

FORM D
 Notice of Exempt
 Offering of Securities

U.S. Securities and Exchange Commission
 Washington, DC 20549

14600 97
OMB APPROVAL
 OMB Number: 3235-0076
 Expires: March 31, 2009
 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: OctoPlus N.V.
 Previous Name(s): None
 OctoPlus International Holding B.V.
 Entity Type (Select one): Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)
 Jurisdiction of Incorporation/Organization: The Netherlands
 Year of Incorporation/Organization (Select one): Over Five Years Ago Within Last Five Years (specify year) Yet to Be Formed

(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: Zernikedreef 12
 Street Address 2:
 City: Leiden
 State/Province/Country: The Netherlands
 ZIP/Postal Code: 2333 CL
 Phone No.: +31 (0)71 524 40 44

Item 3. Related Persons

Last Name: Sturge
 First Name: Simon
 Middle Name:
 Street Address 1: Zernikedreef 12
 Street Address 2:
 City: Leiden
 State/Province/Country: The Netherlands
 ZIP/Postal Code: 2333 CL
 Relationship(s): Executive Officer Director Promoter
 Clarification of Response (if Necessary):
 MAR 13 2009
 Washington, DC 105

(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**



FORM D

U.S. Securities and Exchange Commission
Washington, DC 20549

Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

OR

- 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

- 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)

Investment Company Act Section 3(c)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504(b)(1)(i)
- Rule 504(b)(1)(ii)
- Rule 504(b)(1)(iii)
- Rule 505
- Rule 506
- Securities Act Section 4(6)

- Section 3(c)(1)
- Section 3(c)(2)
- Section 3(c)(3)
- Section 3(c)(4)
- Section 3(c)(5)
- Section 3(c)(6)
- Section 3(c)(7)
- Section 3(c)(9)
- Section 3(c)(10)
- Section 3(c)(11)
- Section 3(c)(12)
- Section 3(c)(13)
- Section 3(c)(14)

Item 7. Type of Filing

New Notice **OR** Amendment

Date of First Sale in this Offering:

February 25, 2009

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)

- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Other (Describe)

Empty box for describing other securities.

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)

Large empty box for clarification of response.

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

FORM D

U.S. Securities and Exchange Commission
Washington, DC 20549

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 0

Item 12. Sales Compensation

Recipient: 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 \$ OR Indefinite

(b) Total Amount Sold \$

(c) Total Remaining to be Sold \$ OR Indefinite
(Subtract (a) from (b))

Clarification of Response (if Necessary)

The US\$ amounts are based on the € 3,838,199.76 amount sold in the private placement to U.S. investors and a €/\$ conversion rate of €1/\$1.2795 on February 25, 2009.

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 \$ Estimate

Finders' Fees \$ Estimate

Clarification of Response (if Necessary)

US\$ amounts are based on the €80,291.99 commission paid in connection with securities sold in the private placement to U.S. investors and a €/\$ conversion rate of €1/\$1.2795 on February 25,

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

2009.

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

FORM D

U.S. Securities and Exchange Commission
Washington, DC 20549

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

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)

OctoPlus N.V.

Name of Signer

Hans Pauli

Signature

[Handwritten signature]

Title

Chief Financial Officer

Number of continuation pages attached:

3

Date

March 11, 2009

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.

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

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Holthuis	Joost	
Street Address 1	Street Address 2	
Zernikedreef 12		
City	State/Province/Country	ZIP/Postal Code
Leiden	The Netherlands	2333 CL
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Pauli	Hans	
Street Address 1	Street Address 2	
Zernikedreef 12		
City	State/Province/Country	ZIP/Postal Code
Leiden	The Netherlands	2333 CL
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Moolhuizen	Gerben	
Street Address 1	Street Address 2	
Zernikedreef 12		
City	State/Province/Country	ZIP/Postal Code
Leiden	The Netherlands	2333 CL
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> 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):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

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

Last Name	First Name	Middle Name
<input type="text"/>	<input type="text"/>	<input type="text"/>
Street Address 1	Street Address 2	
<input type="text"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text"/>	<input type="text"/>	<input type="text"/>
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)	<input type="text"/>	

Last Name	First Name	Middle Name
<input type="text"/>	<input type="text"/>	<input type="text"/>
Street Address 1	Street Address 2	
<input type="text"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text"/>	<input type="text"/>	<input type="text"/>
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)	<input type="text"/>	

Last Name	First Name	Middle Name
<input type="text" value="Stellingsma"/>	<input type="text" value="Hans"/>	<input type="text"/>
Street Address 1	Street Address 2	
<input type="text" value="Zernikedreef 12"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Leiden"/>	<input type="text" value="The Netherlands"/>	<input type="text" value="2333 CL"/>
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)	<input type="text"/>	

Last Name	First Name	Middle Name
<input type="text" value="Toon"/>	<input type="text" value="Paul"/>	<input type="text"/>
Street Address 1	Street Address 2	
<input type="text" value="Zernikedreef 12"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Leiden"/>	<input type="text" value="The Netherlands"/>	<input type="text" value="2333 CL"/>
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)	<input type="text"/>	

Last Name	First Name	Middle Name
<input type="text" value="Kuijten"/>	<input type="text" value="Rene"/>	<input type="text"/>
Street Address 1	Street Address 2	
<input type="text" value="Zernikedreef 12"/>	<input type="text"/>	

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

City State/Province/Country ZIP/Postal Code
Leiden The Netherlands 2333 CL

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name
Smith Philip

Street Address 1 Street Address 2
Zernikedreef 12

City State/Province/Country ZIP/Postal Code
Leiden The Netherlands 2333 CL

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name
Rooda Frans Belkman

Street Address 1 Street Address 2
Zernikedreef 12

City State/Province/Country ZIP/Postal Code
Leiden The Netherlands 2333 CL

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary)

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