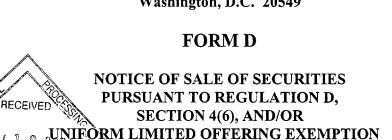
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549





Name of Offering (check if this is an	mendment and name has chang	ed, a	nd indicate change.)				
Sale of 59,751,121 shares of Series Č Pr	eferred Stock and the underly	ing s	shares of common stoo	k issuable upon conv	ersion of the Sei	ries C Preferred S	tock.
Filing Under (Check box(es) that apply):	☐ Rule 504		☐ Rule 505	Rule 506	☐ Section 4(6	6) ULOE	
Type of Filing:			New Filing	E	Amendment		
	A. BASI	C ID	ENTIFICATION DA	TA			
1. Enter the information requested about	nt the issuer						
Name of Issuer (check if this is an amount	endment and name has changed	, and	indicate change.)			·····	
sonim technologies, inc.							
Address of Executive Offices	(Number and St	reet,	City, State, Zip Code)	Telephone Number	(Including Area C	Code)	
1875 South Grant Street, Suite 800, Sai	1 Mateo, CA 94402			650-378-8100			
Address of Principal Business Operations	(Number and Street, City, State	, Zip	Code)	Telephone Number	(Including Area C	Code)	
(if different from Executive Offices) Same				Same		PROC	`FSSF
Brief Description of Business						INO	<u> </u>
Standards-based voice services platform	n and voice instant messaging	appl	lications			NOV 9	9 2004
Type of Business Organization		:-				NOV 7	. <i>U EUU</i> (1
E corporation	☐ limited partnership, alread	y for	med	ι	other (please sp	pecify): THO	MSON STICIAL
☐ business trust	☐ limited partnership, to be	forme	ed				#100 m
		_		ear			
Actual or Estimated Date of Incorporation	or Organization:	8	3 1	999	Actual	☐ Estimated	
Jurisdiction of Incorporation or Organizat	ion: (Enter two-letter U.S. P	ostal	Service abbreviation for	_	a Actual	Li Estimated	
,	CN for Canada: FN for			•		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. 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, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies 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.

SEC 1972 (2-97) 1 of 8)

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 Valeski, Terry	name first, if individual)				
	idence Address (Number and cologies, inc., 1875 South Gra	Street, City, State, Zip Code) ant Street, Suite 800, San Ma	teo, CA 94402	- Committee - Comm	
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last	name first, if individual)				
Plaschke, Robe		Charles Charles (7) - Carda (1)			
	idence Address (Number and Spologies, inc., 1875 South Gra	Street, City, State, Zip Code) ant Street, Suite 800, San Ma	teo. CA 94402		
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last Wicklund, Joal	name first, if individual)				
	idence Address (Number and Sologies, inc., 1875 South Gr	Street, City, State, Zip Code) ant Street, Suite 800, San Ma	teo, CA 94402		
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Parikh, Milan	name first, if individual)				
	idence Address (Number and stologies, inc., 1875 South Grand	Street, City, State, Zip Code) ant Street, Suite 800, San Ma	teo, CA 94402		
Check Boxes that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last McNulty, John	name first, if individual)				
	idence Address (Number and i				
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last Scarisbrick, Jo	name first, if individual) hn				
	idence Address (Number and e's Rd., Bedford, MK40 LS				
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last Wilmot, Robb	name first, if individual)				
	idence Address (Number and	Street, City, State, Zip Code)		. .	
	ta Drive, Los Altos, CA 9402				
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last Murray, Robin	name first, if individual)				
Business or Res	idence Address (Number and				
c/o 3i Technolo	gy Partners, 275 Middlefield	d Road, Menlo Park, CA 940	25		

