

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 Boxes that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Toprani, Subodh

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

c/o ZettaCore, Inc., 369 Inverness Parkway, Suite 350, Englewood, Colorado 80112

Check Boxes that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Davis, Jordan

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

c/o ZettaCore, Inc., 369 Inverness Parkway, Suite 350, Englewood, Colorado 80112

Check Boxes that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Goronkin, Herb

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

c/o ZettaCore, Inc., 369 Inverness Parkway, Suite 350, Englewood, Colorado 80112

Check Boxes that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Jurvetson, Steve

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

c/o ZettaCore, Inc., 369 Inverness Parkway, Suite 350, Englewood, Colorado 80112

Check Boxes that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Khosla, Vinod

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

c/o ZettaCore, Inc., 369 Inverness Parkway, Suite 350, Englewood, Colorado 80112

Check Boxes that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Levine, Randolph H.

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

c/o ZettaCore, Inc., 369 Inverness Parkway, Suite 350, Englewood, Colorado 80112

Check Boxes that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Vadasz, Lez

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

c/o ZettaCore, Inc., 369 Inverness Parkway, Suite 350, Englewood, Colorado 80112

Check Boxes that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Rhodine, Craig

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

c/o ZettaCore, Inc., 369 Inverness Parkway, Suite 350, Englewood, Colorado 80112

A. BASIC IDENTIFICATION DATA

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- Each general and managing partner of partnership issuers.

Check Boxes that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

The Levine Family Trust, U/A 12/23/98, Randolph H. Levine, Trustee

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

c/o ZettaCore, Inc., 369 Inverness Parkway, Suite 350, Englewood, Colorado 80112

Check Boxes that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Bocian, David

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

c/o ZettaCore, Inc., 369 Inverness Parkway, Suite 350, Englewood, Colorado 80112

Check Boxes that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Lindsey, Jonathan

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

c/o ZettaCore, Inc., 369 Inverness Parkway, Suite 350, Englewood, Colorado 80112

Check Boxes that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Kuhr, Werner G.

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

c/o ZettaCore, Inc., 369 Inverness Parkway, Suite 350, Englewood, Colorado 80112

Check Boxes that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Draper Fisher Jurvetson Fund VII, L.P.

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

2882 Sand Hill Road, Suite 150, Menlo Park, CA 94025

Check Boxes 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)

2750 Sand Hill Road, Menlo Park, CA 94025

Check Boxes that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Oxford Bioscience Partners IV L.P.

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

222 Berkeley Street, Suite 1650, Boston, MA 02116

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 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. NOT APPLICABLE

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]	[VA]	[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]	[VA]	[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]	[VA]	[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	Total Amount Sold
Debt	\$ <u>0</u>	\$ <u>0</u>
Equity	\$ <u>0</u>	\$ <u>0</u>
<input checked="" type="checkbox"/> Common Stock: Underlying shares of Common Stock, par value \$0.001 per share, issuable upon conversion of		
<input checked="" type="checkbox"/> Preferred Stock Preferred Stock – see, Convertible Securities		
Convertible Securities: up to an aggregate of 20,579,981 shares of Series C Preferred Stock, \$0.001 par value ("Series C Preferred"), at a purchase price per share of \$1.0690. 14,031,802 shares of Series C Preferred were sold at the Initial Closing	\$ <u>21,999,999.69</u>	\$ <u>14,999,996.33¹</u>
Partnership Interests	\$ <u>0</u>	\$ <u>0</u>
Other (Specify _____)	\$ <u>0</u>	\$ <u>0</u>
Total	\$ <u>21,999,999.69</u>	\$ <u>14,999,996.33</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>15</u>	\$ <u>14,999,996.33</u>
Non-accredited Investors	<u>0</u>	\$ <u>0</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"/>	\$ <u>0</u>
Printing and Engraving Costs	<input type="checkbox"/>	\$ <u>0</u>
Legal Fees	<input checked="" type="checkbox"/>	\$ <u>\$65,000.00</u>
Accounting Fees	<input type="checkbox"/>	\$ <u>0</u>
Engineering Fees	<input type="checkbox"/>	\$ <u>0</u>
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ <u>0</u>
Finders' Fees	<input type="checkbox"/>	\$ <u>0</u>
Other Expenses (Identify _____)	<input type="checkbox"/>	\$ <u>0</u>
Total	<input checked="" type="checkbox"/>	\$ <u>\$65,000.00</u>

¹ Payment of an aggregate of \$1,940,987.40 of the total purchase price was made through conversion of indebtedness.

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".....

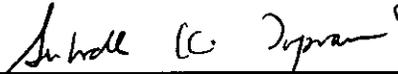
Gross Proceeds of:
\$ 14,934,996.33

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.

	Payment to Officers, Directors, & Affiliates	Payment 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"/> \$ 14,934,996.33
Other (specify):.....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Column Totals.....	<input type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 14,934,996.33?
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$ 14,934,996.33	

D. FEDERAL SIGNATURE

The issuer had 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
ZettaCore, Inc.		May 13, 2008
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Subodh Toprani	President and Chief Executive Officer	

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

E. STATE SIGNATURE

THIS PAGE IS NOT FILED WITH THE SEC

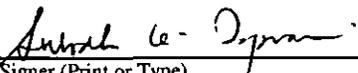
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No
NOT APPLICABLE TO "COVERED SECURITY" OFFERINGS EXEMPT UNDER RULE 506 OF THE SECURITIES ACT OF 1933, AS AMENDED, AND SECTION 18(b)(4)(D) THEREFUNDER

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to the state administrator of any state in which the 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 any 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.

NOT APPLICABLE TO "COVERED SECURITY" OFFERINGS EXEMPT UNDER RULE 506 OF THE SECURITIES ACT OF 1933, AS AMENDED, AND SECTION 18(b)(4)(D) THEREFUNDER

The issuer has read 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.

Issuer (Print or Type)	Signature	Date
ZettaCore, Inc.		May 13, 2008
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Subodh Toprani	President and Chief Executive Officer	

APPENDIX									
1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1))	
State	Yes	No	An Aggregate of \$21,999,999.69 of Series C Preferred Stock offered to all investors in the Offering	Number of Accredited Investors	Amount Paid at Initial Closing	Number of Non-Accredited Investors	Amount	Yes	No
CA		X	5,791,405 shares of Series C Preferred	5	\$6,191,011.95	0	0		N/A
CO		X	238,540 shares of Series C Preferred	1	\$254,999.26	0	0		N/A
IL		X	85,020 shares of Series C Preferred	1	\$90,886.38	0	0		N/A
Japan		X	4,677,266 shares of Series C Preferred	4	\$4,999,997.34	0	0		N/A
MA		X	2,299,440 shares of Series C Preferred	2	\$2,458,101.36	0	0		N/A
NY		X	940,131 shares of Series C Preferred	2	\$1,005,000.04	0	0		N/A

END