

1393857

FORM D

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

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

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

SEC USE ONLY
Prefix Serial
DATE RECEIVED

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

IlluminOss Medical, Inc./Series B Preferred Stock

Filing Under (Check box(es) that apply):
Type of Filing: X New Filing
Rule 504 Rule 505 X Rule 506 Section 4(6) ULO

PROCESSED

APR 14 2008

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.)

THOMSON FINANCIAL

IlluminOss Medical, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
993 Waterman Ave., East Providence, RI 02914 (401) 714-0008
Address of Principal Business Operations (if different from Executive Offices) Telephone Number (Including Area Code)

Brief Description of Business

Mail Processing Section

Development and manufacturing of medical devices.

APR 07 2008

Type of Business Organization

X corporation limited partnership, already formed Other (please specify)
business trust limited partnership, to be formed

Washington, DC 101

Actual or Estimated Date of Incorporation or Organization: Month Year
01 07

X 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)

DE



08043933

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.

SEC 1972 (5-05)

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.

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)

Rabiner, Robert A.

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

993 Waterman Ave., East Providence, RI 02914

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

Full Name (Last name first, if individual)

Foundation Medical Partners II, L.P.

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

105 Rowayton Avenue, Rowayton, CT 06853

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

Full Name (Last name first, if individual)

Weiss, Arnold-Peter C.

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

23 Nayatt Road, Barrington, RI 02806

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

Full Name (Last name first, if individual)

New Leaf Venture Management I, L.P.

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

Times Square Tower, 7 Times Square, Suite 1603

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

Full Name (Last name first, if individual)

Mieza Capital LLC

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

65 Knollwood Lane, Darien, CT 06820

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

Full Name (Last name first, if individual)

THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY (DAPER I)

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

c/o Stanford Management Company, 2770 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)

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
 X
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
 X
4. Enter the information required 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)

Not applicable

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]

(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	\$ _____	\$ _____
Equity	\$ <u>11,015,000</u>	\$ <u>11,015,000</u>
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including Warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ <u>11,015,000</u>	\$ <u>11,015,000</u>

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	<u>4</u>	\$ <u>11,015,000</u>
Non-accredited Investors	<u>0</u>	\$ <u>0.00</u>
Total (for filings under Rule 504 only)	<u>N/A</u>	<u>\$ N/A</u>

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, 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	<u>N/A</u>	\$ <u>N/A</u>
Regulation A	<u>N/A</u>	\$ <u>N/A</u>
Rule 504	<u>N/A</u>	\$ <u>N/A</u>
Total	<u>N/A</u>	<u>\$ N/A</u>

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"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees	<input checked="" type="checkbox"/>	\$ <u>175,000</u>
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
Total	<input checked="" type="checkbox"/>	\$ <u>175,000</u>

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."

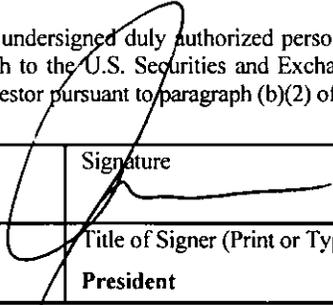
\$10,840,000

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.....	X	\$ 1,000,000	□	\$ _____
Purchase of real estate	□	\$ _____	□	\$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	□	\$ _____	□	\$ _____
Construction or lease 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	□	\$ _____	X	\$ 1,600,000
Other (specify) _____				
_____	□	\$ _____	□	\$ _____
Column Totals	X	\$ 1,000,000	X	\$ 1,600,000
Total Payments Listed (column totals added)		X \$10,840,000		

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) IlluminOss Medical, Inc.	Signature 	Date April 3, 2008
Name of Signer (Print or Type) Robert A. Rabiner	Title of Signer (Print or Type) President	

ATTENTION

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

E. STATE SIGNATURE

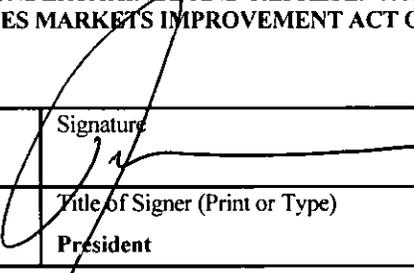
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No (1)

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has ready this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

THE FOREGOING UNDERTAKINGS AND REPRESENTATIONS ARE PROVIDED AND SHALL BE ENFORCEABLE AGAINST THE ISSUER ONLY TO THE EXTENT THAT SUCH UNDERTAKINGS AND REPRESENTATIONS ARE REQUIRED TO BE MADE AFTER APPLICATION OF THE NATIONAL SECURITIES MARKET'S IMPROVEMENT ACT OF 1996.

Issuer (Print or Type) IlluminOss Medical, Inc.	Signature 	Date April 3, 2008
Name of Signer (Print or Type) Robert A. Rabiner	Title of Signer (Print or Type) President	

(1) Not applicable for Rule 506 offerings.

