

1109451

Form D

SEC 1972  
(6/99)

Potential persons who are to 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.

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

U.S. Mail Processing  
Section

OCT 28 2008

Washington, DC

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

OMB APPROVAL	111
OMB Number: 3235-0076	
Expires: October 31, 2008	
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08063627

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):  
Common Stock

Filing Under (Check box(es) that apply): [ ] Rule 504 [ ] Rule 505 [x] Rule 506 [ ] Section 4(6) [ ] ULOE  
Type of Filing: [x] New Filing [ ] Amendment

PROCESSED

A. BASIC IDENTIFICATION DATA

NOV 04 2008

1. Enter the information requested about the issuer

THOMSON REUTERS

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

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
51 Water Street, Watertown, MA 02472 617-923-0389

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
(if different from Executive Offices) SAME AS ABOVE

Brief Description of Business  
The issuer is a provider of Capital Project Intelligence.

Type of Business Organization

[x] corporation [ ] limited partnership, already formed [ ] other (please specify):  
[ ] business trust [ ] limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: [06] [99] [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]

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**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 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 in the notice constitutes a part of this notice and must be completed.

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**A. BASIC IDENTIFICATION DATA**

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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.

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

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Full Name (Last name first, if individual)  
Bernier, Kevin

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Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o MOCA Systems, Inc., 51 Water Street, Watertown, MA 02472

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

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Full Name (Last name first, if individual)  
Brown, Beverly Bruce

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Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o MOCA Systems, Inc., 51 Water Street, Watertown, MA 02472

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

Full Name (Last name first, if individual)  
Strauss, John

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o MOCA Systems, Inc., 51 Water Street, Watertown, MA 02472

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

Full Name (Last name first, if individual)  
Walter Winshall.

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o MOCA Systems, Inc., 51 Water Street, Watertown, MA 02472

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

Full Name (Last name first, if individual)  
Belanger, James H.

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o MOCA Systems, Inc., 51 Water Street, Watertown, MA 02472

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

Full Name (Last name first, if individual)  
Gund, Gordon Zachary

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o MOCA Systems, Inc., 51 Water Street, Watertown, MA 02472

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

Full Name (Last name first, if individual)  
Gund, Grant A.

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o MOCA Systems, Inc., 51 Water Street, Watertown, MA 02472

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

Full Name (Last name first, if individual)  
Levovitz, Abraham

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o MOCA Systems, Inc., 51 Water Street, Watertown, MA 02472

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

Full Name (Last name first, if individual)  
Miller, Charles Q.

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o MOCA Systems, Inc., 51 Water Street, Watertown, MA 02472

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

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Full Name (Last name first, if individual)

Murray, John

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

c/o MOCA Systems, Inc., 51 Water Street, Watertown, MA 02472

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

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Full Name (Last name first, if individual)

Rabinovici, Sheldon

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

c/o MOCA Systems, Inc., 51 Water Street, Watertown, MA 02472

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

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Full Name (Last name first, if individual)

Slaughter, E. Sarah

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

c/o MOCA Systems, Inc., 51 Water Street, Watertown, MA 02472

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

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Full Name (Last name first, if individual)

Collaborative Seed and Growth Partners, LLC

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

c/o MOCA Systems, Inc., 51 Water Street, Watertown, MA 02472

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**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 .....		
[ X ] Common [ ] Preferred	\$ 1,999,999	\$1,500,537
Convertible Securities (including warrants) .....	\$ 0	\$ 0
Partnership Interests .....	\$0	\$0
Other (Specify) .....	\$0	\$0
Total .....	\$1,999,999	\$ 1,500,537

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 of Investors	Aggr. \$ Amt of Purchases
Accredited Investors .....	11	\$1,500,537
Non-accredited Investors .....	0	0
Total (for filings under Rule 504 only) .....	N/A	N/A

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter information requested for all securities sold by the issuer, to date, in offerings of the types indicated, 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 Amt. Sold
Rule 505 .....	N/A	\$ N/A
Regulation A .....	N/A	\$ N/A
Rule 504 .....	N/A	\$ N/A
Total .....	N/A	\$ N/A

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"/>	\$ 25,000
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Engineering Fees .....	<input type="checkbox"/>	_____
Sales Commissions (cash component only).....	<input type="checkbox"/>	\$ _____
Other Expenses (identify): Blue sky fees	<input checked="" type="checkbox"/>	\$ 1,250
Total .....	<input type="checkbox"/>	\$ 26,250

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." .....

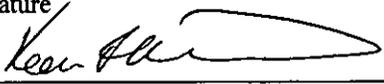
_____
_____
\$ 1,973,749

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 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"/> \$	<input type="checkbox"/> \$1,035,749
Working capital .....	<input type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$ 938,004
Other (specify): _____	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Column Totals .....	<input type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$
Total Payments Listed (column totals added) .....	<u>\$ 1,973,753</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) MOCA Systems, Inc.	Signature 	Date 10-10-08
Name of Signer (Print or Type) Kevin Bernier	Title of Signer (Print or Type) President	

**ATTENTION**

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

**APPENDIX  
(Ambient Devices, Inc. Form D)**

1 State	2 Intend 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)  Common Stock	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		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	\$3,829	1	\$3,829	1			X
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL		X	\$28,639	1	\$28,639	0			X
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA		X	\$1,411,585	6	\$1,411,585	0			X
MI									
MN									
MS									
MO									
MT									
NE									
NV									
NH		X	\$16,179	1	\$16,179	0			X
NJ									
NM									
NY		X	\$40,304	1	\$40,304	0			X
NC									
ND									
OH									
OK									
OR									
PA									

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	Common Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

*END*