

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

OMB APPROVAL
OMB Number: 3235-0076 Estimated Average burden hours per response: 4.0

FORM D

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)	Previous Name(s) <input checked="" type="checkbox"/> None	Entity Type
0001419041		<input checked="" type="checkbox"/> Corporation
Name of Issuer		<input type="checkbox"/> Limited Partnership
Tocagen Inc		<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization		<input type="checkbox"/> General Partnership
DELAWARE		<input type="checkbox"/> Business Trust
		<input type="checkbox"/> 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			
Tocagen Inc			
Street Address 1		Street Address 2	
3030 BUNKER HILL STREET, SUITE 230			
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
SAN DIEGO	CALIFORNIA	92109	(858) 412-8400

3. Related Persons

Last Name	First Name	Middle Name
Gruber	Harry	
Street Address 1	Street Address 2	
3030 Bunker Hill Street, Suite 230		
City	State/Province/Country	ZIP/Postal Code
San Diego	CALIFORNIA	92109
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Darcy	Thomas	
Street Address 1	Street Address 2	
3030 Bunker Hill Street, Suite 230		
City	State/Province/Country	ZIP/Postal Code
San Diego	CALIFORNIA	92109
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Jolly	Douglas	
Street Address 1	Street Address 2	
3030 Bunker Hill Street, Suite 230		
City	State/Province/Country	ZIP/Postal Code
San Diego	CALIFORNIA	92109
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
Berman	Dennis	
Street Address 1	Street Address 2	
3030 Bunker Hill Street, Suite 230		
City	State/Province/Country	ZIP/Postal Code
San Diego	CALIFORNIA	92109
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Berger	Franklin	M.
Street Address 1	Street Address 2	
3030 Bunker Hill Street, Suite 230		
City	State/Province/Country	ZIP/Postal Code
San Diego	CALIFORNIA	92109
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
		<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

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Last Name	First Name	Middle Name
Hasnain	Faheem	
Street Address 1	Street Address 2	
3030 Bunker Hill Street, Suite 230		
City	State/Province/Country	ZIP/Postal Code
San Diego	CALIFORNIA	92109
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
		<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

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Last Name	First Name	Middle Name
Parkinson	David	R.
Street Address 1	Street Address 2	
3030 Bunker Hill Street, Suite 230		
City	State/Province/Country	ZIP/Postal Code
San Diego	CALIFORNIA	92109
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
		<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

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Last Name	First Name	Middle Name
Schimmel	Paul	R.
Street Address 1	Street Address 2	
3030 Bunker Hill Street, Suite 230		
City	State/Province/Country	ZIP/Postal Code
San Diego	CALIFORNIA	92109
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
		<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

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Last Name	First Name	Middle Name
Kunkel	Lori	
Street Address 1	Street Address 2	
3030 Bunker Hill Street, Suite 230		
City	State/Province/Country	ZIP/Postal Code
San Diego	CALIFORNIA	92109
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
		<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

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Last Name	First Name	Middle Name
Duvall	Martin	J
Street Address 1	Street Address 2	
3030 Bunker Hill Street, Suite 230		
City	State/Province/Country	ZIP/Postal Code
San Diego	CALIFORNIA	92109
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
		<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

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4. Industry Group

☐ Agriculture

Banking & Financial Services

☐ Commercial Banking

☐ Insurance

☐ Investing

☐ Investment Banking

☐ Pooled Investment Fund

☐ Other Banking & Financial Services

Health Care

☐ Biotechnology

☐ Health Insurance

☐ Hospitals & Physicians

☒ Pharmaceuticals

☐ Other Health Care

Manufacturing

Real Estate

☐ Commercial

☐ Construction

☐ REITS & Finance

☐ Residential

☐ Other Real Estate

☐ Retailing

Restaurants

Technology

☐ Computers

☐ Telecommunications

☐ Other Technology

Travel

☐ Airlines & Airports

☐ Lodging & Conventions

☐ Tourism & Travel Services

☐ Other Travel

☐ Other

☐ Business Services

Energy

☐ Coal Mining

☐ Electric Utilities

☐ Energy Conservation

☐ Environmental Services

☐ Oil & Gas

☐ Other Energy

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"/> Investment Company Act Section 3(c) |

## 7. Type of Filing

- |  |                                      |  |
|--|--------------------------------------|--|
| <input checked="" type="checkbox"/> New Notice | Date of First Sale <b>2016-11-21</b> | <input type="checkbox"/> First Sale Yet to Occur |
| <input type="checkbox"/> 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 type="checkbox"/> Equity  |
| <input type="checkbox"/> Tenant-in-Common Securities  | <input checked="" type="checkbox"/> Debt   |
| <input type="checkbox"/> Mineral Property Securities  | <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input checked="" 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 **\$ 0 USD**

## 12. Sales Compensation

Recipient		Recipient CRD Number		<input type="checkbox"/>	None
(Associated) Broker or Dealer		<input type="checkbox"/>	None	(Associated) Broker or Dealer CRD Number	
		<input type="checkbox"/>	None		
Street Address 1		Street Address 2			
City		State/Province/Country		ZIP/Postal Code	
State(s) of Solicitation		<input type="checkbox"/>	All States		

13. Offering and Sales Amounts

Total Offering Amount	\$	10000000	USD	<input type="checkbox"/>	Indefinite
Total Amount Sold	\$	2735750	USD		
Total Remaining to be Sold	\$	7264250	USD	<input type="checkbox"/>	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: 17

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	<input type="checkbox"/>	Estimate
Finders' Fees	\$	0	USD	<input type="checkbox"/>	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	<input type="checkbox"/>	Estimate
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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 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
Tocagen Inc	Thomas E. Darcy	Thomas E. Darcy	Chief Financial Officer	2016-12-05