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

### 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: March 30, 2008 Estimated average burden hours per form......1

SEC USE ONLY

08040264

							,
Name of Offering ( check if this is an a	mendment and name has chang	ed, ar	d indicate change.)				
Sale of 139,043,675 shares of Series 1 Pr	referred Stock and the underl	ying s	shares of common sto	ock issuable upon	conv	ersion of the Seri	ies 1 Preferred Stock
Filing Under (Check box(es) that apply):	☐ Rule 504		Rule 505	<b>⊠</b> Rule 506		☐ Section 4(6)	☐ ULOE
Type of Filing:			New Filing		X	Amendment	
	A. BASI	C ID	ENTIFICATION DA	TA			
1. Enter the information requested about	t the issuer						
Name of Issuer ( check if this is an ame	ndment and name has changed	, and	ndicate change.)				
sonim technologies, inc.			<u>:</u>				
Address of Executive Offices	(Number and St	reet, C	City, State, Zip Code)	Telephone Nun	nber (l	Including Area Co	ode)
1875 South Grand Street, Suite 800, Sar	Mateo, CA 94402		· ·	650-378-8	100		
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State	, Zip	Code)	Telephone Nun	nber (I	Including Area Co	ode)
Same				Same			
Brief Description of Business Standards-based voice services platform	and voice instant messaging	appli	cations	FRSED			
Type of Business Organization			JUL 1	1 2000 ~			
<b>区</b> corporation	☐ limited partnership, alread	ly forn	ned .			other (please spec	eify):
□ business trust	☐ limited partnership, to be	forme	( A A A A				
Actual or Estimated Date of Incorporation	or Organization:	<u>N</u>	Ionth TINA	64AL 999	Œ	Actual	☐ Estimated
Jurisdiction of Incorporation or Organizati	ion: (Enter two-letter U.S. P			or State:	. ك	retuai	DE Estimateu

#### GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on a 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 formation 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	<b>⊠</b> Director	General and/or Managing Partner
,	name first, if individual)				
Murray, Robin	idence Address (Number and	Street City State Zin Code	)		
	gy Partners, 275 Middlefield				
Check Box(es) that	Promoter	Beneficial Owner	Executive Officer	☑ Director	☐ General and/or Managing Partner
Apply:	name first, if individual)	<u> </u>			
Nathoo, Salim	manic mist, ii marviduar)		0	ŕ	
Business or Res	idence Address (Number and	Street, City, State, Zip Code)			
	ers Ltd., 15 Portland Place,	London W1B 1PT United K	Lingdom		
Check Boxes that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	☑ Director	☐ General and/or Managing Partner
Relander, Kaj-			:		
	idence Address (Number and ers, 16 St. James's Street, Lo				
Check Boxes that Apply:	☐ Promoter	■ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Schilling, Math					
c/o BV Capital,	idence Address (Number and 600 Montgomery Street, 43				
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	<b>☑</b> Director	General and/or Managing Partner
Plaschke, Robe					
	idence Address (Number and ologies, inc., 1875 South Gra				
Check Boxes 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 ologies, inc., 1875 South Gra	**		- W	
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last Parikh, Milan	name first, if individual)				
	idence Address (Number and				
	ologies, inc., 1875 South Gra	<del></del>			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last Wiklund, Joaki	name first, if individual) m				
	idence Address (Number and		'		
c/o sonim techn	ologies, inc., 1875 South Gra	ant Street, Suite 800, San M	lateo, CA 94402		

