



**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 and/or Managing Partner

Full Name (Last name first, if individual)

**Mears, Robert J., Ph.D.**

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

**c/o MEARS Technologies, Inc., 1100 Winter Street, Suite 4700, Waltham, MA 02451**

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

Full Name (Last name first, if individual)

**Brown, Barry**

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

**c/o MEARS Technologies, Inc., 1100 Winter Street, Suite 4700, Waltham, MA 02451**

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

Full Name (Last name first, if individual)

**Broers, Alec**

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

**c/o MEARS Technologies, Inc., 1100 Winter Street, Suite 4700, Waltham, MA 02451**

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

Full Name (Last name first, if individual)

**Gerber, John D.T.**

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

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Full Name (Last name first, if individual)

**Ingall, Jeremy D.M.**

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

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Full Name (Last name first, if individual)

**Sahyoun, Karim**

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

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Full Name (Last name first, if individual)

**Stahl, Rosalie**

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

**c/o MEARS Technologies, Inc., 1100 Winter Street, Suite 4700, Waltham, MA 02451**

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

Full Name (Last name first, if individual)

**Cloverleaf Holdings Ltd.**

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

**Les Acanthes, 6 avenue de Citronniers, MC 98000, Monaco**

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

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- Each general and managing partner of partnership issuers.

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

Full Name (Last name first, if individual)

**Kelly Grantor Retained Annuity Trust**

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

**c/o Paul J. Kelly, 206 Cliff Road, Wellesley, MA 02481**

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

Full Name (Last name first, if individual)

**Stahl Nanovis, LLC**

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

**630 Park Avenue, New York, NY 10021**

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

Full Name (Last name first, if individual)

**Artradis Testudo Fund**

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

**c/o Artradis Fund Management Ptd Ltd, 2 Battery Road #26-01, Maybank Tower, Singapore 049907, Singapore**

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

Full Name (Last name first, if individual)

**Diggle, Stephen Charles**

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

**c/o Artradis Fund Management Ptd Ltd, 2 Battery Road #26-01, Maybank Tower, Singapore 049907, Singapore**

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

Full Name (Last name first, if individual)

**Magides, Richard Anthony**

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

**c/o Artradis Fund Management Ptd Ltd, 2 Battery Road #26-01, Maybank Tower, Singapore 049907, Singapore**

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

Full Name (Last name first, if individual)

**Levy, Steven**

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

**c/o MEARS Technologies, Inc., 1100 Winter Street, Suite 4700, Waltham, MA 02451**

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

**B. INFORMATION ABOUT OFFERING**

- |  |                                     |   |
|--|-------------------------------------|---|
| <p>1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? .....</p> <p align="center">Answer also in Appendix, Column 2, if filing under ULOE.</p>   | Yes<br><input type="checkbox"/>     | No<br><input checked="" type="checkbox"/> |
| <p>2. What is the minimum investment that will be accepted from any individual? .....</p>  | \$ <u>n/a</u>                       |   |
| <p>3. Does the offering permit joint ownership of a single unit? .....</p>   | <input checked="" type="checkbox"/> | No<br><input type="checkbox"/>            |
| <p>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.</p> |                                     |   |

Full Name (Last name first, if individual)  
None.

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

- |                               |                               |                               |                               |                               |                               |                               |                               |                               |                               |                               |                               |                               |
|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| <input type="checkbox"/> [AL] | <input type="checkbox"/> [AK] | <input type="checkbox"/> [AZ] | <input type="checkbox"/> [AR] | <input type="checkbox"/> [CA] | <input type="checkbox"/> [CO] | <input type="checkbox"/> [CT] | <input type="checkbox"/> [DE] | <input type="checkbox"/> [DC] | <input type="checkbox"/> [FL] | <input type="checkbox"/> [GA] | <input type="checkbox"/> [HI] | <input type="checkbox"/> [ID] |
| <input type="checkbox"/> [IL] | <input type="checkbox"/> [IN] | <input type="checkbox"/> [IA] | <input type="checkbox"/> [KS] | <input type="checkbox"/> [KY] | <input type="checkbox"/> [LA] | <input type="checkbox"/> [ME] | <input type="checkbox"/> [MD] | <input type="checkbox"/> [MA] | <input type="checkbox"/> [MI] | <input type="checkbox"/> [MN] | <input type="checkbox"/> [MS] | <input type="checkbox"/> [MO] |
| <input type="checkbox"/> [MT] | <input type="checkbox"/> [NE] | <input type="checkbox"/> [NV] | <input type="checkbox"/> [NH] | <input type="checkbox"/> [NJ] | <input type="checkbox"/> [NM] | <input type="checkbox"/> [NY] | <input type="checkbox"/> [NC] | <input type="checkbox"/> [ND] | <input type="checkbox"/> [OH] | <input type="checkbox"/> [OK] | <input type="checkbox"/> [OR] | <input type="checkbox"/> [PA] |
| <input type="checkbox"/> [RI] | <input type="checkbox"/> [SC] | <input type="checkbox"/> [SD] | <input type="checkbox"/> [TN] | <input type="checkbox"/> [TX] | <input type="checkbox"/> [UT] | <input type="checkbox"/> [VT] | <input type="checkbox"/> [VA] | <input type="checkbox"/> [WA] | <input type="checkbox"/> [WV] | <input type="checkbox"/> [WI] | <input type="checkbox"/> [WY] | <input type="checkbox"/> [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

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- |                               |                               |                               |                               |                               |                               |                               |                               |                               |                               |                               |                               |                               |
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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

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



**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 "adjusted gross proceeds to the issuer." .....

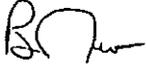
\$ 4,957,491

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 checked="" type="checkbox"/>	\$ <u>4,957,491</u>
Other (specify): _____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals .....	<input checked="" type="checkbox"/>	\$ <u>0</u>	<input checked="" type="checkbox"/>	\$ <u>4,957,491</u>
Total Payments Listed (column totals added) .....			<input checked="" type="checkbox"/>	\$ <u>4,957,491</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) MEARS Technologies, Inc.	Signature 	Date February 3 <sup>rd</sup> , 2009
Name of Signer (Print or Type) Robert J. Mears	Title of Signer (Print or Type) President	

**ATTENTION**

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