of Common Stock, and one share for each \$1 received by the Company in the private placement issued to the placement agent a retainer fee.

\*2 In addition to the warrants and shares described in note \*1, the placement agent will be paid a cash fee equal to 10% of the gross proceeds received by the issuer and an expense allowance equal to 2% of the gross proceeds.

**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.”

\$ 474,750

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.....	[ ]	\$ _____	[ ]	\$ 60,000
Purchase of real estate .....	[ ]	\$ _____	[ ]	\$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	[ ]	\$ _____	[ ]	\$ _____
Construction or leasing of plant buildings and facilities .....	[ ]	\$ _____	[ ]	\$ _____
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) .....	[ ]	\$ _____	[ ]	\$ _____
Repayment of indebtedness .....	[ ]	\$ _____	[ ]	\$ _____
Working capital .....	[ ]	\$ _____	[ ]	\$ 414,750
Other (specify): _____	[ ]	\$ _____	[ ]	\$ _____
_____				
_____				
Column Totals .....	[ ]	\$ _____	[ ]	\$ 474,750
Total Payments Listed (column totals added) .....		[ ] \$ _____		474,750

**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) HERBORIUM GROUP, INC.	Signature <i>Dr. Agnes P. Olszewski</i>	Date 02/28/08
Name of Signer (Print or Type) Agnes P. Olszewski	Title of Signer (Print or Type) President and Chief Executive Officer	

**ATTENTION**

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

**END**