#### 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) None **Entity Type** 0001285550 SURGIVISION INC Corporation Name of Issuer SURGI VISION INC Limited Partnership MRI INTERVENTIONS, INC. Limited Liability Company Jurisdiction of General Partnership Incorporation/Organization 🔲 Business Trust DELAWARE Other Year of Incorporation/Organization ☑ Over Five Years Ago Within Last Five Years (Specify Year)

### 2. Principal Place of Business and Contact Information

Name of Issuer

Yet to Be Formed

MRI INTERVENTIONS, INC.			
Street Address 1	Stre	eet Address 2	
ONE COMMERCE SQUARE	S	UITE 2550	
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
MEMPHIS	TENNESSEE	38103	9015229300

### 3. Related Persons

Last Name	First Name	Middle Name
Jenkins	Kimble	
Street Address 1	Street Add	dress 2
One Commerce Square	Suite 25	50
City	State/Province/Country	ZIP/Postal Code
Memphis	TENNESSEE	38103
Relationship: 🛛 🗹 Execu	tive Officer 🛛 🗹 Directe	or Promoter

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

Last Name	First Name		Middle Name	
Bottomley	Paul		Α.	
Street Address 1		Street Address 2	2	
One Commerce Square		Suite 2550		
City	State/Province/Co	ountry	ZIP/Postal Code	
Memphis	TENNESSEE		38103	
Relationship: Execu	tive Officer	Director	Promoter	
Clarification of Response (if Neces	ssary)			
Director				
Last Name	First Name		Middle Name	
Koob	Charles		Ε.	
Street Address 1		Street Address 2	2	
One Commerce Square		Suite 2550		
City	State/Province/Co	ountry	ZIP/Postal Code	
Memphis	TENNESSEE		38103	
Relationship:	tive Officer	Director	Promoter	
Clarification of Response (if Neces	ssary)			
Director				
Last Name	First Name		Middle Name	
Malernee, Jr.	James		К	
Street Address 1		Street Address 2	2	
One Commerce Square		Suite 2550		
City	State/Province/Co	ountry	ZIP/Postal Code	
Memphis	TENNESSEE		38103	
Relationship: Execu	tive Officer	Director	Promoter	
Clarification of Response (if Neces	ssary)			
Director				

Last Name	First Name		Middle Name		
Pietrangelo	Michael		Α.		
Street Address 1		Street Address 2	2		
One Commerce Square		Suite 2550			
City	State/Province/Co	ountry	ZIP/Postal Code		
Memphis	TENNESSEE		38103		
Relationship:	tive Officer	Director	Promoter		
Clarification of Response (if Neces	ssary)				
Director					
Last Name	First Name		Middle Name		
Spencer, Jr.	John		N.		
Street Address 1		Street Address 2	2		
One Commerce Square		Suite 2550			
City	State/Province/Co	ountry	ZIP/Postal Code		
Memphis	TENNESSEE		38103	٦	
L					
Relationship: Execu	tive Officer	Director	Promoter		
Clarification of Response (if Neces	sary)				
Director					
Last Name	First Name		Middle Name		
Carlson	David		W.		
Street Address 1		Street Address 2	2		
One Commerce Square		Suite 2550			
City	State/Province/Co	ountry	ZIP/Postal Code		
Memphis	TENNESSEE		38103		
·					
Relationship: Execu	tive Officer	Director	Promoter		
Clarification of Response (if Necessary)					
Chief Financial Officer					
Last Name	First Name		Middle Name		
Piferi	Peter		G.		
Otward Addunce d					
Street Address 1		Street Address 2	2		

