

FORM D

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

OMB APPROVAL

OMB Number: 3235-0076

Expires: August 31, 2015

Estimated Average burden hours
per response: 4.0

1. Issuer's Identity

CIK (Filer ID Number)

Previous Name(s) ☒ None

Entity Type

0001746178

Name of Issuer

NewEdge Signal Solutions Inc.

Jurisdiction of
Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

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

2018

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

2. Principal Place of Business and Contact Information

Name of Issuer

NewEdge Signal Solutions Inc.

Street Address 1

2 SHAKER ROAD, D209

Street Address 2

City

SHIRLEY

State/Province/Country

MASSACHUSETTS

ZIP/Postal Code

01464

Phone No. of Issuer

978-425-4000

3. Related Persons

Last Name

McIntosh

First Name

David

Middle Name

J.

Street Address 1

c/o NewEdge Signal Solutions, Inc.,

Street Address 2

2 Shaker Road, D209

City

Shirley

State/Province/Country

MASSACHUSETTS

ZIP/Postal Code

01464

Relationship:



Executive Officer



Director



Promoter

Clarification of Response (if Necessary)

CEO, President, Chief Technology Officer

Last Name

Lambalot

First Name

Thomas

Middle Name

Street Address 1

c/o NewEdge Signal Solutions, Inc.,

Street Address 2

2 Shaker Road, D209

City

State/Province/Country

ZIP/Postal Code

<div>Shirley</div>	<div>MASSACHUSETTS</div>	<div>01464</div>
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Relationship:	<div><input checked="" type="checkbox"/> Executive Officer</div>	<div><input type="checkbox"/> Director</div>	<div><input type="checkbox"/> Promoter</div>
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Clarification of Response (if Necessary)

Chief Operating Officer, Secretary and Treasurer

Last Name	First Name	Middle Name
<div>Brewington</div>	<div>James</div>	
Street Address 1	Street Address 2	
<div>c/o NewEdge Signal Solutions, Inc.,</div>	<div>2 Shaker Road, D209</div>	
City	State/Province/Country	ZIP/Postal Code
<div>Shirley</div>	<div>MASSACHUSETTS</div>	<div>01464</div>

Relationship:	<div><input type="checkbox"/> Executive Officer</div>	<div><input checked="" type="checkbox"/> Director</div>	<div><input type="checkbox"/> Promoter</div>
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
<div>Nilsson</div>	<div>Ralph</div>	
Street Address 1	Street Address 2	
<div>c/o NewEdge Signal Solutions, Inc.,</div>	<div>2 Shaker Road, D209</div>	
City	State/Province/Country	ZIP/Postal Code
<div>Shirley</div>	<div>MASSACHUSETTS</div>	<div>01464</div>

Relationship:	<div><input type="checkbox"/> Executive Officer</div>	<div><input checked="" type="checkbox"/> Director</div>	<div><input type="checkbox"/> Promoter</div>
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
<div>Stevens</div>	<div>Josie</div>	
Street Address 1	Street Address 2	
<div>c/o NewEdge Signal Solutions, Inc.,</div>	<div>2 Shaker Road, D209</div>	
City	State/Province/Country	ZIP/Postal Code
<div>Shirley</div>	<div>MASSACHUSETTS</div>	<div>01464</div>

Relationship:	<div><input type="checkbox"/> Executive Officer</div>	<div><input checked="" type="checkbox"/> Director</div>	<div><input type="checkbox"/> Promoter</div>
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Clarification of Response (if Necessary)

4. Industry Group

- ☐ Agriculture

Banking & Financial Services

☐ Commercial Banking

☐ Insurance

☐ Investing
- ☐ Health Care

☐ Biotechnology

☐ Health Insurance

☐ Hospitals & Physicians

☐ Pharmaceuticals

☐ Other Health Care

☐ Retailing

☐ Restaurants

Technology

☐ Computers

☐

- ☐ Investment Banking
☐ Pooled Investment Fund
☐ Other Banking & Financial Services
☐ Business Services
 Energy
 ☐ Coal Mining
 ☐ Electric Utilities
 ☐ Energy Conservation
 ☐ Environmental Services
 ☐ Oil & Gas
 ☐ Other Energy
☐ Manufacturing
 Real Estate
 ☐ Commercial
 ☐ Construction
 ☐ REITS & Finance
 ☐ Residential
 ☐ Other Real Estate
☐ Telecommunications
☐ Other Technology
☐ Travel
 ☐ Airlines & Airports
 ☐ Lodging & Conventions
 ☐ Tourism & Travel Services
 ☐ Other Travel
☐ Other

5. Issuer Size

Revenue Range

- ☐ No Revenues
☐ \$1 - \$1,000,000
☐ \$1,000,001 - \$5,000,000
☐ \$5,000,001 - \$25,000,000
☐ \$25,000,001 - \$100,000,000
☐ Over \$100,000,000
☒ Decline to Disclose
☐ Not Applicable

Aggregate Net Asset Value Range

- ☐ No Aggregate Net Asset Value
☐ \$1 - \$5,000,000
☐ \$5,000,001 - \$25,000,000
☐ \$25,000,001 - \$50,000,000
☐ \$50,000,001 - \$100,000,000
☐ Over \$100,000,000
☐ Decline to Disclose
☐ 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(b)		
<input type="checkbox"/>	Rule 504 (b)(1)(ii)	<input type="checkbox"/>	Rule 506(c)		
<input type="checkbox"/>	Rule 504 (b)(1)(iii)	<input type="checkbox"/>	Securities Act Section 4(a)(5)		
<input type="checkbox"/>		<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)

- ☐ Pooled Investment Fund Interests ☒ Equity
☐ Tenant-in-Common Securities ☐ Debt
 Option, Warrant or Other Right to

- ☐ Mineral Property Securities ☐ Acquire Another Security
Security to be Acquired Upon
☐ Exercise of Option, Warrant or ☐ Other (describe)
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 ☒ No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ USD

12. Sales Compensation

Recipient

Recipient CRD Number

☐ None

(Associated) Broker or Dealer

☒ None

(Associated) Broker or Dealer CRD Number

☒ None

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

State(s) of Solicitation

☐ All States

☐ Foreign/Non-US

CALIFORNIA

COLORADO

CONNECTICUT

FLORIDA

ILLINOIS

INDIANA

IOWA

KENTUCKY

MARYLAND

MASSACHUSETTS

MICHIGAN

MINNESOTA

NEVADA

NEW JERSEY

NEW YORK

NORTH
CAROLINA

PENNSYLVANIA

SOUTH
CAROLINA

TEXAS

13. Offering and Sales Amounts

Total Offering Amount \$ USD ☐ Indefinite

Total Amount Sold \$ USD

Total Remaining to be Sold \$ USD ☐ Indefinite

Clarification of Response (if Necessary)

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:

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 \$ USD ☐ Estimate

Finders' Fees \$ USD ☐ Estimate

Clarification of Response (if Necessary)

A cash commission of up to 10% of the gross purchase price and 5-year warrants to purchase shares of common stock equal to 10% of the number of securities sold in the offering to investors introduced by the placement agent

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.

\$ 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, 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, 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
NewEdge Signal Solutions Inc.	/s/ David McIntosh	David McIntosh	Chief Executive Officer	2018-07-10