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

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

**PROCESSED**  
MAR 2 2009  
THOMSON REUTERS

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

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

Offering of Series C-1b Convertible Participating Preferred Stock

Filing Under (Check box(es) that apply): Rule 504 Rule 505  Rule 506 Section 4(6) ULOE  
Type of Filing:  New Filing Amendment **SEC USE ONLY Processing Section**

**A. BASIC IDENTIFICATION DATA**

FEB 18 2009

1. Enter the information requested about the issuer

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

SilverCarrot, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
132 West 36<sup>th</sup> Street, 9<sup>th</sup> Floor, New York, NY 10018 646-873-4980

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

Brief Description of Business

Internet marketing and lead generation

Type of Business Organization



corporation limited partnership, already formed other (please specify):  
business trust limited partnership, to be formed

Month Year

Actual or Estimated Date of Incorporation or Organization: [0][5] [9][9]  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) [D][E]

**GENERAL INSTRUCTIONS Note:** This is a special Temporary Form D (17 CFR 239.500T) that is available to be filed instead of Form D (17 CFR 239.500) only to issuers that file with the Commission a notice on Temporary Form D (17 CFR 239.500T) or an amendment to such a notice in paper format on or after September 15, 2008 but before March 16, 2009. During that period, an issuer also may file in paper format an initial notice using Form D (17 CFR 239.500) but, if it does, the issuer must file amendments using Form D (17 CFR 239.500) and otherwise comply with all the requirements of § 230.503T.

**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. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

*Where To File:* U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

*Copies Required:* Two (2) copies of this notice must be filed with the SEC, one of which must be manually signed. The copy not manually signed must be photocopy of the manually signed copy or bear typed or printed signatures.

*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*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. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

**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.**

**Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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)

**Young, Dorothy**

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

**132 West 36th Street, 9th Floor, New York, NY 10018**

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

Full Name (Last name first, if individual)

**Katsov Grace, Victoria**

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

**1325 Avenue of the Americas, 27th Floor, New York, NY 10019**

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

Full Name (Last name first, if individual)

**Levy, Jordan**

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

**One HSBC Center, Suite 3850, Buffalo, NY 14203**

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

Full Name (Last name first, if individual)

**Brekka, Richard**

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

**750 Lexington Avenue, New York, New York 10022**

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

Full Name (Last name first, if individual)

**Schechter, Phillip**

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

**2132 West 36th Street, 9th Floor, New York, NY 10018**

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

Full Name (Last name first, if individual)

**Donoghue, Patricia**

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

**132 West 36<sup>th</sup> Street, 9<sup>th</sup> Floor, New York, NY 10018**

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

Full Name (Last name first, if individual)

**Dolphin Communications Fund II, L.P.**

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

**750 Lexington Avenue, New York, New York 10022**

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

Full Name (Last name first, if individual)

**Wall Street Technology Partners L.P.**

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

**1325 Avenue of the Americas, 27th Floor, New York, NY 10019**



**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 .....	\$0	\$0
Equity .....	<u>\$898,848</u>	<u>\$898,848</u>
Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants)* .....	\$0	\$0
Partnership Interests .....	\$0	\$0
Other: .....	\$0	\$0
Total .....	<u>\$898,848</u>	<u>\$898,848</u>

Answer also in Appendix, Column 3, if filing under ULOE.

\*The shares of preferred stock sold in this offering are convertible into common stock.

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 Purchase
Accredited Investors .....	<u>6</u>	<u>\$898,848</u>
Non-accredited Investors .....	<u>0</u>	<u>\$0</u>
Total (for filings under Rule 504 only) .....	<u>0</u>	<u>\$0</u>

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 .....		\$0
Printing and Engraving Costs .....		\$0
Legal Fees.....	<input checked="" type="checkbox"/>	<u>\$45,000*</u>
Accounting Fees .....		\$0
Engineering Fees .....		\$0
Sales Commissions (specify finders' fees separately).....		\$0
Other Expenses.....		\$0
Total .....	<input checked="" type="checkbox"/>	<u>\$45,000</u>

Enter the differences 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."

\$853,848

\*estimated

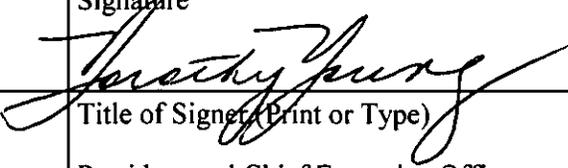
**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

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 - Questions 4.b above.

	Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees .....	\$ 0		\$ 0
Purchase of real estate .....	\$ 0		\$ 0
Purchase, rental or leasing and installation of machinery and equipment .....	\$ 0		\$ 0
Construction or leasing of plant buildings and facilities.....	\$ 0		\$ 0
Acquisition of other businesses (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).....	\$ 0		\$ 0
Repayment of indebtedness .....	\$ 0		\$ 0
Working capital .....	\$ 0	<input checked="" type="checkbox"/>	\$853,848
Other (specify): .....	\$ 0		\$ 0
Column Totals .....	\$ 0	<input checked="" type="checkbox"/>	\$853,848
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$853,848		

**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) SilverCarrot, Inc.	Signature 	Date February 10, 2009
Name of Signer (Print or Type) Dorothy Young	Title of Signer (Print or Type) President and Chief Executive Officer	

**ATTENTION**

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

**END**