City	S	tate/Province	/Country	ZIP/Pos	stal Code	
Irvine		CALIFORNIA		92618	3	
<u> </u>				- <u> </u>		
Relationship:	Executiv	ve Officer	Director		Promoter	
Clarification of Respo	onse (if Necessa	ary)				
Chief Operating Offi	cer					
Last Name	F	irst Name		Middle	Name	
Thomas, Jr.		Oscar		] <b>L</b> .		
Street Address 1			Street Address	2		
One Commerce So	quare		Suite 2550			
City	S	state/Province	Country	ZIP/Pos	stal Code	
Memphis		TENNESSEE		38103	}	
	, [_					
Relationship:	Executiv	ve Officer	Director		Promoter	
riciationship.			•		•	
	onse (if Necess	arv)				
Clarification of Respo		ary)				
		ary)				
Clarification of Respo		ary)				
Clarification of Respo	ness Affairs			Middle	Name	
Clarification of Respo	ness Affairs	ary) First Name		Middle	Name	
Clarification of Respo Vice President, Busin Last Name Rooke	ness Affairs	irst Name	Street Address	К.	Name	
Clarification of Respo Vice President, Busin Last Name Rooke Street Address 1	F	irst Name	Street Address	К.	Name	
Clarification of Respo Vice President, Busin Last Name Rooke Street Address 1 One Commerce Sc	F	irst Name Andrew	Suite 2550	2 K.		
Clarification of Respo Vice President, Busin Last Name Rooke Street Address 1 One Commerce Sc City	F	irst Name Andrew Catate/Province	Suite 2550	2 ZIP/Po:	stal Code	
Clarification of Respo Vice President, Busin Last Name Rooke Street Address 1 One Commerce Sc	F	irst Name Andrew	Suite 2550	2 K.	stal Code	
Clarification of Respo Vice President, Busin Last Name Rooke Street Address 1 One Commerce Sc City Memphis	F	irst Name Andrew Control Contr	/Country	2 ZIP/Po:	stal Code	
Clarification of Respo Vice President, Busin Last Name Rooke Street Address 1 One Commerce Sc City Memphis Relationship:	F quare S Executiv	irst Name Andrew Cate/Province TENNESSEE	Suite 2550	2 ZIP/Po:	stal Code	
Clarification of Respo Vice President, Busin Last Name Rooke Street Address 1 One Commerce Sc City Memphis Relationship: Clarification of Respo	F quare S Executiv	irst Name Andrew Cate/Province TENNESSEE	/Country	2 ZIP/Po:	stal Code	
Clarification of Respo Vice President, Busin Last Name Rooke Street Address 1 One Commerce Sc City Memphis Relationship:	F quare S Executiv	irst Name Andrew Cate/Province TENNESSEE	/Country	2 ZIP/Po:	stal Code	
Clarification of Respo Vice President, Busin Last Name Rooke Street Address 1 One Commerce Sc City Memphis Relationship: Clarification of Respo	F quare S Executiv	irst Name Andrew Cate/Province TENNESSEE	/Country	2 ZIP/Po:	stal Code	
Clarification of Respo Vice President, Busin Last Name Rooke Street Address 1 One Commerce Sc City Memphis Relationship: Clarification of Respo	F quare S Executiv	irst Name Andrew Cate/Province TENNESSEE	/Country	2 ZIP/Po:	stal Code	
Clarification of Respo Vice President, Busin Last Name Rooke Street Address 1 One Commerce Sc City Memphis Relationship: Clarification of Respo Director Last Name	F	irst Name Andrew Cate/Province TENNESSEE //e Officer ary)	/Country	2 ZIP/Pos 38103	stal Code	
Clarification of Respo Vice President, Busin Last Name Rooke Street Address 1 One Commerce Sc City Memphis Relationship: Clarification of Respo Director	F	irst Name Andrew Catate/Province TENNESSEE //e Officer ary)	/Country	2 ZIP/Pos ] 38103	stal Code	
Clarification of Respo Vice President, Busin Last Name Rooke Street Address 1 One Commerce Sc City Memphis Relationship: Clarification of Respo Director Last Name	F	irst Name Andrew Cate/Province TENNESSEE //e Officer ary)	/Country	K.         2         ZIP/Pos         38103         38103         Middle         C.	stal Code	
Clarification of Respo Vice President, Busin Last Name Rooke Street Address 1 One Commerce Sc City Memphis Relationship: Clarification of Respo Director Last Name Conway	ress Affairs	irst Name Andrew Cate/Province TENNESSEE //e Officer ary)	Country /Country Director	K.         2         ZIP/Pos         38103         38103         Middle         C.	stal Code	
Clarification of Respo Vice President, Busin Last Name Rooke Street Address 1 One Commerce Sc City Memphis Relationship: Clarification of Respo Director Last Name Conway Street Address 1	ress Affairs	irst Name Andrew Cate/Province TENNESSEE //e Officer ary)	Suite 2550 /Country Director Street Address Suite 2550	K.         2         ZIP/Pos         38103         38103         Middle         C.         2	stal Code	

Relationship: Execu	tive Officer Director	Promoter
Clarification of Response (if Neces	ssary)	
Director		
Last Name	First Name	Middle Name
Ryan	Michael	J.
Street Address 1	Street Addres	s 2
One Commerce Square	Suite 2550	
City	State/Province/Country	ZIP/Postal Code
Memphis	TENNESSEE	38103
Relationship: Execu	tive Officer Director	Promoter
Clarification of Response (if Neces	ssary)	
Director		

### 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**

- No Revenues
- \$1 \$1,000,000
- \$1,000,001 \$5,000,000

### \$1 - \$5,000,000

- \$5,000,001 \$25,000,000

Aggregate Net Asset Value Range

No Aggregate Net Asset Value

	\$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
$\checkmark$	Decline to Disclose	Decline to Disclose
	Not Applicable	Not Applicable

