

FORM D
Notice of Exempt Offering of Securities

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: August 31, 2015
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="SURGIVISION INC"/>	<input checked="" type="radio"/> Corporation
Name of Issuer	<input type="text" value="SURGI VISION INC"/>	<input type="radio"/> Limited Partnership
<input type="text" value="MRI INTERVENTIONS, INC."/>		<input type="radio"/> Limited Liability Company
Jurisdiction of Incorporation/Organization		<input type="radio"/> General Partnership
<input type="text" value="DELAWARE"/>		<input type="radio"/> Business Trust
Year of Incorporation/Organization		<input type="radio"/> Other
<input checked="" type="radio"/> Over Five Years Ago		
<input type="radio"/> Within Last Five Years (Specify Year)	<input type="text"/>	
<input type="radio"/> Yet to Be Formed		

2. Principal Place of Business and Contact Information

Name of Issuer			
<input type="text" value="MRI INTERVENTIONS, INC."/>			
Street Address 1		Street Address 2	
<input type="text" value="5 Musick"/>		<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
<input type="text" value="Irvine"/>	<input type="text" value="CALIFORNIA"/>	<input type="text" value="92618"/>	<input type="text" value="9499006833"/>

3. Related Persons

Last Name	First Name	Middle Name	
<input type="text" value="Kimble"/>	<input type="text" value="Jenkins"/>	<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)			
<input type="text" value="Chief Executive Officer and Chairman of the Board of Directors"/>			

Last Name	First Name	Middle Name
<input type="text" value="Grillo"/>	<input type="text" value="Francis"/>	<input type="text" value="P."/>
Street Address 1		Street Address 2
<input type="text"/>		<input type="text"/>

5 Musick

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

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary): President

Last Name: Piferi First Name: Peter Middle Name: G.

Street Address 1: 5 Musick Street Address 2:

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

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary): Chief Operating Officer

Last Name: Carlson First Name: David Middle Name: W.

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): Chief Financial Officer

Last Name: Maners First Name: Wendelin Middle Name:

Street Address 1: 5 Musick Street Address 2:

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

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary): Vice President, Marketing

Last Name: Korn First Name: Robert Middle Name: C.

Street Address 1

Street Address 2

5 Musick

City

State/Province/Country

ZIP/Postal Code

Irvine

CALIFORNIA

92618

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Vice President, Sales

Last Name

First Name

Middle Name

Thomas

Oscar

L.

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, Business Affairs and Secretary

Last Name

First Name

Middle Name

Sainz

Maria

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

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

Richards Timothy T.

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

Koob

Charles

E.

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

Spencer, Jr.

John

N.

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	
Rooke	Andrew	K.	
Street Address 1	Street Address 2		
One Commerce Square	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
Clarification of Response (if Necessary)			

Last Name	First Name	Middle Name	
Girin	Pascal	E.R.	
Street Address 1	Street Address 2		
One Commerce Square	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
Clarification of Response (if Necessary)			

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="radio"/> No Revenues | <input type="radio"/> No Aggregate Net Asset Value |
| <input type="radio"/> \$1 - \$1,000,000 | <input type="radio"/> \$1 - \$5,000,000 |

- | | |
|--|--|
| <input type="radio"/> \$1,000,001 - \$5,000,000 | <input type="radio"/> \$5,000,001 - \$25,000,000 |
| <input type="radio"/> \$5,000,001 - \$25,000,000 | <input type="radio"/> \$25,000,001 - \$50,000,000 |
| <input type="radio"/> \$25,000,001 - \$100,000,000 | <input type="radio"/> \$50,000,001 - \$100,000,000 |
| <input type="radio"/> Over \$100,000,000 | <input type="radio"/> Over \$100,000,000 |
| <input checked="" type="radio"/> Decline to Disclose | <input type="radio"/> Decline to Disclose |
| <input type="radio"/> Not Applicable | <input type="radio"/> 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
<input type="checkbox"/>	Rule 504 (b)(1)(i)	<input checked="" type="checkbox"/>	Rule 506(b)
<input type="checkbox"/>	Rule 504 (b)(1)(ii)	<input type="checkbox"/>	Rule 506(c)
<input type="checkbox"/>	Rule 504 (b)(1)(iii)	<input type="checkbox"/>	Securities Act Section 4(a)(5)
<input type="checkbox"/>		<input type="checkbox"/>	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)

- | | |
|--|--|
| <input type="checkbox"/> Pooled Investment Fund Interests | <input checked="" type="checkbox"/> Equity |
| <input type="checkbox"/> Tenant-in-Common Securities | <input type="checkbox"/> Debt |
| <input type="checkbox"/> Mineral Property Securities | <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| Security to be Acquired Upon | |
| <input checked="" type="checkbox"/> Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> 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 **Brookline Group, LLC** Recipient CRD Number None **153587**
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
Street Address 1 **2501 Twentieth Place South** Street Address 2 **Suite 275**
City **Birmingham** State/Province/Country **ALABAMA** ZIP/Postal Code **35223**
State(s) of Solicitation All States Foreign/Non-US

Recipient **Newport Coast Securities, Inc.** Recipient CRD Number None **16944**
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
Street Address 1 **180 Maiden Lane** Street Address 2 **17th Floor**
City **New York** State/Province/Country **NEW YORK** ZIP/Postal Code **10038**
State(s) of Solicitation All States Foreign/Non-US

Recipient **Clark Dodge & Co., Inc.** Recipient CRD Number None **23288**
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
Street Address 1 **2 Westchester Park Drive** Street Address 2 **Suite 200**
City **White Plains, NY** State/Province/Country **NEW YORK** ZIP/Postal Code **10604**
State(s) of Solicitation All States Foreign/Non-US

13. Offering and Sales Amounts

Total Offering Amount \$ **10175550** USD Indefinite
Total Amount Sold \$ **10175550** USD
Total Remaining to be Sold \$ **0** 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 7% of gross proceeds placed by the Agent(s) plus warrants to purchase common stock equal to 7% of the shares sold in the offering.

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 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, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

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	Oscar L. Thomas	Vice President, Business Affairs and Secretary	2014-12-23