FORM D

Notice of Exempt Offering of Securities

Yet to Be Formed

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



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 Incorporation/Organization		General Partnership
DELAWARE		Business Trust
Year of Incorporation/Organizatio	-)n	Other
☑ Over Five Years Ago		
□ Within Last Five Years (Specify Year)		

2. Principal Place of Business and Contact Information

Name of Issuer			
MRI INTERVENTIONS, INC.			
Street Address 1		Street Address 2	
ONE COMMERCE SQUARE		SUITE 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	L.	
Street Address 1	Stre	eet Address 2	
One Commerce Square	St	uite 2550	
City	State/Province/Country	ZIP/Pos	stal Code
Memphis	TENNESSEE	38103	
Relationship: Executiv	ve Officer	Director	Promoter
Clarification of Response (if Necessary)			
President, Chief Executive Officer and	Chairman of the Board	l of Directors	

Last Name	First Name	Middle	Name
Richards	Timothy	T.	
Street Address 1	S	treet Address 2	
One Commerce Square		Suite 2550	
City	State/Province/Count	ry ZIP/Po	ostal Code
Memphis	TENNESSEE	3810	3
Relationship:	ive Officer	Director	Promoter

Clarification	of	Response	(if	Necessary)
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ast Name		First Name		Middle N	ame	
Koob		Charles		E .		
street Address 1			Street Address	2		
One Commerce Squ	iare		Suite 2550			
City		State/Province/	/Country	ZIP/Post:	al Code	
Memphis		TENNESSEF	8	38103		
Relationship:	Execut	ive Officer	Director		Promoter	
Clarification of Respon	se (if Necessary)				
Last Name		First Name		Middle N	ame	
Sainz		Maria				
Street Address 1			Street Address	2		1
One Commerce Squ	lare		Suite 2550			
City		State/Province/		ZIP/Post	al Code	
Memphis		TENNESSEE	2	38103		
Relationship:	Execut	ive Officer	Director		Promoter	
Relationship: Clarification of Respon			☑ Director		Promoter	
			Director		Promoter	
			Director		Promoter	
			Director		Promoter	
			Director	Middle N		
Clarification of Respon)	Director	I		
Clarification of Respon) First Name	Street Address	Middle N		
Clarification of Respon	ise (if Necessary) First Name		Middle N		
Clarification of Respon Last Name Pietrangelo Street Address 1	ise (if Necessary) First Name	Street Address Strite 2550	Middle N	ame	
Clarification of Respon Last Name Pietrangelo Street Address 1 One Commerce Squ	ise (if Necessary) First Name Michael	Street Address Strite 2550 Country	Middle N	ame	
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Last Name		First Name		Middle Name	
Carlson		David		W.	
Street Address 1	1	L	Street Address	2	
One Commerce Squa	are		Suite 2550		
City		State/Province/0	Country	ZIP/Postal Code	
Memphis		TENNESSEE		38103	
	1				
Relationship:	Executi	ve Officer	Director	Promoter	
Clarification of Respons	e (if Necessary))			
Chief Financial Officer					
Last Name	1	First Name		Middle Name	1
Piferi		Peter		G.	
Street Address 1			Street Address	2	
5 Musik					
City		State/Province/O	Country	ZIP/Postal Code	
Irvine		CALIFORNIA	4	92618	
			1		1
Relationship:	Executi	ve Officer	Director	Promoter	
Clarification of Respons	e (if Necessary))			
Chief Operating Office					
Last Name		First Name		Middle Name	
Thomas, Jr.		Oscar		L.	
Street Address 1	1	L	Street Address		
One Commerce Squa	are		Suite 2550		
City		State/Province/O		ZIP/Postal Code	
Memphis]	TENNESSEE		38103]
Mempins		TENNESSEE			
Polationshine	Excepti	ve Officer	Director	Promoter	
Relationship:	Executi	ve Onicer	Director	Promoter	
Clarification of Respons	e (if Necessary))			
Vice President, Busines	ss Affairs and S	ecretary			
	_				
		First Name		Middle Name	
Last Name	1				1
Last Name Rooke]	Andrew		K.	
]		Street Address	К.	
Rooke	are		Street Address	К.	
Rooke Street Address 1	are		Suite 2550	К.	
Rooke Street Address 1 One Commerce Squa	are	Andrew	Suite 2550	2 K .	
Rooke Street Address 1 One Commerce Squa City	are	Andrew	Suite 2550	2 ZIP/Postal Code	
Rooke Street Address 1 One Commerce Squa City]	Andrew	Suite 2550	2 ZIP/Postal Code	
Rooke Street Address 1 One Commerce Squa City Memphis Relationship:	Executi	Andrew State/Province/G TENNESSEE ve Officer	Suite 2550	2 ZIP/Postal Code	
Rooke Street Address 1 One Commerce Squa City Memphis	Executi	Andrew State/Province/G TENNESSEE ve Officer	Suite 2550	2 ZIP/Postal Code	
Rooke Street Address 1 One Commerce Squa City Memphis Relationship:	Executi	Andrew State/Province/G TENNESSEE ve Officer	Suite 2550	2 ZIP/Postal Code	

