

FORM D
Notice of Exempt Offering of Securities

**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) <input type="checkbox"/> None	Entity Type
<input type="text" value="0001285550"/>	<input type="text" value="SURGI VISION INC"/>	<input checked="" type="checkbox"/> Corporation
Name of Issuer		<input type="checkbox"/> Limited Partnership
<input type="text" value="SURGIVISION INC"/>		<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization		<input type="checkbox"/> General Partnership
<input type="text" value="DELAWARE"/>		<input type="checkbox"/> Business Trust
Year of Incorporation/Organization		<input type="checkbox"/> Other
<input checked="" type="checkbox"/> Over Five Years Ago		
<input type="checkbox"/> Within Last Five Years (Specify Year)	<input type="text"/>	
<input type="checkbox"/> Yet to Be Formed		

2. Principal Place of Business and Contact Information

Name of Issuer			
<input type="text" value="SURGIVISION INC"/>			
Street Address 1		Street Address 2	
<input type="text" value="ONE COMMERCE SQUARE"/>		<input type="text" value="SUITE 2550"/>	
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
<input type="text" value="MEMPHIS"/>	<input type="text" value="TN"/>	<input type="text" value="38103"/>	<input type="text" value="9015229300"/>

3. Related Persons

Last Name	First Name	Middle Name	
<input type="text" value="Jenkins"/>	<input type="text" value="Kimble"/>	<input type="text" value="L."/>	
Street Address 1		Street Address 2	
<input type="text" value="One Commerce Square"/>		<input type="text" value="Suite 2550"/>	
City	State/Province/Country	ZIP/Postal Code	
<input type="text" value="Memphis"/>	<input type="text" value="TN"/>	<input type="text" value="38103"/>	
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

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

Last Name

Thomas

First Name

John

Middle Name

Street Address 1

200 North Cobb Parkway

Street Address 2

Suite 140

City

Marietta

State/Province/Country

GA

ZIP/Postal Code

30062

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Chief Financial Officer and Director

Last Name

Baker

First Name

Lenox

Middle Name

Street Address 1

One Commerce Square

Street Address 2

Suite 2550

City

Memphis

State/Province/Country

TN

ZIP/Postal Code

38103

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Director

Last Name

Bottomely

First Name

Paul

Middle Name

Street Address 1

One Commercer Square

Street Address 2

Suite 2550

City

Memphis

State/Province/Country

TN

ZIP/Postal Code

38103

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Director

Last Name	First Name	Middle Name	
<input type="text" value="Koob"/>	<input type="text" value="Charles"/>		
Street Address 1	Street Address 2		
<input type="text" value="One Commerce Square"/>	<input type="text" value="Suite 2550"/>		
City	State/Province/Country	ZIP/Postal Code	
<input type="text" value="Memphis"/>	<input type="text" value="TN"/>	<input type="text" value="38103"/>	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name	
<input type="text" value="Maners"/>	<input type="text" value="Wendelin"/>		
Street Address 1	Street Address 2		
<input type="text" value="One Commerce Square"/>	<input type="text" value="Suite 2550"/>		
City	State/Province/Country	ZIP/Postal Code	
<input type="text" value="Memphis"/>	<input type="text" value="TN"/>	<input type="text" value="38103"/>	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name	
<input type="text" value="Piferi"/>	<input type="text" value="Peter"/>		
Street Address 1	Street Address 2		
<input type="text" value="5 Musik"/>	<input type="text"/>		
City	State/Province/Country	ZIP/Postal Code	
<input type="text" value="Irvine"/>	<input type="text" value="CA"/>	<input type="text" value="92618"/>	
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
<input type="text" value="Thomas, Jr."/>	<input type="text" value="Oscar"/>	<input type="text" value="L."/>
Street Address 1	Street Address 2	
<input type="text" value="One Commerce Square"/>	<input type="text" value="Suite 2550"/>	

