

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   
Name of Issuer  Entity Type  
 Corporation  
 Limited Partnership  
 Limited Liability Company  
 General Partnership  
 Business Trust  
 Other  
Jurisdiction of Incorporation/Organization   
Year of Incorporation/Organization  
 Over Five Years Ago  
 Within Last Five Years (Specify Year)   
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer   
Street Address 1  Street Address 2   
City  State/Province/Country  ZIP/Postal Code  Phone No. of Issuer

3. Related Persons

Last Name  First Name  Middle Name   
Street Address 1  Street Address 2   
City  State/Province/Country  ZIP/Postal Code   
Relationship:  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)

Last Name  First Name  Middle Name   
Street Address 1  Street Address 2   
City  State/Province/Country  ZIP/Postal Code   
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
<input type="text" value="Koob"/>	<input type="text" value="Charles"/>	<input type="text" value="E."/>

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
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
<input type="text" value="Sainz"/>	<input type="text" value="Maria"/>	

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
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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
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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
<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
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Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name	
<input type="text" value="Carlson"/>	<input type="text" value="David"/>	<input type="text" value="W."/>	
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 type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			
<input type="text" value="Chief Financial Officer"/>			

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Last Name	First Name	Middle Name	
<input type="text" value="Piferi"/>	<input type="text" value="Peter"/>	<input type="text" value="G."/>	
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="CALIFORNIA"/>	<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)			
<input type="text" value="Chief Operating Officer"/>			

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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	
<input type="text" value="Memphis"/>	<input type="text" value="TENNESSEE"/>	<input type="text" value="38103"/>	
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			
<input type="text" value="Vice President, Business Affairs and Secretary"/>			

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Last Name	First Name	Middle Name	
<input type="text" value="Rooke"/>	<input type="text" value="Andrew"/>	<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)			
<input type="text"/>			

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Last Name	First Name	Middle Name
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Pizzo, M.D. Philip A.

Street Address 1

Street Address 2

One Commerce Square

Suite 2550

City

State/Province/Country

ZIP/Postal Code

Memphis

TENNESSEE

38103

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Ryan

Michael

J.

Street Address 1

Street Address 2

One Commerce Square

Suite 2550

City

State/Province/Country

ZIP/Postal Code

Memphis

TENNESSEE

38103

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Korn

Robert

C.

Street Address 1

Street Address 2

One Commerce Square

Suite 2550

City

State/Province/Country

ZIP/Postal Code

Memphis

TENNESSEE

38103

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Vice President, Global Sales and Marketing

#### 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
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

### Aggregate Net Asset Value Range

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- 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
- Tenant-in-Common Securities
- Mineral Property Securities
- 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
- 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)

## 11. Minimum Investment

Minimum investment accepted from any outside investor \$  USD

## 12. Sales Compensation

Recipient	Recipient CRD Number	<input type="checkbox"/> None
<input type="text" value="Brookline Group, LLC"/>	<input type="text" value="153587"/>	
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	<input checked="" type="checkbox"/> None
<input type="text"/>	<input type="text"/>	
Street Address 1	Street Address 2	
<input type="text" value="2501 20th Place South"/>	<input type="text" value="Suite 275"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Birmingham"/>	<input type="text" value="ALABAMA"/>	<input type="text" value="35223"/>
State(s) of Solicitation	<input checked="" type="checkbox"/> All States <input type="checkbox"/> Foreign/Non-US	

Recipient	Recipient CRD Number	<input type="checkbox"/> None
<input type="text" value="Gilford Securities Incorporated"/>	<input type="text" value="8076"/>	
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	<input checked="" type="checkbox"/> None
<input type="text"/>	<input type="text"/>	
Street Address 1	Street Address 2	
<input type="text" value="777 Third Avenue"/>	<input type="text" value="17th Floor"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="New York"/>	<input type="text" value="NEW YORK"/>	<input type="text" value="10017"/>
State(s) of Solicitation	<input type="checkbox"/> All States <input type="checkbox"/> Foreign/Non-US	

## 13. Offering and Sales Amounts

Total Offering Amount \$  USD  Indefinite  
Total Amount Sold \$  USD  
Total Remaining to be Sold \$  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:

### 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)

**Cash fee equal to 6% of gross proceeds placed by the Agent(s) plus warrants to purchase common stock equal to 10% of the shares issuable upon exercise of warrants issued to investors placed by the Agent(s).**

### 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)

**The proceeds of the offering are being used for working capital purposes, 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 offeres.
- 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.	/s/ Oscar L. Thomas, Jr.	Oscar L. Thomas, Jr.	Vice President, Business Affairs and Secretary	2014-04-01

