

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

OMB APPROVAL

OMB Number: 3235-0076
Expires: September 30, 2008
Estimated Average burden
hours per response: 4.0

FORM D

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0001419041

Previous Name(s) None

Name of Issuer

Tocagen Inc

Entity Type

- Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other

Jurisdiction of
Incorporation/Organization

DE

Year of Incorporation/Organization

- Over Five Years Ago
 Within Last Five Years (Specify Year) 2007
 Yet to Be Formed

2. Principal Place of Business and Contact
Information

Name of Issuer

Tocagen Inc

Street Address 1

3030 BUNKER HILL STREET, SUITE 230

Street Address 2

City

SAN DIEGO

State/Province/Country

CA

ZIP/Postal Code

92109

Phone No. of Issuer

(858) 412-8400

3. Related Persons

Last Name **Gruber** First Name **Harry** Middle Name
Street Address 1 **3030 Bunker Hill Street, Suite 230** Street Address 2
City **San Diego** State/Province/Country **CA** ZIP/Postal Code **92109**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Darcy** First Name **Thomas** Middle Name
Street Address 1 **3030 Bunker Hill Street, Suite 230** Street Address 2
City **San Diego** State/Province/Country **CA** ZIP/Postal Code **92109**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Jolly** First Name **Douglas** Middle Name
Street Address 1 **3030 Bunker Hill Street, Suite 230** Street Address 2
City **San Diego** State/Province/Country **CA** ZIP/Postal Code **92109**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Berman** First Name **Dennis** Middle Name
Street Address 1 **3030 Bunker Hill Street, Suite 230** Street Address 2
City **San Diego** State/Province/Country **CA** ZIP/Postal Code **92109**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

4. Industry Group

- Agriculture
- Banking & Financial Services
- Commercial Banking
 - Insurance
 - Investing
 - Investment Banking
 - Pooled Investment Fund
 - Other Banking and Financial Services
- Business Services
- Energy
- Coal Mining
 - Electric Utilities
 - Energy Conservation
 - Environmental Services
 - Oil & Gas
 - Other Energy
- 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

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 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Securities Act Section 4(6) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Investment Company Act Section 3(c) |

7. Type of Filing

- | | | |
|---|--------------------------------------|--|
| <input type="checkbox"/> New Notice | Date of First Sale 2008-09-05 | <input type="checkbox"/> First Sale Yet to Occur |
| <input checked="" 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 checked="" type="checkbox"/> Equity |
| <input type="checkbox"/> Tenant-in-Common Securities | <input type="checkbox"/> Debt |
| <input type="checkbox"/> Mineral Property Securities | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input checked="" type="checkbox"/> Other (describe) |

Series B Preferred Stock

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 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

13. Offering and Sales Amounts

Total Offering Amount	\$ 11250000 USD	<input type="checkbox"/> Indefinite
Total Amount Sold	\$ 10846000 USD	
Total Remaining to be Sold	\$ 404000 USD	<input type="checkbox"/> Indefinite

Clarification of Response (if Necessary)

Issuer may issue up to 9,000,000 shares of Series B Preferred Stock at \$1.25 per share.

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: **99**

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	\$ 29750 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 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 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.

- I also am a duly authorized representative of the other Issuer(s) in Item 1 above and authorized to sign on their behalf.

Issuer	Signature	Name of Signer	Title	Date
Tocagen Inc	Thomas E. Darcy	Thomas E. Darcy	Chief Financial Officer	2009-05-15