City	State/Province/Country	ZIP/Postal Code
Memphis	TN	38103

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

Vice President, Business Affairs

4. Industry Group

- | | | |
|---|--|--|
| <input type="checkbox"/> Agriculture
<input type="checkbox"/> Banking & Financial Services
<input type="checkbox"/> Commercial Banking
<input type="checkbox"/> Insurance
<input type="checkbox"/> Investing
<input type="checkbox"/> Investment Banking
<input type="checkbox"/> Pooled Investment Fund
<input type="checkbox"/> Other Banking & Financial Services
<input type="checkbox"/> Business Services
<input type="checkbox"/> Energy
<input type="checkbox"/> Coal Mining
<input type="checkbox"/> Electric Utilities
<input type="checkbox"/> Energy Conservation
<input type="checkbox"/> Environmental Services
<input type="checkbox"/> Oil & Gas
<input type="checkbox"/> Other Energy | <input type="checkbox"/> Health Care
<input type="checkbox"/> Biotechnology
<input type="checkbox"/> Health Insurance
<input type="checkbox"/> Hospitals & Physicians
<input type="checkbox"/> Pharmaceuticals
<input checked="" type="checkbox"/> Other Health Care
<input type="checkbox"/> Manufacturing
<input type="checkbox"/> Real Estate
<input type="checkbox"/> Commercial
<input type="checkbox"/> Construction
<input type="checkbox"/> REITS & Finance
<input type="checkbox"/> Residential
<input type="checkbox"/> Other Real Estate | <input type="checkbox"/> Retailing
<input type="checkbox"/> Restaurants
<input type="checkbox"/> Technology
<input type="checkbox"/> Computers
<input type="checkbox"/> Telecommunications
<input type="checkbox"/> Other Technology
<input type="checkbox"/> Travel
<input type="checkbox"/> Airlines & Airports
<input type="checkbox"/> Lodging & Conventions
<input type="checkbox"/> Tourism & Travel Services
<input type="checkbox"/> Other Travel
<input type="checkbox"/> Other |
|---|--|--|

5. Issuer Size

- | | |
|---|---|
| Revenue Range
<input type="checkbox"/> No Revenues
<input type="checkbox"/> \$1 - \$1,000,000
<input checked="" type="checkbox"/> \$1,000,001 - \$5,000,000
<input type="checkbox"/> \$5,000,001 - \$25,000,000
<input type="checkbox"/> \$25,000,001 - \$100,000,000
<input type="checkbox"/> Over \$100,000,000
<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable | Aggregate Net Asset Value Range
<input type="checkbox"/> No Aggregate Net Asset Value
<input type="checkbox"/> \$1 - \$5,000,000
<input type="checkbox"/> \$5,000,001 - \$25,000,000
<input type="checkbox"/> \$25,000,001 - \$50,000,000
<input type="checkbox"/> \$50,000,001 - \$100,000,000
<input type="checkbox"/> Over \$100,000,000
<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> 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 |
|--|-----------------------------------|

- Rule 504 (b)(1)(i)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)
- Rule 506
- Securities Act Section 4(6)
- 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
- Tenant-in-Common Securities
- Mineral Property Securities
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Other (describe)

10% senior unsecured convertible promissory notes

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	<input type="checkbox"/> None
<div style="border: 1px solid black; padding: 2px;">Gilford Securities, Incorporated</div>	<div style="border: 1px solid black; padding: 2px;">8076</div>	
(Associated) Broker or Dealer	(Associated) Broker or Dealer	<input type="checkbox"/> None
<input type="checkbox"/> None	CRD Number	<input type="checkbox"/> None
<div style="border: 1px solid black; padding: 2px;">Gilford Securities, Incorporated</div>	<div style="border: 1px solid black; padding: 2px;">8076</div>	

Street Address 1

Street Address 2

777 Third Avenue

17th Floor

City

State/Province/Country

ZIP/Postal Code

New York

NY

10017

State(s) of Solicitation

All States

Foreign/Non-US

Recipient

Recipient CRD Number

None

Rodman & Renshaw, LLC

16415

(Associated) Broker or Dealer

None

(Associated) Broker or Dealer
CRD Number

None

Rodman & Renshaw, LLC

16415

Street Address 1

Street Address 2

1251 Avenue of Americas

20th Floor

City

State/Province/Country

ZIP/Postal Code

New York

NY

10020

State(s) of Solicitation

All States

Foreign/Non-US

13. Offering and Sales Amounts

Total Offering
Amount

\$ 4600000

USD

Indefinite

Total Amount Sold

\$ 0

USD

Total Remaining to
be Sold

\$ 4600000

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:

0

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)

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 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	2010-03-04