The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB 3235-Number: 0076

Estimated average

burden

hours per response:

4.00

1. Issuer's Identity

CIK (Filer ID Number)

Previous
Names

X None

Entity Type

X Corporation

0001441816

Name of Issuer Limited Partnership

10GEN INC Limited Liability Company

Jurisdiction of<br/>Incorporation/OrganizationGeneral Partnership<br/>Business TrustDELAWAREOther (Specify)

Year of Incorporation/Organization

X 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

10GEN INC

Street Address 1 Street Address 2

229 W. 43rd Street, 5th Floor

City State/Province/Country ZIP/PostalCode Phone Number of Issuer

NEW YORK NEW YORK 10036 1-866-237-8815

3. Related Persons

Last Name First Name Middle Name

Merriman Dwight

Street Address 1 Street Address 2

c/o MongoDB, Inc. 229 W. 43rd Street, 5th Floor

City State/Province/Country ZIP/PostalCode

New York NEW YORK 10036

**Relationship:** X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Schireson Max

Street Address 1 Street Address 2 c/o MongoDB, Inc. 229 W. 43rd Street, 5th Floor

City State/Province/Country ZIP/PostalCode

New York NEW YORK 10036

**Relationship:** X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name First Name** Middle Name Horowitz Eliot **Street Address 1 Street Address 2** c/o MongoDB, Inc. 229 W. 43rd Street, 5th Floor ZIP/PostalCode City State/Province/Country 10036 New York **NEW YORK Relationship:** X Executive Officer X Director Promoter Clarification of Response (if Necessary): **Last Name** First Name Middle Name Carey Sydney **Street Address 1 Street Address 2** c/o MongoDB, Inc. 229 W. 43rd Street, 5th Floor State/Province/Country ZIP/PostalCode City New York **NEW YORK** 10036 **Relationship:** X Executive Officer Director Promoter Clarification of Response (if Necessary): **Last Name First Name Middle Name** Ryan Kevin **Street Address 1** Street Address 2 c/o MongoDB, Inc. 229 W. 43rd Street, 5th Floor State/Province/Country ZIP/PostalCode City 10036 New York **NEW YORK Relationship:** Executive Officer X Director Promoter Clarification of Response (if Necessary): **Last Name First Name Middle Name** Wenger Albert **Street Address 1 Street Address 2** c/o MongoDB, Inc. 229 W. 43rd Street, 5th Floor State/Province/Country ZIP/PostalCode City New York **NEW YORK** 10036 **Relationship:** Executive Officer X Director Promoter Clarification of Response (if Necessary): **Last Name** First Name Middle Name Hazard Charles **Street Address 1 Street Address 2** c/o MongoDB, Inc. 229 W. 43rd Street, 5th Floor ZIP/PostalCode City State/Province/Country New York **NEW YORK** 10036 **Relationship:** Executive Officer X Director Promoter Clarification of Response (if Necessary): **Last Name First Name** Middle Name **Robles** Luis **Street Address 1 Street Address 2** c/o MongoDB, Inc. 229 W. 43rd Street, 5th Floor ZIP/PostalCode State/Province/Country City New York **NEW YORK** 10036

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name First Name** Middle Name

Weller Harry

**Street Address 1** Street Address 2 c/o MongoDB, Inc. 229 W. 43rd Street, 5th Floor

> City State/Province/Country ZIP/PostalCode

New York 10036 **NEW YORK** 

**Relationship:** Executive Officer X Director Promoter

No

Clarification of Response (if Necessary):

the Investment Company

Act of 1940?

Coal Mining

**Electric Utilities** 

**Energy Conservation Environmental Services** 

Yes

4. Industry Group

Agriculture Health Care Retailing Banking & Financial Services Biotechnology

Restaurants Commercial Banking Health Insurance Technology Insurance

Hospitals & Physicians X Computers **Investing** Pharmaceuticals Telecommunications **Investment Banking** 

Pooled Investment Fund Other Health Care Other Technology

Is the issuer registered as Manufacturing Travel an investment company under

Real Estate Airlines & Airports

Commercial **Lodging & Conventions** Construction Tourism & Travel Services

**REITS & Finance** Other Banking & Financial Services Other Travel

**Business Services** Residential Other

Energy Other Real Estate

Oil & Gas

Other Energy

5. Issuer Size

**Revenue Range** OR **Aggregate Net Asset Value Range** 

No Revenues No Aggregate Net Asset Value

\$1 - \$5,000,000 \$1 - \$1,000,000

\$1,000,001 - \$5,000,000 \$5,000,001 - \$25,000,000 \$5,000,001 -\$25,000,001 - \$50,000,000 \$25,000,000

\$25,000,001 -\$50,000,001 - \$100,000,000 \$100,000,000

Over \$100,000,000 Over \$100,000,000 X Decline to Disclose Decline to Disclose Not Applicable Not Applicable

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

Rule 504(b)(1) (not (i), (ii) or (iii)) Investment Company Act Section 3(c)

Rule 504 (b)(1)(i)	Section 3(c)(1)	Section 3(c)(9)
Rule 504 (b)(1)(ii)	Section 3(c)(2)	Section 3(c)(10)
Rule 504 (b)(1)(iii)	Section 3(c)(3)	Section 3(c)(11)
Rule 505 X Rule 506(b)	Section 3(c)(4)	Section 3(c)(12)
Rule 506(c)	Section 3(c)(5)	Section 3(c)(13)
Securities Act Section 4(a)(5)	Section 3(c)(6)	Section 3(c)(14)
	Section 3(c)(7)	

## 7. Type of Filing

X New Notice Date of First Sale 2013-10-02 First Sale Yet to Occur Amendment

## 8. Duration of Offering

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

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

X Equity
Debt
Option, Warrant or Other Right to Acquire Another Security
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security

#### 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 X No

Clarification of Response (if Necessary):

#### 11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

# 12. Sales Compensation

Recipient

(Associated) Broker or Dealer X None

Street Address 1

City

(Associated) Broker or Dealer CRD Number X None

Street Address 2

State/Province/Country

ZIP/Postal Code

Recipient CRD Number X None

City State/Province/Country ZIP/Postal Coc

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States

All States Foreign/non-US

## 13. Offering and Sales Amounts

Total Offering Amount \$149,999,922 USD or Indefinite

Total Amount Sold \$149,999,922 USD

Total Remaining to be Sold \$0 USD or Indefinite

## Clarification of Response (if Necessary):

This filing covers the purchase and sale of Series F Preferred Stock and the Common Stock issuable upon conversion of such 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, and enter the 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:

36		

## 15. Sales Commissions & Finder's 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):

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, in the accordance with applicable law, 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 the issuer 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, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

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
10GEN INC	/s/ Sydney Carey	Sydney Carey	Chief Financial Officer	2013-10-16

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this

ndertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's reservation of their anti-fraud authority.				