Notice of Exempt Offering of Securities

Yet to Be Formed

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: June 30, 2012
Estimated Average burden hours per response: 4.0

1. Issuer's Identity		
CIK (Filer ID Number)	Previous Name(s) 🔲 None	Entity Type
0001285550	SURGI VISION INC	Corporation
Name of Issuer		Limited Partnership
SURGIVISION INC		Limited Liability Company
Jurisdiction of Incorporation/Organization		General Partnership
DELAWARE		Business Trust
Year of Incorporation/Organiz	zation	Other
Over Five Years Ago		
Within Last Five Years (Specify Year)		

## 2. Principal Place of Business and Contact Information

Name of Issuer			
SURGIVISION INC			
Street Address 1	S	Street Address 2	
ONE COMMERCE SQUARE		SUITE 2550	
City	State/Province/Country	y ZIP/Postal Code	Phone No. of Issuer
MEMPHIS	TN	38103	9015229300

## 3. Related Persons

Last Name	First Name	Middle Name
Jenkins	Kimble	L.
Street Address 1	Street	Address 2
One Commerce Square	Suite	2550
City	State/Province/Country	ZIP/Postal Code
Memphis	TN	38103
Relationship: 🗹 Execu	tive Officer Dire	ector Promoter

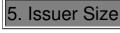
### President, Chief Executive Officer and Chairman of the Board of Directors

Last Name		First Name		Middle	Name		
Thomas		John					
Street Address 1		<u> </u>	Street Addres	ss 2			
200 North Cobb Par	rkway		Suite 140				
City		State/Provinc	e/Country	ZIP/Po	stal Code		
Marietta		GA		30062	30062		
Relationship:	Execut	ive Officer	Director		Promoter		
Clarification of Respon	nse (if Neces	sary)					
Chief Financial Office	er and Directo	r					
Last Name		First Name		Middle	Name		
Baker		Lenox					
Street Address 1			Street Addres	ss 2			
One Commerce Sq	uare		Suite 2550				
City		State/Provinc	e/Country	ZIP/Po	stal Code		
Memphis		TN		38103	3		
Relationship:	Execut	ive Officer	Director		Promoter		
Clarification of Respon	nse (if Neces	sary)					
Director							
Last Name		First Name		Middle	Name		
Bottomely		Paul					
Street Address 1			Street Addres	ss 2			
One Commerce Sq	uare		Suite 2550				
City		State/Provinc	e/Country	ZIP/Po	stal Code		
Memphis		TN		38103	3		
Relationship:	Execut	ive Officer	Director		Promoter		
Relationship: Clarification of Respon			Director		Promoter		
			Director		Promoter		

Last Name	First Name	Middle Name
Koob	Charles	
Street Address 1	Street Address 2	2
One Commerce Square	Suite 2550	
City	State/Province/Country	ZIP/Postal Code
Memphis	TN	38103
Relationship: Execu	tive Officer Director	Promoter
Clarification of Response (if Neces	ssary)	
Director		
Last Name	First Name	Middle Name
Maners	Wendelin	
Street Address 1	Street Address 2	2
One Commerce Square	Suite 2550	
City	State/Province/Country	ZIP/Postal Code
Memphis	TN	38103
Relationship:   Execu	tive Officer 🗹 Director	Promoter
Clarification of Response (if Neces	searu)	,
Director	55ai y)	
Last Name	First Name	Middle Name
Petit	Parker	
Street Address 1	Street Address	
One Commerce Square	Suite 2550	
City	State/Province/Country	ZIP/Postal Code
Memphis	IN	38103
Relationship: Execu	tive Officer 🛛 🗹 Director	Promoter
Clarification of Response (if Neces	ssary)	
Director		
Last Name	First Name	Middle Name
Piferi	Peter	
Street Address 1	Street Address 2	2
5 Musik		