#### A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five year; 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 artners of partnership issuers; and Each general and managing partner of partnership issuers. Check ☐ Beneficial Owner Executive Officer ☐ Director ☐ General and/or ☐ Promoter Box(es) that Managing Partner Apply: Full Name (Last name first, if individual) Yu, Francis Business or Residence Address (Number and Street, City, State, Zip Code) c/o sonim technologies, inc., 1875 South Grant Street, Suite 800, San Mateo, CA 94402 Check Boxes ☐ Promoter **☒** Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or that Apply: Managing Partner Full Name (Last name first, if individual) Apax WW Nominees Limited A/C AE5 Business or Residence Address (Number and Street, City, State, Zip Code) 15 Portland Place, London W1B 1PT United Kingdom Check Boxes ☐ Promoter ■ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or that Apply: Managing Partner Full Name (Last name first, if individual) 3i Technologies Partners, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 275 Middlefield Road, Menlo Park, CA 94025 Check Boxes ☐ Promoter ■ Beneficial Owner Executive Officer ☐ Director ☐ General and/or that Apply: Managing Partner Full Name (Last name first, if individual) Accel Europe L.P. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Accel Partners, 16 St. James's Street, London SW1A 1ER United Kingdom Check Boxes ☐ Promoter Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or that Apply: Managing Partner Full Name (Last name first, if individual) BV Capital GmbH & Co. Beteiligungs KG No. 1 Business or Residence Address (Number and Street, City, State, Zip Code) 600 Montgomery Street, 43rd, San Francisco, CA 94111 Check Boxes ☐ Promoter Beneficial Owner ☐ General and/or ☐ Executive Officer ☐ Director that Apply: Managing Partner Full Name (Last name first, if individual) Sherleigh Associates Profit Sharing Plan, Inc. Business or Residence Address (Number and Street, City, State, Zip Code) 60 Madison Avenue, New York, NY 10021 Check ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Box(es) that Managing Partner Apply: Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

					В	. INFORM	ATION AB	OUT OFFE	RING				
1.	Has the is	suer sold, o	r does the issu	er intend to					?g under ULOI	 E.		Yes N	o <u>X</u>
2.	What is th	ne minimum	investment tl	hat will be a	ccepted from	m any indiv	idual?				••••••	\$	N/A
3.	Does the	offering per	mit joint own	ership of a s	ingle unit?.		····· <del>i</del> ······			•••••		Yes N	o <u>X</u>
4.	solicitatio registered broker or	n of purcha with the SE	sers in conne	ection with : h a state or s	sales of sec tates, list th	curities in the ne name of t	he offering. he broker or	If a person	to be listed	is an associat	ed person or	agent of a	emuneration for broker or dealer ersons of such a
Full	Name (La	st name first	, if individual	)	· · · · · · · · · · · · · · · · · · ·		<u>.</u>						
Bus	iness or Re	sidence Ado	dress (Numbe	r and Street,	City, State	, Zip Code)							
Nan	ne of Assoc	ciated Broke	er or Dealer				#		**				
			sted Has Solic						,		,		
(AL	=	[AK]	[AZ]	[AR]	[CA]	[CO]	[CTi]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]		[IN]	[IA]	[KS]	[KY]	[LA]	[MÉ]	[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 <sup>'</sup> ]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]
Full	Name (La	st name first	t, if individual										
Bus	iness or Re	sidence Add	dress (Numbe	r and Street,	City, State	, Zip Code)	· · · · · · · · · · · · · · · · · · ·						
Nan	ne of Assoc	ciated Broke	er or Dealer										
Stat	es in Whic	h Person Lis	sted Has Solic	ited or Inter	ds to Solic	it Purchasers	3						
(Ch	eck "All St	ates" or che	ck individual	States)		******		•••••	****************			• • • • • • • • • • • • • • • • • • • •	
[AL	ı	{AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
i [IL]		[IN]	[IA]	[KS]	[KY]	[LA]	[MË]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[M]		[NE]	[NV]	[NH]	ונאן	[NM]	[NŶ]	[NC]	[ND]	[ОН]	[OK]	[OR]	[PA]
(RI)	-	(SC)	[SD]	[TN]	[TX]	(TU)	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]
			t, if individual						<u> </u>	. ,			
Bus	iness or Re	sidence Add	dress (Numbe	r and Street,	City, State	, Zip Code)			<del></del>				
Nan	ne of Assoc	ciated Broke	er or Dealer			:	ï						
Stat	es in Whicl	h Person Lis	sted Has Solic	ited or Inter	ds to Solic	it Purchaser	s						
(Che	eck "All St	ates" or che	ck individual	States)	•								
[AL	]	[AK]	[AZ]	[AR]	[CA]	[CÓ]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
(IL)		[IN]	[IA]	[KS]	[KY]	[LA]	[MĖ]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[M]		[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	(PA)
(RI)		ISCI	ISDI	ITN]	(TX)	ידען וידען	[VT]	[VA]	[VA]	[WV]	ſWŊ	(WY)	[PR]

