

# Morningstar<sup>®</sup> Document Research<sup>SM</sup>

## FORM D

**Turbine, Inc. - N/A**

**Filed: August 10, 2009 (period: )**

Official notice of an offering of securities that is made without registration under the Securities Act in reliance on an exemption provided by Regulation D and Section 4(6) under the Act

FORM D

Notice of Exempt  
Offering of SecuritiesUNITED STATES SECURITIES  
AND EXCHANGE COMMISSION  
Washington, D.C.

OMB APPROVAL

OMB Number: 3235-0076

Expires: June 30, 2012

Estimated Average burden hours  
per response: 4.0

## 1. Issuer's Identity

CIK (Filer ID Number)

0001319743

Previous Name(s) ☐ None

Turbine Inc

Name of Issuer

Turbine, Inc.

Turbine Entertainment  
Software CorporationJurisdiction of  
Incorporation/Organization

DELAWARE

Entity Type

☒ Corporation☐ Limited Partnership☐ Limited Liability Company☐ General Partnership☐ Business Trust☐ Other

Year of Incorporation/Organization

☒ Over Five Years Ago☐ Within Last Five Years  
(Specify Year)☐ Yet to Be Formed

## 2. Principal Place of Business and Contact Information

Name of Issuer

Turbine, Inc.

Street Address 1

60 Glacier Drive

Street Address 2

Suite 4000

City

Westwood

State/Province/Country

MA

ZIP/Postal Code

02090

Phone No. of Issuer

781-407-4000

## 3. Related Persons

Last Name

Crowley

First Name

James

Middle Name

Street Address 1

60 Glacier Drive

Street Address 2

Suite 4000

City

Westwood

State/Province/Country

MA

ZIP/Postal Code

02090

Relationship:



Executive Officer



Director



Promoter

Clarification of Response (if Necessary)

Last Name

Paradowski

First Name

Beau

Middle Name

Street Address 1

60 Glacier Drive

Street Address 2

Suite 4000

City

Westwood

State/Province/Country

MA

ZIP/Postal Code

02090

Relationship:	<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
Davis	Robert	

Street Address 1	Street Address 2
c/o Highland Capital Partners	92 Hayden Avenue

City	State/Province/Country	ZIP/Postal Code
Lexington	MA	02421

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
---------------	--	--	-----------------------------------

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Hirshland	Michael	

Street Address 1	Street Address 2
c/o Polaris Venture Partners	1000 Winter Street, Suite 3350

City	State/Province/Country	ZIP/Postal Code
Waltham	MA	02451

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
---------------	--	--	-----------------------------------

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Scarpa	Carmen	

Street Address 1	Street Address 2
c/o Tudor Ventures	50 Rows Wharf, 6th Floor

City	State/Province/Country	ZIP/Postal Code
Boston	MA	02110

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
---------------	--	--	-----------------------------------

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Patterson	Jeffrey	

Street Address 1	Street Address 2
c/o Columbia Capital	201 North Union Street

City	State/Province/Country	ZIP/Postal Code
Alexandria	VA	22314

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
---------------	--	--	-----------------------------------

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Nada	Hany	

Street Address 1	Street Address 2
c/o Granite Global Ventures	2494 Sand Hill Road, Suite 100

City	State/Province/Country	ZIP/Postal Code
Menlo Park	CA	94025

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
---------------	--	--	-----------------------------------

Clarification of Response (if Necessary)

#### 4. Industry Group

<input type="radio"/> Agriculture <b>Banking &amp; Financial Services</b> <input type="radio"/> Commercial Banking <input type="radio"/> Insurance <input type="radio"/> Investing <input type="radio"/> Investment Banking <input type="radio"/> Pooled Investment Fund <input type="radio"/> Other Banking & Financial Services <input type="radio"/> Business Services <b>Energy</b> <input type="radio"/> Coal Mining <input type="radio"/> Electric Utilities <input type="radio"/> Energy Conservation <input type="radio"/> Environmental Services <input type="radio"/> Oil & Gas <input type="radio"/> Other Energy	<b>Health Care</b> <input type="radio"/> Biotechnology <input type="radio"/> Health Insurance <input type="radio"/> Hospitals & Physicians <input type="radio"/> Pharmaceuticals <input type="radio"/> Other Health Care <input type="radio"/> Manufacturing <b>Real Estate</b> <input type="radio"/> Commercial <input type="radio"/> Construction <input type="radio"/> REITS & Finance <input type="radio"/> Residential <input type="radio"/> Other Real Estate	<input type="radio"/> Retailing <input type="radio"/> Restaurants <b>Technology</b> <input type="radio"/> Computers <input type="radio"/> Telecommunications <input checked="" type="radio"/> Other Technology <b>Travel</b> <input type="radio"/> Airlines & Airports <input type="radio"/> Lodging & Conventions <input type="radio"/> Tourism & Travel Services <input type="radio"/> Other Travel <input type="radio"/> Other
---	---	--

