

FORM D

SEC Mail Processing Section

JAN 13 2009

Washington, DC 110

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

TEMPORARY

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL OMB Number: 3235-0076 Expires: December 31, 2008 Estimated average burden hours per response 16.00

SEC USE ONLY Prefix Serial DATE RECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Arroweye Solutions, Inc.

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filing: New Filing Amendment



09001524

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

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

Arroweye Solutions, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) 549 West Randolph Street, Suite 200, Chicago, IL 60661

Telephone Number (Including Area Code) (312) 253-9400

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business The customized printing and distribution of greeting cards, gift cards and targeted direct mail.

B

Type of Business Organization

- corporation limited partnership, already formed limited partnership, to be formed

other (limited liability company)

PROCESSED

JAN 21 2009

Actual or Estimated Date of Incorporation or Organization: 03 00 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)

THOMSON REUTERS

DE

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. Information Required: A new filing must contain all information requested. 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.

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 unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

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.

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

Full Name (Last name first, if individual)

Friedman, Doron

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

c/o Arroweye Solutions, Inc., 549 West Randolph Street, Suite 200, Chicago, IL 60661

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

Full Name (Last name first, if individual)

Dahiya, Render

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

c/o Arroweye Solutions, Inc., 549 West Randolph Street, Suite 200, Chicago, IL 60661

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

Full Name (Last name first, if individual)

Christopher, Jay W.

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

c/o Arroweye Solutions, Inc., 549 West Randolph Street, Suite 200, Chicago, IL 60661

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

Full Name (Last name first, if individual)

Mathews, Devin

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

c/o Arroweye Solutions, Inc., 549 West Randolph Street, Suite 200, Chicago, IL 60661

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

Full Name (Last name first, if individual)

Diehl, Jeffrey

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

c/o Arroweye Solutions, Inc., 549 West Randolph Street, Suite 200, Chicago, IL 60661

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

Full Name (Last name first, if individual)

Schlein, Philip

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

c/o Arroweye Solutions, Inc, 549 West Randolph Street, Suite 200, Chicago, IL 60661

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

Full Name (Last name first, if individual)

Ingber, Dov

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

c/o Arroweye Solutions, Inc, 549 West Randolph Street, Suite 200, Chicago, IL 60661

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

Full Name (Last name first, if individual)

Huse, Brian J.

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

c/o Arroweye Solutions, Inc., 549 West Randolph Street, Suite 200, Chicago, IL 60661

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA

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- * 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.

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

Full Name (Last name first, if individual)

Singhvi, Ajay

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

c/o Arroweye Solutions, Inc., 549 West Randolph Street, Suite 200, Chicago, IL 60661

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

Full Name (Last name first, if individual)

States, Doug

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

c/o Arroweye Solutions, Inc., 549 West Randolph Street, Suite 200, Chicago, IL 60661

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

Full Name (Last name first, if individual)

OZF Investments, LLC

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

2711 Centreville Road, Suite 400, Wilmington, DE 19808

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

Full Name (Last name first, if individual)

Adams Street 2006 Direct Fund, L.P.

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

1 North Wacker, Suite 2200, Chicago, IL 60606-2807

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

Full Name (Last name first, if individual)

Adams Street 2007 Direct Fund, L.P.

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

1 North Wacker, Suite 2200, Chicago, IL 60606-2807

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

Full Name (Last name first, if individual)

Baird Value Partners I(B) Limited Partnership

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

227 West Monroe Street, Suite 2200, Chicago, IL 60606

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

Full Name (Last name first, if individual)

Thatcher Limited Partnership

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

1717 N. Naper Blvd., Suite 203, Naperville, IL 60563

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

Full Name (Last name first, if individual)

The Jay W. Christopher 1996 Trust dated October 10, 1996

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

323 Hillcrest Avenue, Hinsdale, IL 60521

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
 Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... **\$NONE**

3. Does the offering permit joint ownership of a single unit?..... Yes No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. **N/A**

Full Name (Last name first, if individual)
William Blair & Company, L.L.C. (CRD# 1252)

Business or Residence Address (Number and Street, City, State, Zip Code)
222 West Adams Street, Chicago IL 60606

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States)..... 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

Full Name (Last name first, if individual)

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

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States)..... 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

Full Name (Last name first, if individual)

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

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States)..... 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

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.....	\$33,500,000	\$27,500,000
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred _____		
Convertible Securities (including warrants) <u>Warrants to purchase Common Stock</u>	<u>\$3,350,000</u>	<u>\$2,750,000</u>
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total.....	<u>\$36,850,000</u>	<u>\$30,250,000</u>

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 Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	35	\$30,250,000
Non-accredited Investors.....	0	\$0
Total (for filings under Rule 504 only).....	_____	_____

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

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

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"/>	<u>\$ 450,000</u>
Accounting Fees.....	<input type="checkbox"/>	_____
Engineering Fees.....	<input type="checkbox"/>	_____
Sales Commissions (specify finders' fees separately).....	<input checked="" type="checkbox"/>	<u>\$ 680,000</u>
Other Expenses (identify) <u>miscellaneous offering expenses</u>	<input checked="" type="checkbox"/>	<u>\$ 100,000</u>
Total.....	<input checked="" type="checkbox"/>	<u>\$1,230,000</u>

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

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

\$35,620,000

adjusted gross proceeds to the issuer.

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"/> _____	<input type="checkbox"/> _____
Purchase of real estate.....	<input type="checkbox"/> _____	<input type="checkbox"/> _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> _____	<input type="checkbox"/> _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> _____	<input type="checkbox"/> _____
Acquisition of other business (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"/> _____	<input type="checkbox"/> _____
Repayment of indebtedness.....	<input type="checkbox"/> _____	<input type="checkbox"/> _____
Working capital.....	<input type="checkbox"/> _____	<input type="checkbox"/> _____
Other (specify): Expand sales and marketing capabilities; hire key employees; strengthen balance sheet; general working capital purposes	<input checked="" type="checkbox"/> <u>\$35,620,000</u>	<input type="checkbox"/> _____
Column Totals.....	<input checked="" type="checkbox"/> <u>\$35,620,000</u>	<input type="checkbox"/> _____
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> <u>\$35,620,000</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) Arroweye Solutions, Inc.	Signature 	Date January 7, 2009
Name of Signer (Print or Type) Doug States	Title of Signer (Print or Type) Chief Financial Officer	

ATTENTION

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

E. STATE SIGNATURE

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Arroweye Solutions, Inc.	Signature <i>[Handwritten Signature]</i>	Date January <u>7</u> , 2009
Name of Signer (Print or Type) Doug States	Title of Signer (Print or Type) Chief Financial Officer	

END