City	State/Provinc			e/Country ZIP/Po		ZIP/Pos	stal Coo	de	
Irvine						92618	3		
Relationship:	Execut	tive Officer		Director			🔲 P	romoter	
Clarification of Respor	nse (if Neces	sary)							
Chief Operating Offic	er								
									•
Last Name		First Name			ľ	liddle	Name		
Thomas, Jr.		Oscar				L.			
Street Address 1			S	street Addres	ss 2				
One Commerce Sq	uare			Suite 2550					]
City		State/Provinc	e/Cou	ntry	Z	ZIP/Pos	stal Co	de	
Memphis		TN				38103	3		
Relationship:	Execut	ive Officer		Director			🔲 P	romoter	
Clarification of Respor	Clarification of Response (if Necessary)								
Vice President, Busin	ess Affairs								

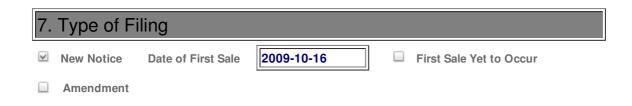
4. Industry Group		
<ul> <li>Agriculture</li> <li>Banking &amp; Financial Services</li> <li>Commercial Banking</li> <li>Insurance</li> <li>Investing</li> <li>Investment Banking</li> <li>Pooled Investment Fund</li> <li>Other Banking &amp; Financial</li> <li>Services</li> </ul>	Health Care <ul> <li>Biotechnology</li> <li>Health Insurance</li> <li>Hospitals &amp; Physicians</li> <li>Pharmaceuticals</li> <li>Other Health Care</li> </ul>	<ul> <li>Retailing</li> <li>Restaurants</li> <li>Technology</li> <li>Computers</li> <li>Telecommunications</li> <li>Other Technology</li> <li>Travel</li> </ul>
<ul> <li>Business Services</li> <li>Energy         <ul> <li>Coal Mining</li> <li>Electric Utilities</li> <li>Energy Conservation</li> <li>Environmental Services</li> <li>Oil &amp; Gas</li> <li>Other Energy</li> </ul> </li> </ul>	<ul> <li>Manufacturing</li> <li>Real Estate</li> <li>Commercial</li> <li>Construction</li> <li>REITS &amp; Finance</li> <li>Residential</li> <li>Other Real Estate</li> </ul>	<ul> <li>Airlines &amp; Airports</li> <li>Lodging &amp; Conventions</li> <li>Tourism &amp; Travel Services</li> <li>Other Travel</li> <li>Other</li> </ul>



	No Revenues	No Aggregate Net Asset Value
	\$1 - \$1,000,000	\$1 - \$5,000,000
$\checkmark$	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000
	\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000
	\$25,000,001 - \$100,000,000	\$50,000,001 - \$100,000,000
	Over \$100,000,000	Over \$100,000,000
	Decline to Disclose	Decline to Disclose
	Not Applicable	Not Applicable

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

or (iii))	Rule 505
Rule 504 (b)(1)(i)	Rule 506
Rule 504 (b)(1)(ii)	Securities Act Section 4(6)
Rule 504 (b)(1)(iii)	Investment Company Act Section 3(c)



## 8. Duration of Offering

Does the Issuer intend this offering to last more than one year?

9.	Type(s) of Securitie	es (	Offered (select all that apply)		
	Pooled Investment Fund Interests		Equity		
	Tenant-in-Common Securities		Debt		
	Mineral Property Securities		Option, Warrant or Other Right to Acquire Another Security		
	Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	V	Other (describe)		
			Convertible promissory note		
10	10. Business Combination Transaction				

Clarification of Response (if Necessary)

11. Minimum Investment			
Minimum investment accepted from any outside investor \$	2000000 USD		
12. Sales Compensation			
Recipient	Recipient CRD Number 🗹 None		
NA			
(Associated) Broker or Dealer 🗹 None	(Associated) Broker or Dealer CRD Number		
Street Address 1	Street Address 2		
NA	NA		
City	State/Province/Country ZIP/Postal Code		
NA	XX NA		
State(s) of Solicitation All States Foreign/Non-US			
МА			

## 13. Offering and Sales Amounts

Total Offering Amount	\$ 4250000	USD	Indefinite
Total Amount Sold	\$ 2000000	USD	
Total Remaining to be Sold	\$ 2250000	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:	1

### 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
ication of Response (if Necessary)			

## 16. Use of Proceeds

Clarif

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 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
SURGIVISION INC	/s/ Oscar L. Thomas, Jr.	Oscar L. Thomas, Jr.	Vice President, Business Affairs	2009-11-06