

NUVIM INC
Form 4
June 28, 2005

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
MOGER STANLEY H

(Last) (First) (Middle)
1180 6TH AVENUE, SUITE 2010
(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NUVIM INC [NUVM]

3. Date of Earliest Transaction
(Month/Day/Year)
06/24/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	06/24/2005		C		455	A	\$ 55 455	D
Common Stock	06/24/2005		C		2,500	A	\$ 11 2,955	D
Common Stock	06/24/2005		C		125,000	A	\$ 2 127,955	D

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title Underlying (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Series A Convertible Preferred Stock	\$ 55	06/24/2005		C	25,000 (1)	(2)	06/24/2005(3)	Common Stock
Series C Convertible Preferred Stock	\$ 11	06/24/2005		C	137,500 (5)	(2)	06/24/2005(6)	Common Stock
Secured Promissory Notes	\$ 2	06/24/2005		C	125,000	06/24/2005(7)	06/24/2005(7)	Common Stock
Directors Stock Option (right to buy)	\$ 1	06/24/2005		A	10,000	(8)	06/24/2015	Common Stock
Directors Stock Option (right to buy)	\$ 1	06/24/2005		A	7,500	06/24/2005	06/24/2015	Common Stock

Reporting Owners

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

Signatures

Debra K. Weiner, as attorney-in-fact for Stanley H. Moger
06/28/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Each 55 shares of Series A Convertible Preferred Stock converts into 1 share of Common Stock. Accordingly, the Series A Preferred Stock converts into 455 shares of Common Stock.
- (2) The Series A and Series C Convertible Preferred Stock were each convertible into Common Stock immediately upon issuance at the option of the holder.
- (3) The Series A Convertible 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.
- (4) The Series A and Series C Convertible Preferred Stock is convertible into Common Stock at a conversion ratio of 55-to-1.
- (5) Each 55 shares of Series C Convertible Preferred Stock converts into 1 share of Common Stock. Accordingly, the Series C Preferred Stock converts into 2,500 shares of Common Stock.
- (6) The Series C Convertible 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.
- (7) Secured promissory notes with an aggregate principal totaling \$500,000 (of which \$250,000 is attributable to the reporting person) automatically converted at the closing of the issuer's initial public offering in accordance with the terms of a Conversion Agreement dated April 30, 2005, as amended and restated as of May 31, 2005. If the IPO had not closed, the notes would have reverted to a non-derivative security and would not be convertible, either in accordance with the terms of the notes or the agreement.
- (8) The options become exercisable in three substantially equal installments, beginning one year from the date of grant (June 24, 2006, 2007 and 2008). The first two installments will result in 3,333 options becoming exercisable, with the third installment exercisable for 3,334 shares.

Remarks:

CONFIRMING STATEMENT

This statement confirms that the undersigned, Stanley H. Moger, has authorized and designated A. John Murphy and Debra K.

Date: June 24, 2005

/s/ Stanley H. Moger

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