Pizzo, M.D.		Philip		A.	
Street Address 1			Street Address 2		
One Commerce Squar	·e		Suite 2550		
City		State/Province/	Country	ZIP/Pos	stal Code
Memphis		TENNESSEE		38103	i
Relationship:	Executi	ve 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 Squar	·e		Suite 2550		
City		State/Province/	Country	ZIP/Pos	stal Code
Memphis		TENNESSEE		38103	1
Relationship:	Executi	ve 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 Squar	·e		Suite 2550		
City		State/Province/	Country	ZIP/Pos	stal Code
Memphis		TENNESSEE		38103	;
Relationship:	Executi	ve Officer	Director		Promoter Promoter
Clarification of Response	(if Necessary))			
Vice President, Global S	alos and Marl	oting			
		keung			

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

Biotechnology

Health Insurance

Other Health Care

Hospitals & Physicians
 Pharmaceuticals

Health Care

Manufacturing

Real Estate

Commercial

Construction

Residential

REITS & Finance

Other Real Estate

- RetailingRestaurants
- -
- Technology
 - Computers
 - Telecommunications
 - Other Technology

Travel

- Airlines & Airports
- Lodging & Conventions
- Tourism & Travel Services
- Other Travel

Other

5. Issuer Size

Aggregate Net Asset Value Range

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 \checkmark Decline to Disclose Not Applicable

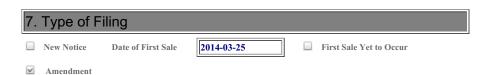
	No Aggregate Net Asset value
	\$1 - \$5,000,000
	\$5,000,001 - \$25,000,000
	\$25,000,001 - \$50,000,000
	\$50,000,001 - \$100,000,000
	Over \$100,000,000

No Aggregate Net Asset Value

- Decline to Disclose
 - Not Applicable

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

Rule 504(b)(1) (not (i), (ii) 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?

🗆 Yes 🗹 No

9.	Type(s) of Securitie	es (Offered (select all that apply)
	Pooled Investment Fund Interests		Equity
	Tenant-in-Common Securities	\checkmark	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)

10. Business Combination Transa	action
Is this offering being made in connection with a business transaction, such as a merger, acquisition or exchange of	
Clarification of Response (if Necessary)	
11. Minimum Investment	
Minimum investment accepted from any outside s	USD
12. Sales Compensation	
Recipient	Recipient CRD Number 🔲 None
Brookline Group, LLC	153587
(Associated) Broker or Dealer 🛛 🔽 None	(Associated) Broker or Dealer CRD 📈 None
Street Address 1	Street Address 2
2501 20th Place South	Suite 275
City Sta	te/Province/Country ZIP/Postal Code
Birmingham	LABAMA 35223
	LABAMA 35223 oreign/Non-US
State(s) of Solicitation	oreign/Non-US
State(s) of Solicitation All States F Recipient	Recipient CRD Number
State(s) of Solicitation All States F Recipient Gilford Securities Incorporated	oreign/Non-US Recipient CRD Number None 8076 (Associated) Broker or Dealer CRD None
State(s) of Solicitation All States F Recipient Gilford Securities Incorporated	oreign/Non-US Recipient CRD Number None 8076 (Associated) Broker or Dealer CRD None
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State(s) of Solicitation Image: State(s	oreign/Non-US Recipient CRD Number None Kassociated) Broker or Dealer CRD Number Kreet Address 2 If7th Floor te/Province/Country ZIP/Postal Code

13. Offering and Sales Amounts Total Offering Amount \$ 3725000 USD Indefinite

Total Amount Sold	\$ 3725000 USD
Total Remaining to be Sold	\$ USD Indefinite
Clarification of Response	e (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:

10

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.

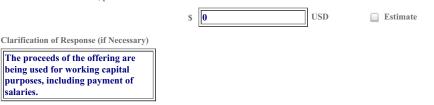
Sales Commissions	\$ 145500	USD	Estimate
Finders' Fees	\$ 0	USD	Estimate

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.



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.	/s/ Oscar L. Thomas, Jr.	Oscar L. Thomas, Jr.	Vice President, Business Affiars and Secretary	2014-04-01