#### 5. Issuer Size

<b>Revenue Range</b> <input type="radio"/> No Revenues <input type="radio"/> \$1 - \$1,000,000 <input type="radio"/> \$1,000,001 - \$5,000,000 <input type="radio"/> \$5,000,001 - \$25,000,000 <input type="radio"/> \$25,000,001 - \$100,000,000 <input type="radio"/> Over \$100,000,000 <input checked="" type="radio"/> Decline to Disclose <input type="radio"/> Not Applicable	<b>Aggregate Net Asset Value Range</b> <input type="radio"/> No Aggregate Net Asset Value <input type="radio"/> \$1 - \$5,000,000 <input type="radio"/> \$5,000,001 - \$25,000,000 <input type="radio"/> \$25,000,001 - \$50,000,000 <input type="radio"/> \$50,000,001 - \$100,000,000 <input type="radio"/> Over \$100,000,000 <input type="radio"/> Decline to Disclose <input type="radio"/> Not Applicable
---	---

#### 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- |  |  |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505                            |
| <input type="checkbox"/> Rule 504 (b)(1)(i)                      | <input checked="" type="checkbox"/> Rule 506                 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)                     | <input type="checkbox"/> Securities Act Section 4(6)         |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)                    | <input type="checkbox"/> Investment Company Act Section 3(c) |

## 7. Type of Filing

- ☒ New Notice      Date of First Sale            ☐ First Sale Yet to Occur
- ☐ Amendment

## 8. Duration of Offering

Does the Issuer intend this offering to last more than one year?      ☐ Yes      ☒ No

## 9. Type(s) of Securities Offered (select all that apply)

- |  |   |
|--|---|
| <input type="checkbox"/> Pooled Investment Fund Interests  | <input checked="" type="checkbox"/> Equity  |
| <input type="checkbox"/> Tenant-in-Common Securities   | <input type="checkbox"/> Debt   |
| <input type="checkbox"/> Mineral Property Securities   | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security |   |
| <input type="checkbox"/> Other (describe)  |   |

## 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)

## 11. Minimum Investment

Minimum investment accepted from any outside investor      \$       USD

## 12. Sales Compensation

Recipient	Recipient CRD Number	<input checked="" type="checkbox"/> None
<input type="text"/>	<input type="text"/>	
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	<input checked="" type="checkbox"/> None
<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"/>
State(s) of Solicitation	<input type="checkbox"/> All States	
<input type="text"/>		

## 13. Offering and Sales Amounts

Total Offering Amount	\$ <input type="text" value="50000000"/>	USD	<input type="checkbox"/> Indefinite
Total Amount Sold	\$ <input type="text" value="6567760"/>	USD	
Total Remaining to be Sold	\$ <input type="text" value="43432240"/>	USD	<input type="checkbox"/> Indefinite

Clarification of Response (if Necessary)

Issuance of Series D Preferred Stock

## 14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

11

## 15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 0 USD ☐ Estimate

Finders' Fees \$ 0 USD ☐ Estimate

Clarification of Response (if Necessary)

## 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 USD ☒ Estimate

Clarification of Response (if Necessary)

Working capital

## Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

### Terms of Submission

In submitting this notice, each Issuer named above 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, 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 it 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 the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above 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.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
<b>Turbine, Inc.</b>	<b>Beau Paradowski</b>	<b>Beau Paradowski</b>	<b>Chief Financial Officer, Secretary and Treasurer</b>	<b>2009-08-10</b>