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

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

| OMB APPROVAL                                    |           |
|---|-----------|
| OMB Number:                                     | 3235-0076 |
| Estimated average burden<br>hours per response: | 4.00      |

**Notice of Exempt Offering of Securities**

**1. Issuer's Identity**

CIK (Filer ID Number) [0001419041](#)  
Name of Issuer [Tocagen Inc](#)  
Jurisdiction of Incorporation/Organization [DELAWARE](#)  
Year of Incorporation/Organization  
 Over Five Years Ago  
 Within Last Five Years (Specify Year) [2007](#)  
 Yet to Be Formed

Previous Names  None

Entity Type  
 Corporation  
 Limited Partnership  
 Limited Liability Company  
 General Partnership  
 Business Trust  
 Other (Specify)

**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/PostalCode [92109](#) Phone Number 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/PostalCode [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/PostalCode [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/PostalCode 92109

Relationship: [X] 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/PostalCode 92109
Relationship: [X] Executive Officer [X] Director [ ] Promoter

Clarification of Response (if Necessary):

4. Industry Group

- Agriculture
Banking & Financial Services
Commercial Banking
Insurance
Investing
Investment Banking
Pooled Investment Fund
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 OR Aggregate Net Asset Value Range
No Revenues OR No Aggregate Net Asset Value
\$1 - \$1,000,000 OR \$1 - \$5,000,000
\$1,000,001 - \$5,000,000 OR \$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000 OR \$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000 OR \$50,000,001 - \$100,000,000
Over \$100,000,000 OR Over \$100,000,000
[X] Decline to Disclose OR 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))

Rule 504 (b)(1)(i)

Rule 504 (b)(1)(ii)

Rule 504 (b)(1)(iii)

Rule 505

Rule 506

Securities Act Section 4(5)

Investment Company Act Section 3(c)

Section 3(c)(1)

Section 3(c)(2)

Section 3(c)(3)

Section 3(c)(4)

Section 3(c)(5)

Section 3(c)(6)

Section 3(c)(7)

Section 3(c)(9)

Section 3(c)(10)

Section 3(c)(11)

Section 3(c)(12)

Section 3(c)(13)

Section 3(c)(14)

**7. Type of Filing**

New Notice Date of First Sale 2009-06-12  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)**

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

Pooled Investment Fund Interests

Tenant-in-Common Securities

Mineral Property Securities

Other (describe)

Series C 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

(Associated) Broker or Dealer  None

Street Address 1

City

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

Recipient CRD Number  None

(Associated) Broker or Dealer CRD Number  None

Street Address 2

State/Province/Country

ZIP/Postal Code

Foreign/non-US

**13. Offering and Sales Amounts**

Total Offering Amount \$5,000,000 USD or  Indefinite

Total Amount Sold \$1,000,000 USD

Total Remaining to be Sold \$4,000,000 USD or  Indefinite

Clarification of Response (if Necessary):

Issuer may issue up to 3,125,000 shares of Series C Preferred Stock at \$1.60 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, 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:

**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 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 Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 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 | 2009-06-18 |

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

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