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1 State	2 Intended to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No	Series B Preferred Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	11,015,000	1	\$50,000	0	0		(1)
CO									
CT		X	11,015,000	2	\$5,665,000	0	0		(1)
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									

(1) Not applicable for Rule 506 offerings.

APPENDIX

1 State	2 Intended to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No	Series B Preferred Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
NJ									
NM									
NY		X	11,015,000	1	\$5,300,000	0	0		(1)
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

(1) Not applicable for Rule 506 offerings.

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned IlluminOss Medical, Inc. a corporation organized under the laws of Delaware for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Robert A. Rabiner

(Name)

993 Waterman Ave., East Providence, RI 02914

(Address)

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of each State as its attorney in that State for receipt of service of process:

- | | | | |
|---|--|--|---|
| <input type="checkbox"/> ALABAMA | Secretary of State | <input type="checkbox"/> DELAWARE | Securities Commissioner |
| <input type="checkbox"/> ALASKA | Administrator of the
Division of Banking and
Corporations, Department
of Commerce and
Economic Development | <input type="checkbox"/> DISTRICT OF
COLUMBIA | Dept. of Insurance & Securities
Regulation |
| <input type="checkbox"/> ARIZONA | The Corporation
Commission | <input type="checkbox"/> FLORIDA | Office of Financial Regulation |
| <input type="checkbox"/> ARKANSAS | The Securities
Commissioner | <input type="checkbox"/> GEORGIA | Commissioner of Securities |
| <input checked="" type="checkbox"/> CALIFORNIA | Commissioner of
Corporations | <input type="checkbox"/> GUAM | Administrator, Department of
Finance |
| <input type="checkbox"/> COLORADO | Securities Commissioner | <input type="checkbox"/> HAWAII | Commissioner of Securities |
| <input checked="" type="checkbox"/> CONNECTICUT | Banking Commissioner | <input type="checkbox"/> IDAHO | Director, Department of
Finance |
| | | <input type="checkbox"/> ILLINOIS | Secretary of State |
| | | <input type="checkbox"/> INDIANA | Secretary of State |

___ IOWA	Commissioner of Insurance	___ NORTH DAKOTA	Securities Commissioner
___ KANSAS	Secretary of State	___ OHIO	Secretary of State
___ KENTUCKY	Director, Division of Securities	___ OREGON	Director, Department of Insurance and Finance
___ LOUISIANA	Commissioner of Securities	___ OKLAHOMA	Securities Administrator
___ MAINE	Administrator, Securities Division	___ PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process
___ MARYLAND	Commissioner of the Division of Securities	___ PUERTO RICO	Commissioner of Financial Institutions
___ MASSACHUSETTS	Secretary of State	___ RHODE ISLAND	Director of Business Regulation
___ MICHIGAN	Commissioner, Office of Financial and Insurance Services	___ SOUTH CAROLINA	Securities Commissioner
___ MINNESOTA	Commissioner of Commerce	___ SOUTH DAKOTA	Director of the Division of Securities
___ MISSISSIPPI	Secretary of State	___ TENNESSEE	Commissioner of Commerce and Insurance
___ MISSOURI	Securities Commissioner	___ TEXAS	Securities Commissioner
___ MONTANA	State Auditor and Commissioner of Insurance	___ UTAH	Director, Division of Securities
___ NEBRASKA	Director of Banking and Finance	___ VERMONT	Commissioner of Banking, Insurance, Securities & Health Administration
___ NEVADA	Secretary of State	___ VIRGINIA	Clerk, State Corporation Commission
___ NEW HAMPSHIRE	Secretary of State	___ WASHINGTON	Director of the Department of Licensing
___ NEW JERSEY	Chief, Securities Bureau	___ WEST VIRGINIA	Commissioner of Securities
___ NEW MEXICO	Director, Securities Division	___ WISCONSIN	Department of Financial Institutions, Division of Securities
___ NEW YORK	Secretary of State	___ WYOMING	Secretary of State
___ NORTH CAROLINA	Secretary of State		

Dated this 3rd day of April, 2008.

IlluminOss Medical, Inc.

[Handwritten Signature]

By: Robert A. Rabiner
Title President

ACKNOWLEDGEMENT

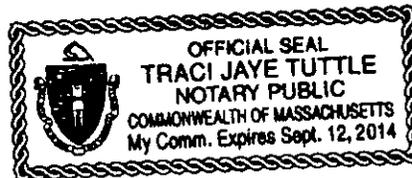
State of Massachusetts
County of Suffolk

On April 3, 2008, before me, Traci Jaye Tuttle
(insert name and title of the notary)

personally appeared ROBERT A. RABINER, President of ILLUMINOSS MEDICAL, INC. personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Traci Jaye Tuttle



(Seal)

END