

<b>FORM D</b>
<b>Notice of Exempt Offering of Securities</b>

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

<b>OMB APPROVAL</b>
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="TENNESSEE"/>	<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="TENNESSEE"/>	<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

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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

GEORGIA

ZIP/Postal Code

30062

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Director

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Last Name

Baker

First Name

Lenox

Middle Name

Street Address 1

One Commerce Square

Street Address 2

Suite 2550

City

Memphis

State/Province/Country

TENNESSEE

ZIP/Postal Code

38103

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Director

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Last Name

Bottomley

First Name

Paul

Middle Name

Street Address 1

One Commerce Square

Street Address 2

Suite 2550

City

Memphis

State/Province/Country

TENNESSEE

ZIP/Postal Code

38103

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Director

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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="TENNESSEE"/>	<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="Malernee, Jr."/>	<input type="text" value="James"/>	<input type="text" value="K"/>	
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="TENNESSEE"/>	<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="Pietrangelo"/>	<input type="text" value="Michael"/>	<input type="text" value="A."/>	
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="TENNESSEE"/>	<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="Spencer, Jr."/>	<input type="text" value="John"/>	<input type="text" value="N."/>
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	TENNESSEE	38103

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

Director

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Last Name	First Name	Middle Name
Carlson	David	W.

Street Address 1	Street Address 2
One Commerce Square	Suite 2550

City	State/Province/Country	ZIP/Postal Code
Memphis	TENNESSEE	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)

Chief Financial Officer

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Last Name	First Name	Middle Name
Piferi	Peter	

Street Address 1	Street Address 2
5 Musik	

City	State/Province/Country	ZIP/Postal Code
Irvine	CALIFORNIA	92618

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

Chief Operating Officer

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Last Name	First Name	Middle Name
Thomas, Jr.	Oscar	L.

Street Address 1	Street Address 2
One Commerce Square	Suite 2550

City	State/Province/Country	ZIP/Postal Code
Memphis	TENNESSEE	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

- Agriculture
- Banking & Financial Services**
  - Commercial Banking
  - Insurance
  - Investing
  - Investment Banking
  - Pooled Investment Fund
  - Other Banking & 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   | Aggregate Net Asset Value Range                       |
|---|---|
| <input type="checkbox"/> No Revenues                          | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000                    | <input type="checkbox"/> \$1 - \$5,000,000            |
| <input checked="" type="checkbox"/> \$1,000,001 - \$5,000,000 | <input type="checkbox"/> \$5,000,001 - \$25,000,000   |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000           | <input type="checkbox"/> \$25,000,001 - \$50,000,000  |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000         | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000                   | <input type="checkbox"/> Over \$100,000,000           |
| <input type="checkbox"/> Decline to Disclose                  | <input type="checkbox"/> Decline to Disclose          |
| <input type="checkbox"/> Not Applicable                       | <input type="checkbox"/> 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(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       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       Other (describe)

**Units consisting of (1) a junior secured promissory note, and (2) one share of common 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      \$  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

NA

Unknown

NA

State(s) of Solicitation  All States  Foreign/Non-US

### 13. Offering and Sales Amounts

Total Offering Amount \$ 3000000 USD  Indefinite

Total Amount Sold \$ 0 USD

Total Remaining to be Sold \$ 3000000 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 0

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 \$ 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)

**All proceeds to be used for general corporate purposes and working capital.**

## 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
<b>SURGIVISION INC</b>	<b>/s/ Oscar L. Thomas, Jr.</b>	<b>Oscar L. Thomas, Jr.</b>	<b>Vice President, Business Affairs</b>	<b>2010-10-22</b>