

FORM D

Notice of Exempt Offering of Securities



Securities and Exchange Commission

Washington, DC 20549

Instructions beginning on page 5)

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

OMB APPROVAL

OMB Number: 3235-0076

Expires: November 30, 2008

Estimated average burden hours per response: 4.00

0001337233

Item 1. Issuer's Identity

Name of Issuer

Spectra Analysis, Inc.

Jurisdiction of Incorporation/Organization

Delaware

Year of Incorporation/Organization

(Select one)

Over Five Years Ago

Within Last Five Years (specify year)

2004

Yet to Be Formed

Previous Name(s)

None

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

257 Simarano Drive

City

Marlborough

State/Province/Country

MA

Street Address 2

ZIP/Postal Code

01752

Phone No.

508-281-6232

B

PROCESSED

DEC 09 2008

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Item 3. Related Persons

Last Name

Giansanti, Jr.

First Name

George

Middle Name

J.

Street Address 1

c/o Spectra Analysis, Inc.

Street Address 2

257 Simarano Drive

City

Marlborough

State/Province/Country

MA

ZIP/Postal Code

01752

SEC

Mail Processing Section

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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 (Commercial Banking, Insurance, Investing, Investment Banking, Pooled Investment Fund)

If selecting this industry group, also select one fund type below and answer the question below:

- Hedge Fund, Private Equity Fund, Venture Capital Fund, Other Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No

Other Banking & Financial Services

- Business Services, Energy (Electric Utilities, Energy Conservation, Coal Mining, Environmental Services, Oil & Gas, Other Energy)

- Health Care (Biotechnology, Health Insurance, Hospitals & Physicians, Pharmaceuticals, Other Health Care)

- Manufacturing, Real Estate (Commercial)

- Construction, REITS & Finance, Residential, Other Real Estate

- Retailing, Restaurants

- Technology (Computers, Telecommunications, Other Technology)

- Travel (Airlines & Airports, Lodging & Conventions, Tourism & Travel Services, Other 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)

- | | | |
|--|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | 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 checked="" type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input checked="" type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input 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 \$ N/A

Item 12. Sales Compensation

Recipient: None
 Recipient CRD Number: [] No CRD Number
 (Associated) Broker or Dealer: [] None
 (Associated) Broker or Dealer 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 \$ 2,260,734.57 OR [] Indefinite
 (b) Total Amount Sold \$ 2,260,734.57
 (c) Total Remaining to be Sold \$ 0 OR [] Indefinite
 Clarification of Response (if Necessary): []

SEC Mail Processing Section
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Washington, DC 103

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: 2
 Enter the total number of investors who already have invested in the offering: 10

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 [] Estimate
 Finders' Fees \$ 0 [] 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.

\$

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.

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Carson
 First Name: William
 Middle Name: W.
 Street Address 1: c/o Spectra Analysis, Inc.
 Street Address 2: 257 Simarano Drive
 City: Marlborough
 State/Province/Country: MA
 ZIP/Postal Code: 01752
 Relationship(s): Executive Officer Director Promoter
 Clarification of Response (if Necessary):

Last Name: Dougherty
 First Name: Kevin
 Middle Name: J.
 Street Address 1: c/o The Venture Capital Fund of New England IV, LP
 Street Address 2: 30 Washington Street
 City: Wellesley Hills
 State/Province/Country: MA
 ZIP/Postal Code: 02481
 Relationship(s): Executive Officer Director Promoter
 Clarification of Response (if Necessary):

SEC
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 Section
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 Washington, DC
 103

Last Name: Ferrantino
 First Name: Michael
 Middle Name: J.
 Street Address 1: c/o Spectra Analysis, Inc.
 Street Address 2: 257 Simarano Drive
 City: Marlborough
 State/Province/Country: MA
 ZIP/Postal Code: 01752
 Relationship(s): Executive Officer Director Promoter
 Clarification of Response (if Necessary):

Last Name: Hannah
 First Name: Drew
 Middle Name:
 Street Address 1: c/o Spectra Analysis, Inc.
 Street Address 2: 257 Simarano Drive
 City: Marlborough
 State/Province/Country: MA
 ZIP/Postal Code: 01752
 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: Routhier, First Name: Dina, Middle Name: []
Street Address 1: c/o Massachusetts Technology Development Corp., Street Address 2: 40 Broad Street, Suite 230
City: Boston, State/Province/Country: MA, ZIP/Postal Code: 02109
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary): []

Last Name: Hancock, First Name: Thomas, Middle Name: []
Street Address 1: c/o Nexus Medical Partners II, L.P., Street Address 2: 400 Crown Colony Drive, Suite 104
City: Quincy, State/Province/Country: MA, ZIP/Postal Code: 02169
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): []

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



Reservoir Place
1601 Trapelo Road, Suite 205
Waltham, MA 02451

mbbp.com

t - 781-622-5930
f - 781-622-5933
dmandilas@mbbp.com

November 25, 2008

VIA CERTIFIED MAIL/RETURN
RECEIPT REQUESTED

U.S. SECURITIES AND EXCHANGE COMMISSION
Office of Small Business Policy
100 F Street, N.E.
Washington, D.C. 20549

Re: Exemption Notice Filing of **Spectra Analysis, Inc.** (the "Issuer") Pursuant to
Regulation D Under the Securities Act of 1933
Merger Consideration

Ladies and Gentlemen:

Enclosed, in connection with the Issuer's notice filing pursuant to the requirements of Rule 506 of Regulation D, are two copies of Form D, including one manually signed, executed by a person duly authorized by the Issuer.

Please stamp the enclosed copy of this letter "RECEIVED," indicate the date of receipt and return same to us in the enclosed self-addressed, stamped envelope.

If you have any questions, please contact me at (781) 622-5930 or email at dmandilas@mbbp.com. Thank you for your assistance with this matter.

Regards,

A handwritten signature in black ink, appearing to read "Dem Mandilas".

Demetrios Mandilas
Corporate Paralegal

Enclosures

cc: Joseph R. Martinez

END