Rule 504(b)(1) (not (i), (ii)       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)         7. Type of Filing       Investment Company Act Section 3(c)         Ø       New Notice       Date of First Sale         2011-06-30       First Sale Yet to Occur         Amendment       Amendment         8. Duration of Offering       Ves ✓ No         9. Type(s) of Securities Offered (select all that apply)         Pooled Investment Fund       Equity		6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)				
<ul> <li>Rule 504 (b)(1)(ii)</li> <li>Rule 504 (b)(1)(iii)</li> <li>Investment Company Act Section 3(c)</li> <li>7. Type of Filing         <ul> <li>New Notice Date of First Sale 2011-06-30</li> <li>First Sale Yet to Occur</li> <li>Amendment</li> </ul> </li> <li>8. Duration of Offering         <ul> <li>Does the Issuer intend this offering to last more than one year?</li> <li>Yes No</li> </ul> </li> <li>9. Type(s) of Securities Offered (select all that apply)         <ul> <li>Pooled Investment Fund</li> <li>Emity</li> </ul> </li> </ul>			Rule 505			
Rule 504 (b)(1)(iii)       Investment Company Act Section 3(c)         7. Type of Filing         New Notice       Date of First Sale         2011-06-30       First Sale Yet to Occur         Amendment         8. Duration of Offering         Does the Issuer intend this offering to last more than one year?       Yes         9. Type(s) of Securities Offered (select all that apply)         Pooled Investment Fund       Erwity		Rule 504 (b)(1)(i)	Rule 506			
7. Type of Filing         ☑ New Notice Date of First Sale 2011-06-30         □ Amendment         ☑ 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         □ Furity		Rule 504 (b)(1)(ii)	Securities Act Section 4(6)			
✓ New Notice       Date of First Sale       2011-06-30       First Sale Yet to Occur         Amendment       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       Equity		Rule 504 (b)(1)(iii)	Investment Company Act Section 3(c)			
✓ New Notice       Date of First Sale       2011-06-30       First Sale Yet to Occur         Amendment       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       Equity						
<ul> <li>Amendment</li> <li>8. Duration of Offering</li> <li>Does the Issuer intend this offering to last more than one year?  Yes  No</li> <li>9. Type(s) of Securities Offered (select all that apply)</li> <li>Pooled Investment Fund  Equity</li> </ul>	7.	Type of Filing				
8. Duration of Offering         Does the Issuer intend this offering to last more than one year?         Yes         Yes         No             9. Type(s) of Securities Offered (select all that apply)	¥	New Notice Date of First Sale	<b>2011-06-30</b> First Sale Yet to Occur			
Does the Issuer intend this offering to last more than one year? Yes Voor Noor Yes Voor		Amendment				
Does the Issuer intend this offering to last more than one year? Yes Voor Noor Yes Voor						
9. Type(s) of Securities Offered (select all that apply)	8.	Duration of Offering				
Pooled Investment Fund	Does the Issuer intend this offering to last more than one year?					
Fauity	9.	9. Type(s) of Securities Offered (select all that apply)				
Tenant-in-Common		Interests	Equity			

Debt
 Securities
 Mineral Property Securities
 Optic
 Acquire

- Option, Warrant or Other Right to Acquire Another Security
- Upon Exercise of Option, Warrant or Other Right to Acquire Security

Security to be Acquired

Other (describe)

### 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)

\$ 0 USD

12. Sales Compensation	
Recipient	Recipient CRD Number 🗹 None
None	
(Associated) Broker or Dealer 🛛 🗹 None	(Associated) Broker or Dealer
Street Address 1	Street Address 2
NA	NA
City Stat	e/Province/Country ZIP/Postal Code
	NA
State(s) of Solicitation 🛛 🗹 All States 🔲 F	oreign/Non-US

# 13. Offering and Sales Amounts

Total Offering Amount	\$ 1150000	USD	Indefinite	
Total Amount Sold	\$ 500000	USD		
Total Remaining to be Sold	\$ 650000	USD	Indefinite	
Clarification of Respo	nse (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:

### 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

inders' Fees	
--------------	--

Estimate

USD

Clarification of Response (if Necessary)

F

### 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.

\$ 68000 USD 🗹 Estim
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Clarification of Response (if Necessary)

All proceeds to be used for general corporate purposes and working capital, including payment of salaries

### 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
MRI INTERVENTIONS, INC.	Oscar L. Thomas Jr.	Oscar L. Thomas, Jr.	Vice President, Business Affairs	2011-07-14