

MOGER STANLEY H
Form 3
June 20, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â MOGER STANLEY H		(Month/Day/Year)	NUVIM INC [NUVM]	
(Last)	(First)	(Middle)	06/20/2005	
1180 6TH AVENUE, SUITE 2010			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK, Â NY Â 10036			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	0	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title		

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				Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	455 (3)	\$ 55	D	Â
Series C Convertible Preferred Stock	Â (1)	Â (4)	Common Stock	2,500 (5)	\$ 11	D	Â
Warrants (right to buy)	Â (1)	09/14/2014	Common Stock	108,333	\$ 3	D	Â
9.9% Warrants (right to buy) (6)	Â (1)	07/26/2014	Common Stock	117,396	\$ 4.5	D	Â
9.9% Warrants (right to buy) (6)	Â (1)	07/26/2014	Common Stock	144,587	\$ 7.5	D	Â
Secured Promissory Note (7)	05/19/2005(8)	05/19/2005(8)	Common Stock	178,608 (9)	\$ 3	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOGER STANLEY H 1180 6TH AVENUE, SUITE 2010 NEW YORK, NY 10036	Â X	Â X	Â	Â

Signatures

Stanley M. Moger
06/20/2005

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Series A and Series C Preferred Stock were each convertible into Common Stock immediately upon issuance, at the option of the holder.
The Series A Preferred Stock does not expire. However, it is automatically convertible into Common Stock upon the closing of a firmly underwritten public offering of the issuer's Common Stock. The conversion rate is currently each 55 shares of Preferred Stock converts into one share of Common Stock, subject to adjustment for stock splits, reverse splits and other similar recapitalization events.
 - (2) The reporting person owns 25,000 shares of Series A Preferred Stock, which is convertible into 455 shares of Common Stock.
The Series C Preferred Stock does not expire. However, it is automatically convertible into Common Stock upon the closing of a firmly underwritten public offering of the issuer's Common Stock. The conversion rate is currently each 55 shares of Preferred Stock converts into one share of Common Stock, subject to adjustment for stock splits, reverse splits and other similar recapitalization events.
 - (3) The reporting person owns 137,500 shares of Series C Preferred Stock, which is convertible into 2,500 shares of Common Stock.
 - (4) The 9.9% Warrant entitles the holders, collectively, to own up to 9.9% of the post-IPO, fully-diluted capitalization of the issuer at the initial public offering price, including securities already owned by the co-owner of this 9.9% Warrant and as to which such co-owner has a right to acquire pursuant to securities he already owns. Because the issuer sold Units at \$3, containing one share of Common Stock, one

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Class A Warrant exercisable at \$4.50 and one Class B Warrant exercisable at \$7.50, the 9.9% Warrant entitles the holders, collectively, to purchase an aggregate of 234,793 shares at \$4.50 and 289,174 shares at \$7.50. The benefits of this 9.9% Warrant are being divided equally between two holders, and this Form 3 reports only the reporting person's interest. All of the information on this Form 3 that is related to the 9.9% Warrant describes the same instrument, but the 9.9% Warrant is listed two times to reflect two different exercise prices.

(7) The note, originally a non-convertible secured promissory note, became convertible as a result of the Conversion Agreement dated April 30, 2005.

(8) The secured promissory note is automatically convertible at the closing of the issuer's IPO. It will either automatically convert at the closing of the IPO or will revert to a non-derivative security and will not be convertible pursuant to the terms of the note or the agreement.

(9) The secured promissory note is owned by two holders, and this Form 3 reports only the reporting person's interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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