

**FORM D**  
**Notice of Exempt**  
**Offering of Securities**

U.S. Securities and Exchange Commission  
 Washington, DC 20549

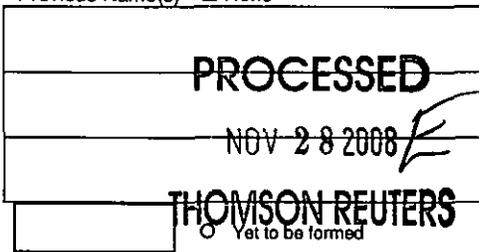
(See Instructions beginning on page 5)

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OMB APPROVAL  
 OMB Number: 3235-0076  
 Expires: November 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 <b>Invidi Technologies Corporation</b>	Previous Name(s) <input type="checkbox"/> None	Entity Type (Select one) <input checked="" type="radio"/> Corporation <input type="radio"/> Limited Partnership <input type="radio"/> Limited Liability Company <input type="radio"/> General Partnership <input type="radio"/> Business Trust <input type="radio"/> Other (Specify)
Jurisdiction of Incorporation/Organization <b>Delaware</b>		
Years of Incorporation/Organization (Select one) <input checked="" type="radio"/> Over Five Years Ago <input type="radio"/> Within Last Five Years (specify year)		

**Item 2. Principal Place of Business and Contact Information**

Street Address 1 <b>750 College Road East, Suite 175</b>		Street Address 2	
City <b>Princeton</b>	State/Province/Country <b>New Jersey</b>	ZIP/Postal Code <b>08540-6617</b>	Phone No. <b>609-759-3590</b>

**Item 3. Related Persons**

Last Name <b>Downey</b>	First Name <b>David</b>	Middle Name <b>M.</b>
Street Address 1 <b>c/o Invidi Technologies Corporation</b>		Street Address 2 <b>750 College Road East, Suite 175</b>
City <b>Princeton</b>	State/Province/Country <b>New Jersey</b>	ZIP/Postal Code <b>08540-6617</b>



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)**

<input type="radio"/> <b>Agriculture</b> <input type="radio"/> <b>Banking and Financial Services</b> <input type="radio"/> Commercial Banking <input type="radio"/> Insurance <input type="radio"/> Investing <input type="radio"/> Investment Banking <input type="radio"/> Pooled Investment Fund If selecting this industry group, also select one fund type below and answer the question below: <input type="radio"/> Hedge Fund <input type="radio"/> Private Equity Fund <input type="radio"/> Venture Capital Fund <input type="radio"/> Other Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? <input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Other Banking & Financial Services	<input type="radio"/> <b>Business Services Energy</b> <input type="radio"/> Electric Utilities <input type="radio"/> Energy Conservation <input type="radio"/> Coal Mining <input type="radio"/> Environmental Service <input type="radio"/> Oil & Gas <input type="radio"/> Other Energy <input type="radio"/> <b>Health Care</b> <input type="radio"/> Biotechnology <input type="radio"/> Health Insurance <input type="radio"/> Hospitals & Physicians <input type="radio"/> Pharmaceuticals <input type="radio"/> Other Health Care <input type="radio"/> <b>Manufacturing Real Estate</b> <input type="radio"/> Commercial <input type="radio"/> Construction <input type="radio"/> REITS & Finance	<input type="radio"/> Residential <input type="radio"/> Other Real Estate <input type="radio"/> <b>Retailing</b> <input type="radio"/> <b>Restaurants Technology</b> <input type="radio"/> Computers <input type="radio"/> Telecommunications <input checked="" type="radio"/> Other Technology <input type="radio"/> <b>Travel</b> <input type="radio"/> Airlines & Airports <input type="radio"/> Lodging & Conventions <input type="radio"/> Tourism & Travel Services <input type="radio"/> Other Travel <input type="radio"/> 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)**

- |  |  |   |
|--|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Investment Company Act Section 3(c) | <input type="checkbox"/> Section 3(c)(9)  |
| <input type="checkbox"/> Rule 504(b)(1)(i)                       | <input type="checkbox"/> Section 3(c)(1)                     | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(ii)                      | <input type="checkbox"/> Section 3(c)(2)                     | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 504(b)(1)(iii)                     | <input type="checkbox"/> Section 3(c)(3)                     | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 505                                | <input type="checkbox"/> Section 3(c)(4)                     | <input type="checkbox"/> Section 3(c)(13) |
| <input checked="" type="checkbox"/> Rule 506                     | <input type="checkbox"/> Section 3(c)(5)                     | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Securities Act Section 4(6)             | <input type="checkbox"/> Section 3(c)(6)                     |   |
|  | <input type="checkbox"/> Section 3(c)(7)                     |   |