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

	nsaction is an exchange offering, check this box \( \precedeta \) and indicate the offering and indicate the open security	•		Aggregate		Amount Already
				Offering Price		Sold
	Debt			0	\$ .	0
	Equity		\$_	8,384,333.63	\$ .	8,384,333.63
	☐ Common					
	Convertible Securities (including warrants)		\$_	. 0	\$.	. 0
	Partnership Interests		\$	0	\$ _	0
	Other (Specify)		\$_	0	\$.	0
	Total		\$_	8,384,333.63	\$.	8,384,333.63
	Answer also in Appendix, Column 3, if filing					
of: the	ater the number of accredited and non-accredited investors fering and the aggregate dollar amounts of their purchases. In number of persons who have purchased securities and archases on the total lines. Enter "0" if answer is "none" or "	For offerings under Rule 504, indicate the aggregate dollar amount of their				
•	•			Number		Aggregate
				Investors		Dollar Amount
						of Purchases
	Accredited Investors			15		8,384,333.63
	Non-accredited Investors			0		0
	Total (for filings under Rule 504 only)		_		\$	
. If	Answer also in Appendix, Column 4, if filing this filing is for an offering under Rule 504 or 505, enter the	information requested for all securities				
so	•••	e information requested for all securities in the twelve (12) months prior to the first		Type of		Dollar Amount
so	this filing is for an offering under Rule 504 or 505, enter the ld by the issuer, to date, in offerings of the types indicated, it is of securities in this offering. Classify securities by type li	e information requested for all securities in the twelve (12) months prior to the first		Type of Security		Dollar Amount Sold
so	this filing is for an offering under Rule 504 or 505, enter the ld by the issuer, to date, in offerings of the types indicated, it lies of securities in this offering. Classify securities by type lies of the type of Offering.	e information requested for all securities in the twelve (12) months prior to the first sted in Part C- Question 1.		Security	e	Sold
so	this filing is for an offering under Rule 504 or 505, enter the ld by the issuer, to date, in offerings of the types indicated, it is of securities in this offering. Classify securities by type li  Type of Offering Rule 505	e information requested for all securities in the twelve (12) months prior to the first sted in Part C- Question 1.	_			Sold
so	this filing is for an offering under Rule 504 or 505, enter the ld by the issuer, to date, in offerings of the types indicated, it is of securities in this offering. Classify securities by type li  Type of Offering Rule 505	e information requested for all securities in the twelve (12) months prior to the first sted in Part C- Question 1.	_	Security	. \$	Sold
so	this filing is for an offering under Rule 504 or 505, enter the day the issuer, to date, in offerings of the types indicated, it is of securities in this offering. Classify securities by type li  Type of Offering Rule 505  Regulation A	e information requested for all securities in the twelve (12) months prior to the first sted in Part C- Question 1.	_ _ _	Security	\$ \$	Sold
so sa . a. se in	this filing is for an offering under Rule 504 or 505, enter the ld by the issuer, to date, in offerings of the types indicated, it is of securities in this offering. Classify securities by type list Type of Offering Rule 505 Regulation A Rule 504 Total Furnish a statement of all expenses in connection with curities in this offering. Exclude amounts relating solely to formation may be given as subject to future contingencies.	e information requested for all securities in the twelve (12) months prior to the first sted in Part C- Question 1.  In the issuance and distribution of the organization expenses of the issuer. The If the amount of an expenditure is not estimate.	_ _ _ _	Security	\$ \$	Sold
so sa . a. se in	this filing is for an offering under Rule 504 or 505, enter the day the issuer, to date, in offerings of the types indicated, it is of securities in this offering. Classify securities by type list Type of Offering Rule 505 Regulation A. Rule 504 Total	in the issuance and distribution of the organization expenses of the issuer. The If the amount of an expenditure is not estimate.	_ _ _ _	Security	\$ \$	Sold
so sa a. se in	this filing is for an offering under Rule 504 or 505, enter the day the issuer, to date, in offerings of the types indicated, it less of securities in this offering. Classify securities by type list of securities in this offering. Classify securities by type list of Securities in this offering. Rule 505	in the issuance and distribution of the organization expenses of the issuer. The If the amount of an expenditure is not estimate.	- - - -	Security	\$ \$ \$ \$	Sold
so sa a. se in	this filing is for an offering under Rule 504 or 505, enter the day the issuer, to date, in offerings of the types indicated, it is of securities in this offering. Classify securities by type list Type of Offering Rule 505 Regulation A. Rule 504 Total	in the issuance and distribution of the organization expenses of the issuer. The If the amount of an expenditure is not estimate.	  	Security	\$ \$ \$	Sold
so sa a. se in	this filing is for an offering under Rule 504 or 505, enter the day the issuer, to date, in offerings of the types indicated, it les of securities in this offering. Classify securities by type lister of Securities in this offering. Classify securities by type lister of Securities in this offering. Regulation A	the twelve (12) months prior to the first sted in Part C- Question 1.  The twelve (12) months prior to the first sted in Part C- Question 1.  The the issuance and distribution of the organization expenses of the issuer. The If the amount of an expenditure is not estimate.	  	Security	\$ \$ \$ \$	Sold
so sa a. se in	this filing is for an offering under Rule 504 or 505, enter the ld by the issuer, to date, in offerings of the types indicated, it lie of securities in this offering. Classify securities by type lie of securities in this offering. Rule 505	the twelve (12) months prior to the first sted in Part C- Question 1.  The twelve (12) months prior to the first sted in Part C- Question 1.  The the issuance and distribution of the organization expenses of the issuer. The If the amount of an expenditure is not estimate.	  	Security	\$ \$ \$ \$ \$ \$ \$ \$ \$	225,000.00
so sa . a. se in	this filing is for an offering under Rule 504 or 505, enter the day the issuer, to date, in offerings of the types indicated, it les of securities in this offering. Classify securities by type lister of Securities in this offering. Classify securities by type lister of Securities in this offering. Regulation A	e information requested for all securities in the twelve (12) months prior to the first sted in Part C- Question 1.  In the issuance and distribution of the organization expenses of the issuer. The If the amount of an expenditure is not estimate.		Security	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	225,000.00
so sa . a. se in	this filing is for an offering under Rule 504 or 505, enter the ld by the issuer, to date, in offerings of the types indicated, it is of securities in this offering. Classify securities by type list of securities in this offering. Classify securities by type list of securities in this offering. Rule 505	the twelve (12) months prior to the first sted in Part C- Question 1.  The the issuance and distribution of the organization expenses of the issuer. The If the amount of an expenditure is not estimate.		Security	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	225,000.00

