

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.

1165759

OMB APPROVAL

OMB Number: 3235-0076

Expires: November 30, 2008

Estimated average burden hours per response: 4.00

Item 1. Issuer's Identity

Name of Issuer
MS Networks, Inc.

Jurisdiction of Incorporation/Organization
Delaware

Year of Incorporation/Organization (Select one)

Over Five Years Ago Within Last Five Years (specify year) Yet to Be Formed

Previous Name(s) None
PROCESSED
DEC 24 2008

Entity Type (Select one)

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

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: 245 West 17th Street, City: New York, State/Province/Country: New York, ZIP/Postal Code: 10011, Street Address 2: 9th Floor, Phone No.: 646-230-5000

Item 3. Related Persons

Last Name: Kim, First Name: Phillip, Middle Name: Y., Street Address 1: 245 West 17th Street, City: New York, State/Province/Country: New York, ZIP/Postal Code: 10011, Street Address 2: 9th Floor

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



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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"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Rule 504(b)(1)(i) | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(ii) | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 504(b)(1)(iii) | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 505 | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) |
| <input checked="" type="checkbox"/> Rule 506 | <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Securities Act Section 4(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 checked="" 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 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)

M5 Networks, Inc.

Name of Signer

Gary Deutsch

Signature

[Handwritten signature]

Title

CFO

Number of continuation pages attached:

2

Date

December 8, 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: Hoffman, First Name: Daniel, Middle Name: []
Street Address 1: 245 West 17th Street, Street Address 2: 9th Floor
City: New York, State/Province/Country: New York, ZIP/Postal Code: 10110
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary): []

Last Name: Anderson, First Name: Scott, Middle Name: []
Street Address 1: 245 West 17th Street, Street Address 2: 9th Floor
City: New York, State/Province/Country: New York, ZIP/Postal Code: 10110
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary): []

Last Name: Erde, First Name: Michael, Middle Name: []
Street Address 1: 245 West 17th Street, Street Address 2: 9th Floor
City: New York, State/Province/Country: New York, ZIP/Postal Code: 10110
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary): []

Last Name: Deutsch, First Name: Gary, Middle Name: []
Street Address 1: 245 West 17th Street, Street Address 2: 9th Floor
City: New York, State/Province/Country: New York, ZIP/Postal Code: 10110
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: Allegra First Name: Joseph Middle Name: []

Street Address 1: c/o Edison Venture Fund VI LP, 1009 Lenox Drive Street Address 2: #4

City: Lawrenceville State/Province/Country: New Jersey ZIP/Postal Code: 08648

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary): []

Last Name: Targoff First Name: Michael Middle Name: []

Street Address 1: 211 East 61st Street Street Address 2: []

City: New York State/Province/Country: New York ZIP/Postal Code: 10021

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary): []

Last Name: Wagner First Name: William Middle Name: R.

Street Address 1: 5461 Windtree Drive Street Address 2: []

City: Doylestown State/Province/Country: Pennsylvania ZIP/Postal Code: 18901

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary): []

Last Name: Perone First Name: Kathy Middle Name: []

Street Address 1: c/o XLNT Technologies, Inc. 13054 Sandwedge Ct. Street Address 2: []

City: Jacksonville State/Province/Country: FL ZIP/Postal Code: 32224

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary): []

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

END