

JAN 05 2009

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# FORM D

Notice of Exempt  
Offering of Securities

## U.S. Securities and Exchange Commission

Washington, DC 20549

**OMB APPROVAL**  
OMB Number: 3235-0076  
Expires: December 31, 2008  
Estimated average burden  
hours per response: 4.00

(See instructions beginning on page 5)

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

### Item 1. Issuer's Identity

|  |  |  |
|--|--|--|
| Name of Issuer<br><input type="text" value="Roundbox, Inc."/><br>Jurisdiction of Incorporation/Organization<br><input type="text" value="DE"/><br>Year of Incorporation/Organization<br>(Select one)<br><input checked="" type="checkbox"/> Over Five Years Ago <input type="checkbox"/> Within Last Five Years<br>(specify year) <input type="text" value=""/><br><input type="checkbox"/> Yet to Be Formed | Previous Name(s) <input type="checkbox"/> None<br><input type="text"/><br><input type="text"/><br><input type="text"/> | Entity Type (Select one)<br><input checked="" type="checkbox"/> Corporation<br><input type="checkbox"/> Limited Partnership<br><input type="checkbox"/> Limited Liability Company<br><input type="checkbox"/> General Partnership<br><input type="checkbox"/> Business Trust<br><input type="checkbox"/> Other (Specify)<br><input type="text"/> |
|--|--|--|

(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<br><input type="text" value="c/o Roundbox, Inc."/><br>City<br><input type="text" value="Florham Park"/><br>State/Province/Country<br><input type="text" value="NJ"/> | Street Address 2<br><input type="text" value="25 Hanover Road, Building A, Suite 101"/><br>ZIP/Postal Code<br><input type="text" value="07932"/> | Phone No.<br><input type="text" value="(973) 966-0037"/> |
|---|--|--|

**PROCESSED**

JAN 13 2009

**THOMSON REUTERS**

### Item 3. Related Persons

|  |   |  |
|--|---|--|
| Last Name<br><input type="text" value="Specht, Jr."/>  | First Name<br><input type="text" value="Dennis"/>   | Middle Name<br><input type="text" value="W."/>   |
| Street Address 1<br><input type="text" value="25 Hanover Road"/><br>City<br><input type="text" value="Florham Park"/><br>State/Province/Country<br><input type="text" value="NJ"/> | Street Address 2<br><input type="text" value="Building A, Suite 101"/><br>ZIP/Postal Code<br><input type="text" value="07932"/> | <br><b>09000333</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="checkbox"/> <b>Agriculture</b><br><input type="checkbox"/> <b>Banking and Financial Services</b><br><input type="checkbox"/> Commercial Banking<br><input type="checkbox"/> Insurance<br><input type="checkbox"/> Investing<br><input type="checkbox"/> Investment Banking<br><input type="checkbox"/> Pooled Investment Fund<br>If selecting this industry group, also select one fund type below and answer the question below:<br><input type="checkbox"/> Hedge Fund<br><input type="checkbox"/> Private Equity Fund<br><input type="checkbox"/> Venture Capital Fund<br><input type="checkbox"/> Other Investment Fund<br>Is the issuer registered as an investment company under the Investment Company Act of 1940? <input type="checkbox"/> Yes <input type="checkbox"/> No<br><input type="checkbox"/> Other Banking & Financial Services | <input type="checkbox"/> <b>Business Services</b><br><input type="checkbox"/> <b>Energy</b><br><input type="checkbox"/> Electric Utilities<br><input type="checkbox"/> Energy Conservation<br><input type="checkbox"/> Coal Mining<br><input type="checkbox"/> Environmental Services<br><input type="checkbox"/> Oil & Gas<br><input type="checkbox"/> Other Energy<br><input type="checkbox"/> <b>Health Care</b><br><input type="checkbox"/> Biotechnology<br><input type="checkbox"/> Health Insurance<br><input type="checkbox"/> Hospitals & Physicians<br><input type="checkbox"/> Pharmaceuticals<br><input type="checkbox"/> Other Health Care<br><input type="checkbox"/> <b>Manufacturing</b><br><input type="checkbox"/> <b>Real Estate</b><br><input type="checkbox"/> Commercial | <input type="checkbox"/> Construction<br><input type="checkbox"/> REITS & Finance<br><input type="checkbox"/> Residential<br><input type="checkbox"/> Other Real Estate<br><input type="checkbox"/> <b>Retailing</b><br><input type="checkbox"/> <b>Restaurants</b><br><input type="checkbox"/> <b>Technology</b><br><input type="checkbox"/> Computers<br><input type="checkbox"/> Telecommunications<br><input checked="" type="checkbox"/> Other Technology<br><input type="checkbox"/> <b>Travel</b><br><input type="checkbox"/> Airlines & Airports<br><input type="checkbox"/> Lodging & Conventions<br><input type="checkbox"/> Tourism & Travel Services<br><input type="checkbox"/> Other Travel<br><input type="checkbox"/> <b>Other</b> |
|---|--|--|