C. OFFERING PRICE, NUMBER OF IT	NVESTORS, EXPENSES AND	USE OF PROCEEDS	
b. Enter the difference between the aggregate offering price given in re in response to Part C – Question 4.a. This difference is the "adjusted	sponse to Part C - Question 1 and gross proceeds to the issuer"	d total expenses furnished	\$8,159,333.63
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 for	heck the box to the left of the	stimate. The total of the	
	4	Payment to Officers, Directors, & Affiliates	Payment To Others
Salaries and fees.	·······à········	□ s	□ s
Purchase of real estate		□ s	□ s
Purchase, rental or leasing and installation of machinery and equipment		□ s	□ <b>\$</b>
Construction or leasing of plant buildings and facilities		□ s	□ s
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)		□ s	□ <b>\$</b>
Repayment of indebtedness.		_	□ \$
Working capital			× 8,159,333.63
Other (specify):			
	Ψ.	□ \$	□ s
01 7.1		<b>S</b>	□ \$
Column Totals		□ \$	<b>≥</b> \$ 8,159,333.63
Total Payments Listed (column totals added)	***************************************	¥ \$	8,159,333.63
	1		
	I		
المراقة			
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	$\gamma_{a}$ ,	Date
sonim technologies, inc.	Ja of 1	fentor	June <u>20</u> , 2006
Name of Signer (Print or Type)	Title of Signer (Print or Type)		
Lee F. Benton	Assistant Secretary		
	·		
	!		

## ATTENTION

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

	E. STATE SIGNATURE						
Is any party described in 17 CFR 230.262 presently subject to			Yes No				
<ol> <li>The undersigned issuer hereby undertakes to furnish to the s such times as required by state law.</li> </ol>		in which the notice is filed, a notice on					
<ol> <li>The undersigned issuer hereby undertakes to furnish to any st</li> <li>The undersigned issuer represents that the issuer is familiar (ULOE) of the state in which this notice is filed and understated conditions have been satisfied.</li> </ol>	with the conditions that must	be satisfied to be entitled to the Uniform	n limited Offering Exemptio				
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.							
ssuer (Print or Type) onim technologies, inc.	Signature	Ju & Bertr	Date June 2,2006				
Name (Print or Type) Lee F. Benton	Title (Print or T Assistant Secre						
	,						
	•						
	· · · · · · · · · · · · · · · · · · ·						
	-						
	,						
	· · · · ·						