

FORM D

Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

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

1358483

OMB APPROVAL

OMB Number: 3235-0076

Expires: October 31, 2008

Estimated average burden hours per response: 4.00

Item 1. Issuer's Identity

Name of Issuer

Waterfront Media Inc.

Jurisdiction of Incorporation/Organization

Delaware

Year of Incorporation/Organization (Select one)

- Over Five Years Ago, Within Last Five Years, Yet to Be Formed

Previous Name(s) None

Agora Media Inc.

Entity Type (Select one)

- Corporation, Limited Partnership, Limited Liability Company, General Partnership, Business Trust, Other (Specify)

(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

45 Main Street

City

Brooklyn

State/Province/Country

NY

Street Address 2

ZIP/Postal Code

11201

Phone No.

718 249 2820

Item 3. Related Persons

Last Name

Wolin

First Name

Benjamin

Middle Name

Street Address 1

45 Main Street

City

Brooklyn

State/Province/Country

NY

Street Address 2

ZIP/Postal Code

11201

Relationship(s): Executive Officer, Director, Promoter

Clarification of Response (if Necessary)

(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

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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: October 15, 2008 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)

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 \$ 0.00

Item 12. Sales Compensation

Recipient (Associated) Broker or Dealer Recipient CRD Number (Associated) Broker or Dealer CRD Number

None No CRD Number No CRD Number

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code

States of Solicitation 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

(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 \$ 19,999,998.29 OR Indefinite
(b) Total Amount Sold \$ 19,999,998.29
(c) Total Remaining to be Sold (Subtract (a) from (b)) \$ 0.00 OR Indefinite

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: 7

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 \$ 0.00 Estimate

Finders' Fees \$ 0.00 Estimate

Clarification of Response (if Necessary)

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.

\$ 19,999,998.29

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)

Waterfront Media Inc.

Name of Signer

Benjamin Wolin

Signature

[Handwritten signature]

Title

Chief Executive Officer

Number of continuation pages attached:

4

Date

October 31, 2008

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: Keriakos, First Name: Michael, Middle Name: []
Street Address 1: 45 Main Street, Street Address 2: []
City: Brooklyn, State/Province/Country: NY, ZIP/Postal Code: 11201
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary): []

Last Name: Shapiro, First Name: Alan, Middle Name: []
Street Address 1: 45 Main Street, Street Address 2: []
City: Brooklyn, State/Province/Country: NY, ZIP/Postal Code: 11201
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary): []

Last Name: Wolf, First Name: Scott, Middle Name: []
Street Address 1: 45 Main Street, Street Address 2: []
City: Brooklyn, State/Province/Country: NY, ZIP/Postal Code: 11201
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary): []

Last Name: Jackson, First Name: Greg, Middle Name: []
Street Address 1: 45 Main Street, Street Address 2: []
City: Brooklyn, State/Province/Country: NY, ZIP/Postal Code: 11201
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary): []

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Cooper, First Name: Brian, Middle Name: []
Street Address 1: 45 Main Street, Street Address 2: []
City: Brooklyn, State/Province/Country: NY, ZIP/Postal Code: 11201
Relationship(s): Executive Officer, Director, Promoter
Clarification of Response (if Necessary): []

Last Name: Perlman, First Name: David, Middle Name: []
Street Address 1: 45 Main Street, Street Address 2: []
City: Brooklyn, State/Province/Country: NY, ZIP/Postal Code: 11201
Relationship(s): Executive Officer, Director, Promoter
Clarification of Response (if Necessary): []

Last Name: Nylan, First Name: Robert, Middle Name: []
Street Address 1: 339 Norton Hill Road, Street Address 2: []
City: Ashfield, State/Province/Country: MA, ZIP/Postal Code: 01330
Relationship(s): Executive Officer, Director, Promoter
Clarification of Response (if Necessary): []

Last Name: McCormick, First Name: Douglas, Middle Name: []
Street Address 1: c/o iVillage, Street Address 2: 500 Seventh Avenue, Suite 1400
City: New York, State/Province/Country: NY, ZIP/Postal Code: 10018
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	First Name	Middle Name
Peabody	William	Bo S.
Street Address 1	Street Address 2	
214 Hopper Road		
City	State/Province/Country	ZIP/Postal Code
Williamstown	MA	02167
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Kairouz	Habib	
Street Address 1	Street Address 2	
C/O Rho Management Trust, c/o Rho Capital Partners, Inc.	152 West 57th Street, 23rd Floor	
City	State/Province/Country	ZIP/Postal Code
New York	NY	10019
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Collins	D.	Jarrett
Street Address 1	Street Address 2	
c/o Neo Carta Ventures, L.P.	45 Fairfield Street, 4th Floor	
City	State/Province/Country	ZIP/Postal Code
Boston	MA	02116
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Weinbar	Sharon	
Street Address 1	Street Address 2	
c/o Scale Venture Management II, LLC	950 Tower Lane, Suite 700	
City	State/Province/Country	ZIP/Postal Code
Foster City	CA	94404
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> 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: Case
First Name: Stephen
Middle Name:
Street Address 1: c/o WF Holding Company LLC
Street Address 2: 1717 Rhode Island Avenue, N.W.
City: Washington
State/Province/Country: DC
ZIP/Postal Code: 20036
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary):

Last Name: Martin
First Name: Majorie
Middle Name:
Street Address 1: 45 Main Street
Street Address 2:
City: Brooklyn
State/Province/Country: NY
ZIP/Postal Code: 11201
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):

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):

END