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	☐ Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or
Apply:					Managing Partner
	name first, if individual)				
McMonigall, Jo					
Business or Res	idence Address (Number and	Street, City, State, Zip Code)			
c/o Apax Partn	ers Ltd., 15 Portland Place,	London W1B 1PT, United Ki	ngdom		
Check	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
Box(es) that					Managing Partner
Apply:	7				
	name first, if individual) ninees Limited A/C AE5				
	idence Address (Number and	Street City State 7in Code)		 	
	ace, London W1B 1PT, Unit				
Check Boxes that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
					Managing Partner
•	name first, if individual)				
3i Technology	idence Address (Number and	Chara City State 7in Code			
	d Road, Menlo Park, CA 94				
Check Boxes	Promoter	Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or
that Apply:	- I follotei	E Delicitat Owlie	D Executive Officer	E Director	Managing Partner
Full Name (Last	t name first, if individual)				
Relander, Kaj-	Erik				
		Street, City, State, Zip Code)			
c/o Accel Euro	pe L.P., 16 St. James' Street	, London SW1A 1ER, United	Kingdom		
Check Boxes	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
that Apply:					3.f
Full Name (Last					Managing Partner
•	t name first, if individual)				Managing Partner
BV Capital Fu	nd II, L.P. and affiliated ent				Managing Partner
BV Capital Fur Business or Res	nd II, L.P. and affiliated ent idence Address (Number and	Street, City, State, Zip Code)			Managing Partner
BV Capital Fur Business or Res 600 Montgome	nd II, L.P. and affiliated ent idence Address (Number and ry Street, 43 rd Floor, San Fr	Street, City, State, Zip Code) rancisco, CA 94111			
BV Capital Fur Business or Res 600 Montgome Check	nd II, L.P. and affiliated ent idence Address (Number and	Street, City, State, Zip Code)	E Executive Officer	☐ Director	☐ General and/or
BV Capital Fur Business or Res 600 Montgome Check Box(es) that	nd II, L.P. and affiliated ent idence Address (Number and ry Street, 43 rd Floor, San Fr	Street, City, State, Zip Code) rancisco, CA 94111	E Executive Officer	☐ Director	
BV Capital Fur Business or Res 600 Montgome Check Box(es) that Apply:	nd II, L.P. and affiliated ent idence Address (Number and ry Street, 43 rd Floor, San Fr	Street, City, State, Zip Code) rancisco, CA 94111	Executive Officer	☐ Director	☐ General and/or
BV Capital Fur Business or Res 600 Montgome Check Box(es) that Apply:	nd II, L.P. and affiliated ent idence Address (Number and ry Street, 43 rd Floor, San Fr	Street, City, State, Zip Code) rancisco, CA 94111	E Executive Officer	☐ Director	☐ General and/or
BV Capital Fun Business or Res 600 Montgome Check Box(es) that Apply: Full Name (Last Vesey, Wade	nd II, L.P. and affiliated entidence Address (Number and ry Street, 43 rd Floor, San Fr Promoter t name first, if individual)	Street, City, State, Zip Code) ancisco, CA 94111 Beneficial Owner	E Executive Officer	☐ Director	☐ General and/or
BV Capital Fun Business or Res 600 Montgome Check Box(es) that Apply: Full Name (Last Vesey, Wade Business or Res	nd II, L.P. and affiliated entidence Address (Number and ry Street, 43 rd Floor, San Fr Promoter I name first, if individual)	Street, City, State, Zip Code) rancisco, CA 94111		☐ Director	☐ General and/or

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	因 Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
-	name first, if individual)				
	P. and affiliated entities idence Address (Number and	Street City State Zin Code)			
	treet, London SW1A 1ER, U				
Check Box(es) that	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner
Apply:	(*				
Samples, Tim	name first, if individual)				
	idence Address (Number and S	Street, City, State, Zip Code)			
	ologies, inc., 1875 South Gra	ant Street, Suite 800, San Mat	eo, CA 94402		
Check Boxes that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last	name first, if individual)				
Business or Res	idence Address (Number and S	Street, City, State, Zip Code)			
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last	name first, if individual)				
Business or Res	idence Address (Number and S	Street, City, State, Zip Code)			
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last	name first, if individual)				
Business or Res	idence Address (Number and S	Street, City, State, Zip Code)			
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last	name first, if individual)				
Business or Res	idence Address (Number and S	Street, City, State, Zip Code)			
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director.	General and/or Managing Partner
Full Name (Last	name first, if individual)	,			
Business or Res	idence Address (Number and S	Street, City, State, Zip Code)			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
	name first, if individual)				
Business or Res	idence Address (Number and	Street, City, State, Zip Code)			

1.	Has the iss	uer sold, or do	oes the issuer	intend to s					under ULOE.		Ү	'es No	<u>x</u>
2.	What is the	minimum in	vestment tha	t will be acc	cepted from	n any individu	ıal?					\$	N/A
3.	Does the or	ffering permit	joint owners	ship of a sin	gle unit?	•••••	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,				Y	es No	<u>x</u>
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. NONE													
Full	Name (Last	name first, if	individual)										
Busi	ness or Res	idence Addre	ss (Number a	and Street, (City, State,	Zip Code)				, , , , , , , , , , , , , , , , , , ,	<u> </u>		•••
Nam	e of Associ	ated Broker o	r Dealer		,								
		Person Listed										•	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]	[VA]	[WV]	[WI]	[WY]	[PR]
Full	Name (Last	name first, if	individual)								-		<u> </u>
Busi	ness or Res	idence Addre	ss (Number a	and Street, (City, State,	Zip Code)							
Nam	e of Associ	ated Broker o	r Dealer	,									
State	s in Which	Person Listed	Has Solicite	ed or Intend	s to Solicit	Purchasers							
(Che	ck "All Sta	tes" or check	individual S	tates)		•••••		•••••			••••••		All States
[AL]	ļ.	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
		[N]	[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]	[VA]	[WV]	[WI]	[WY]	[PR]
Full	Name (Last	name first, if	findividual)										
Busi	ness or Res	idence Addre	ss (Number a	and Street, (City, State,	Zip Code)							
Nam	e of Associ	ated Broker o	r Dealer										
State	s in Which	Person Listed	l Has Solicite	ed or Intend	s to Solicit	Purchasers							
(Che	ck "All Sta	tes" or check	individual S	tates)		••••••		•••••					□ 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]	[VA]	[WV]	[WI]	[WY]	[PR]

