

FORM D

1437970

SEC Mail Processing Section

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

OMB APPROVAL table with OMB Number, Expires, and hours per response.

JUN 16 2008

Washington, DC 110

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

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED.

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

Personics Holdings, Inc. / Offering of Units of Common Stock(1)

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

I. Enter the information requested about the issuer

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

Personics Holdings, Inc.

Address of Executive Offices, Address of Principal Business Operations, Telephone Number (Including Area Code).

Brief Description of Business

The Issuer is engaged in the business of research, development, and commercialization of intellectual property.

Type of Business Organization: corporation, limited partnership, already formed, Other, business trust, limited partnership, to be formed.



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

Jurisdiction of Incorporation or Organization (Enter two-letter U.S. Postal Service abbreviation for State: DE)

PROCESSED

JUN 19 2008

GENERAL INSTRUCTIONS

Federal: Who Must File, When To File, Where to File, Copies Required, Information Required, Filing Fee.

THOMSON REUTERS

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.

(1) Each Unit consists of 17,500 shares of the Issuer's Common Stock, par value \$.01 per share.

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?..... \$ 252,000⁽²⁾
3. Does the offering permit joint ownership of a single unit?..... Yes No
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

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(Check "All States" or check individual States) All States

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

(2) The minimum investment may be waived by the Issuer.

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	\$ <u>-0-</u>	\$ <u>-0-</u>
Equity	\$ <u>6,048,000</u>	\$ <u>1,008,000</u>
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including Warrants)	\$ <u>-0-</u>	\$ <u>-0-</u>
Partnership Interests	\$ <u>-0-</u>	\$ <u>-0-</u>
Other (Specify _____)	\$ <u>-0-</u>	\$ <u>-0-</u>
Total	\$ <u>6,048,000</u>	\$ <u>1,008,000</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>1,008,000</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"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees	<input type="checkbox"/>	\$ _____
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (identify) <u>(3)</u>	<input checked="" type="checkbox"/>	\$ <u>78,000</u>
Total	<input checked="" type="checkbox"/>	\$ <u>78,000</u>

(3) Included legal and accounting fees and miscellaneous expenses.

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."

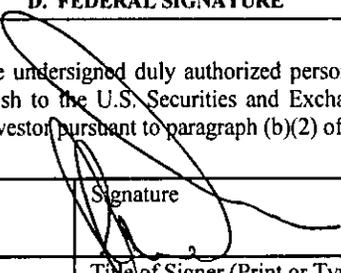
\$ 5,970,000

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"/>	\$ <u>400,000</u>	<input checked="" type="checkbox"/>	\$ <u>2,876,000</u>
Purchase of real estate.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>250,000</u>
Construction or lease 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 (4).....	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>579,000</u>
Other (specify) <u>Marketing</u>			<input checked="" type="checkbox"/>	\$ <u>475,000</u>
<u>Research and Development</u>			<input checked="" type="checkbox"/>	\$ <u>270,000</u>
<u>IP Fees</u>	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>1,060,000</u>
<u>Scientific Advisory Board</u>			<input checked="" type="checkbox"/>	\$ <u>60,000</u>
Column Totals.....	<input checked="" type="checkbox"/>	\$ <u>400,000</u>	<input checked="" type="checkbox"/>	\$ <u>5,570,000</u>
Total Payments Listed (column totals added).....			<input checked="" type="checkbox"/>	\$ <u>5,970,000</u>

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) Personics Holdings, Inc.	Signature 	Date <u>11/20/07</u>
Name of Signer (Print or Type) Steven W. Goldstein	Title of Signer (Print or Type) President and Chief Executive Officer	

(4) Includes funds for payment of legal fees, rent, travel, furniture and fixtures, supplies, telephone, training, and miscellaneous.

ATTENTION

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

END