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 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 \$

**Item 12. Sales Compensation**

|   |  |  |  |  |
|---|--|--|--|--|
| Recipient<br><input type="text"/>                           |  | Recipient CRD Number<br><input type="text"/>                     |  | <input type="checkbox"/> No CRD Number |
| (Associated) Broker or Dealer <input type="checkbox"/> None |  | (Associated) Broker or Dealer CRD Number<br><input type="text"/> |  | <input type="checkbox"/> No CRD Number |
| Street Address 1<br><input type="text"/>                    |  | Street Address 2<br><input type="text"/>                         |  |  |
| City<br><input type="text"/>                                | State/Province/Country<br><input type="text"/> | ZIP/Postal Code<br><input type="text"/>                          |  |  |

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                                 | \$ | <input type="text" value="80,000"/> | <b>OR</b> | <input type="checkbox"/> Indefinite |
| (b) Total Amount Sold                                     | \$ | <input type="text" value="80,000"/> |           |                                     |
| (c) Total Remaining to be Sold<br>(Subtract (a) from (b)) | \$ | <input type="text" value="0.00"/>   | <b>OR</b> | <input type="checkbox"/> 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:

**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 \$ | <input type="text" value="0.00"/> | <input type="checkbox"/> Estimate |
| Finders' Fees \$     | <input type="text" value="0.00"/> | <input type="checkbox"/> 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.

\$ 0.00

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)

Roundbox, Inc.

Name of Signer

Dennis W. Specht, Jr.

Signature

[Handwritten signature]

Title

President and Chief Executive Officer

Number of continuation pages attached:

1

Date

12-23-06

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                                | First Name   | Middle Name     |
| Nelson                                   | James  | A.              |
| Street Address 1                         | Street Address 2   |                 |
| c/o Roundbox, Inc.                       | 25 Hanover Road, Building A, Suite 101   |                 |
| City                                     | State/Province/Country   | ZIP/Postal Code |
| Florham Park                             | NJ   | 07932           |
| Relationship(s):                         | <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Director |                 |
| Clarification of Response (if Necessary) |  |                 |

|  |   |                 |
|--|---|-----------------|
| Last Name                                | First Name  | Middle Name     |
| Wheeler                                  | Thomas  | E.              |
| Street Address 1                         | Street Address 2  |                 |
| c/o Core Capital Partners                | 1401 I Street NW, Suite 1000  |                 |
| City                                     | State/Province/Country  | ZIP/Postal Code |
| Washington                               | DC  | 20005           |
| Relationship(s):                         | <input type="checkbox"/> Executive Officer <input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Director |                 |
| Clarification of Response (if Necessary) |   |                 |

|  |   |                 |
|--|---|-----------------|
| Last Name                                | First Name  | Middle Name     |
| McGinn                                   | Richard   |                 |
| Street Address 1                         | Street Address 2  |                 |
| c/o RRE Ventures                         | 126 E. 56 <sup>th</sup> Street  |                 |
| City                                     | State/Province/Country  | ZIP/Postal Code |
| New York                                 | NY  | 10022           |
| Relationship(s):                         | <input type="checkbox"/> Executive Officer <input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Director |                 |
| Clarification of Response (if Necessary) |   |                 |

|  |   |                 |
|--|---|-----------------|
| Last Name                                | First Name  | Middle Name     |
| Geiman                                   | Robert  |                 |
| Street Address 1                         | Street Address 2  |                 |
| c/o Polaris Venture Partners             | 1000 Winter Street, Suite 3350  |                 |
| City                                     | State/Province/Country  | ZIP/Postal Code |
| Waltham                                  | MA  | 02451           |
| Relationship(s):                         | <input type="checkbox"/> Executive Officer <input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Director |                 |
| Clarification of Response (if Necessary) |   |                 |

**END**