

FORM D

Notice of Exempt Offering of Securities

U.S. Securities

08061902

Commission

Washington, DC 20549

(See instructions beginning on page 5)

1028208

OMB APPROVAL

OMB Number: 3235-0076

Expires: September 30, 2008

Estimated average burden hours per response: 4.00

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

Item 1. Issuer's Identity

Name of Issuer: Geomagic, Inc.

Jurisdiction of Incorporation/Organization: Delaware

Year of Incorporation/Organization (Select one): Over Five Years Ago

Previous Name(s): Raindrop Geomagic, Inc., Raindrop Acquisition, Inc.

- Entity Type (Select one): Corporation

PROCESSED OCT 07 2008 THOMSON REUTERS

(If more than one issuer is filing this notice, check this box and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1: 3200 East Hwy 54, City: Research Triangle Park, State/Province/Country: NC

Street Address 2: Cape Fear Building, Suite 300, ZIP/Postal Code: 27709, Phone No.: 919-474-0122

Item 3. Related Persons

Last Name: Fu, First Name: Ping, Middle Name:

Street Address 1: 3200 East Hwy 54, City: Research Triangle Park, State/Province/Country: NC

Street Address 2: Cape Fear Building, Suite 300, ZIP/Postal Code: 27709

Relationship(s): Executive Officer, Director, Promoter

Clarification of Response (if Necessary): Washington, DC

(Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

- Agriculture, Banking and Financial Services, Business Services, Energy, Health Care, Manufacturing, Real Estate, Construction, REITS & Finance, Residential, Other Real Estate, Retailing, Restaurants, Technology, Travel, Other

Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504(b)(1)(i)
- Rule 504(b)(1)(ii)
- Rule 504(b)(1)(iii)
- Rule 505
- Rule 506
- Securities Act Section 4(6)

Investment Company Act Section 3(c)

- Section 3(c)(1)
- Section 3(c)(2)
- Section 3(c)(3)
- Section 3(c)(4)
- Section 3(c)(5)
- Section 3(c)(6)
- Section 3(c)(7)

- Section 3(c)(9)
- Section 3(c)(10)
- Section 3(c)(11)
- Section 3(c)(12)
- Section 3(c)(13)
- Section 3(c)(14)

Item 7. Type of Filing

- New Notice
- OR**
- Amendment

Date of First Sale in this Offering: 9/26/08 OR  First Sale Yet to Occur

Item 8. Duration of Offering

Does the issuer intend this offering to last more than one year?  Yes  No

Item 9. Type(s) of Securities Offered (Select all that apply)

- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Other (Describe)

[Empty box for describing other securities]

Item 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary)

[Empty box for clarification of response]

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 0

Item 12. Sales Compensation

Recipient

Madison Park Group LLC

Recipient CRD Number

125475

No CRD Number

(Associated) Broker or Dealer [X] None

(Associated) Broker or Dealer CRD Number

No CRD Number

Street Address 1

521 Fifth Avenue

Street Address 2

17th Floor

City

New York

State/Province/Country

NY

ZIP/Postal Code

10175

States of Solicitation [ ] All States

- Grid of state checkboxes: 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, [X] VA, WA, WV, WI, WY, PR

(Identify additional person(s) being paid compensation by checking this box [ ] and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 7,999,954.56 OR [ ] Indefinite

(b) Total Amount Sold \$ 7,999,954.56

(c) Total Remaining to be Sold \$ 0 OR [ ] Indefinite (Subtract (a) from (b))

Clarification of Response (if Necessary)

[ ]

Item 14. Investors

Check this box [ ] if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering: [ ]

Enter the total number of investors who already have invested in the offering: [ 1 ]

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 480,000 [ ] Estimate

Clarification of Response (if Necessary)

Finders' Fees \$ 0 [ ] Estimate

[ ]

**Item 16. Use of Proceeds**

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0

Estimate

Clarification of Response (if Necessary)

[Empty box for clarification of response]

**Signature and Submission**

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

**Terms of Submission.** In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.\*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box  and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

Geomagic, Inc.

Name of Signer

Steven L. Carnevale

Signature

Title

Chief Financial Officer

Number of continuation pages attached:

0

Date

9/29/08

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 number.

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Frederick  
First Name: Scott  
Middle Name: [ ]  
Street Address 1: 8000 Towers Crescent Drive  
Street Address 2: Suite 1050  
City: Vienna  
State/Province/Country: VA  
ZIP/Postal Code: 22182  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

Last Name: Fuss  
First Name: Peter  
Middle Name: S.  
Street Address 1: c/o Geomagic, Inc., 3200 East Hwy 54  
Street Address 2: Cape Fear Building, Suite 300  
City: Research Triangle Park  
State/Province/Country: NC  
ZIP/Postal Code: 27709  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

Last Name: Frantz  
First Name: Stuart  
Middle Name: M.  
Street Address 1: c/o Franklin Street Partners  
Street Address 2: 1450 Raleigh Road  
City: Chapel Hill  
State/Province/Country: NC  
ZIP/Postal Code: 27517  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

Last Name: Carnevale  
First Name: Steven  
Middle Name: L.  
Street Address 1: 3200 East Hwy 54  
Street Address 2: Cape Fear Building, Suite 300  
City: Research Triangle Park  
State/Province/Country: NC  
ZIP/Postal Code: 27709  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Hofknecht      First Name: Cathy      Middle Name:   
 Street Address 1: 3200 East Hwy 54      Street Address 2: Cape Fear Building,, Suite 300  
 City: Research Triangle Park      State/Province/Country: NC      ZIP/Postal Code: 27709  
 Relationship(s):  Executive Officer     Director     Promoter  
 Clarification of Response (if Necessary):

Last Name: Johnson      First Name: James      Middle Name:   
 Street Address 1: 3200 East Hwy 54      Street Address 2: Cape Fear Building, Suite 300  
 City: Research Triangle Park      State/Province/Country: NC      ZIP/Postal Code: 27709  
 Relationship(s):  Executive Officer     Director     Promoter  
 Clarification of Response (if Necessary):

Last Name: Scott      First Name: Peter      Middle Name:   
 Street Address 1: 3200 East Hwy 54      Street Address 2: Cape Fear Building, Suite 300  
 City: Research Triangle Park      State/Province/Country: NC      ZIP/Postal Code: 27709  
 Relationship(s):  Executive Officer     Director     Promoter  
 Clarification of Response (if Necessary):

Last Name:      First Name:      Middle Name:   
 Street Address 1:      Street Address 2:   
 City:      State/Province/Country:      ZIP/Postal Code:   
 Relationship(s):     Executive Officer     Director     Promoter  
 Clarification of Response (if Necessary):

(Copy and use additional copies of this page as necessary.)

END