**Item 7. Type of Filing**

- New Notice      OR       Amendment

Date of First Sale in this Offering:       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)**

- |  |   |
|--|---|
| <input type="checkbox"/> Equity  | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt  | <input type="checkbox"/> Tenant-in-Common Securities      |
| <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security                       | <input type="checkbox"/> Mineral Property Securities      |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or other Right to Acquire Security | <input type="checkbox"/> 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)

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ No minimum

Item 12. Sales Compensation

Recipient, Recipient CRD Number, (Associated) Broker or Dealer, Street Address 1, Street Address 2, City, State/Province/Country, ZIP/Postal Code, States of Solicitation

(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, (b) Total Amount Sold, (c) Total Remaining to be Sold

Clarification of Response (if Necessary)

Offering was for warrants to purchase approximately 1.2 million shares of the company's Series D Preferred Stock, subject to adjustment, for \$2.00 per share, and approximately 1.7 million shares of the company's Series E Preferred Stock, subject to adjustment, for \$0.01 per share.

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:

0

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: \$ 0.00, Finders' Fees: \$ 0.00

Clarification of Response (if Necessary)

[Empty box for clarification]

**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.

\$

Estimate

Clarification of Response (if Necessary)

**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):

Name of Signer

Signature  


Title

Number of continuation pages attached:

Date

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.

Last Name	First Name	Middle Name
Anderson	Bruce	J.

Street Address 1	Street Address 2	
c/o Invidi Technologies Corporation	750 College Road East, Suite 175	
City	State/Province/Country	ZIP/Postal Code
Princeton	New Jersey	08540-6617

Relationship(s):  Executive Officer  Director  Promoter

Clarification of Response (if necessary)

Last Name	First Name	Middle Name
O'Toole	Christopher	

Street Address 1	Street Address 2	
c/o Invidi Technologies Corporation	750 College Road East, Suite 175	
City	State/Province/Country	ZIP/Postal Code
Princeton	New Jersey	08540-6617

Relationship(s):  Executive Officer  Director  Promoter

Clarification of Response (if necessary)

Last Name	First Name	Middle Name
Kubin	Michael	

Street Address 1	Street Address 2	
c/o Invidi Technologies Corporation	750 College Road East, Suite 175	
City	State/Province/Country	ZIP/Postal Code
Princeton	New Jersey	08540-6617

Relationship(s):  Executive Officer  Director  Promoter

Clarification of Response (if necessary)

Last Name	First Name	Middle Name
DeSorrento	James	

Street Address 1	Street Address 2	
c/o Arizado Capital, LLC	8701 East Happy Valley Road, Lot #4	
City	State/Province/Country	ZIP/Postal Code
Scottsdale	Arizona	85255

Relationship(s):  Executive Officer  Director  Promoter

Clarification of Response (if necessary)

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

Last Name	First Name	Middle Name
Pepper	Doug	

Street Address 1	Street Address 2	
c/o InterWest Partners VIII, L.P.	2710 Sand Hill Road, 2 <sup>nd</sup> Floor	
City	State/Province/Country	ZIP/Postal Code
Menlo Park	California	94025

Relationship(s):  Executive Officer  Director  Promoter

Clarification of Response (if necessary)

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Last Name	First Name	Middle Name
Calhoun	Hal	

Street Address 1	Street Address 2	
c/o Menlo Ventures IX, L.P.	300 Sand Hill Road, Bldg. 4, Suite 100	
City	State/Province/Country	ZIP/Postal Code
Menlo Park	California	94025

Relationship(s):  Executive Officer  Director  Promoter

Clarification of Response (if necessary)

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Last Name	First Name	Middle Name
Kingsley	Bill	

Street Address 1	Street Address 2	
c/o EnerTech Capital Partners II L.P.	435 Devon Park Dr., 700 Building	
City	State/Province/Country	ZIP/Postal Code
Wayne	Pennsylvania	19087

Relationship(s):  Executive Officer  Director  Promoter

Clarification of Response (if necessary)

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Last Name	First Name	Middle Name
Gottleib	Irwin	

Street Address 1	Street Address 2	
c/o Group M	498 Seventh Avenue	
City	State/Province/Country	ZIP/Postal Code
New York	New York	10018

Relationship(s):  Executive Officer  Director  Promoter

Clarification of Response (if necessary)

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

END