B. INFORMATION ABOUT OFFERING

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 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 Amount Already Offering Price Sold Debt Equity 28,611,824.29 28,611,824.29 Common Preferred Convertible Securities (including warrants)..... Partnership Interests Other (Specify _____) Total..... \$ <u>28,611,824.29</u> 28,611,824.29 Answer also in Appendix, Column 3, if filing under ULOE. 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 Aggregate Dollar Amount Investors of Purchases Accredited Investors 28,611,824.29 Non-accredited Investors Total (for filings under Rule 504 only) 0 Answer also in Appendix, Column 4, if filing under ULOE. 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 Dollar Amount Security Sold Type of Offering Rule 505..... Regulation A..... Rule 504.

×

 140,000.00

140,000.00

Total.....

Transfer Agent's Fees

Accounting Fees Engineering Fees

Sales Commissions (specify finders' fees separately)

Other Expenses (Identify)

Total

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.

Page 6 of 8

C. OFFERING PRICE, NUMBER OF I	VESTORS, EXPENSES AND USE OF PROC	EEDS
 Enter the difference between the aggregate offering price given in rein response to Part, C – Question 4.a. This difference is the "adjusted 	sponse to Part C - Question 1 and total expenses f	urnished
5. Indicate below the amount of the adjusted gross proceeds to the issuer us. If the amount for any purpose is not known, furnish an estimate and c payments listed must equal the adjusted gross proceeds to the issuer set if	heck the box to the left of the estimate. The tot	
	Payment to O Directors, & A	· · · · · ·
Salaries and fees		D \$
Purchase of real estate		
Purchase, rental or leasing and installation of machinery and equipment		
Construction or leasing of plant buildings and facilities		
Acquisition of other businesses (including the value of securities involved in in exchange for the assets or securities of another issuer pursuant to a merger)	this offering that may be used	
Repayment of indebtedness	S	s
Working capital		\$ 28,471,824.29
Other (specify):	Ds	
Column Totals		
Total Payments Listed (column totals added)	v	\$ 28,471,824.29
Total Laymond Disect (Column totals added)	·····	\$ <u>28,471,824.29</u>
D. FED	ERAL SIGNATURE	
The issuer had duly caused this notice to be signed by the undersigned duly a an undertaking by the issuer to furnish to the U.S. Securities and Exchange C non-accredited investor pursuant to paragraph (b)(2) of Rule 502.		
Issuer (Print or Type)	Signature	Date
sonim technologies, inc.	milan	November <u>70</u> , 2004
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Milan Parikh	Vice President of Finance and Administration	and Assistant Secretary

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

E. S	STATE SIGNATURE		
Is any party described in 17 CFR 230.262 presently subject to any of t	the disqualification provisions of such rule?	Yes	No 🔀
	x, Column 5, for state response. inistrator of any state in which the notice is filed, a notice on Form	_	
 The undersigned issuer hereby undertakes to furnish to any state admin The undersigned issuer represents that the issuer is familiar with the (ULOE) of the state in which this notice is filed and understands that conditions have been satisfied. 	conditions that must be satisfied to be entitled to the Uniform limi	ted Offering I	
The issuer has read this notification and knows the contents to be true and person.	d has duly caused this notice to be signed on its behalf by the unde	rsigned duly	authorized
Issuer (Print or Type) sonim technologies, inc.	Signature	Date November	<u>/9</u> 2004
Name (Print or Type) Milan Parikh	Title (Print or Type) Vice President of Finance and Administration and Assistan	t Secretary	
Instruction: Print the name and title of the signing representative under his signature for the copies not manually signed must be photocopies of the manually signed copy	he state portion of this form. One copy of every notice on Form Dmu y or bear typed or printed signatures.	ist be manuall	y signed. Any
FORM 2400			