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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0001285550

Name of Issuer

ClearPoint Neuro, Inc.

Jurisdiction of Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

☒ Over Five Years Ago

☐ Within Last Five Years (Specify Year)

☐ Yet to Be Formed

Previous
Names

☐ None

MRI INTERVENTIONS,
INC.

SURGIVISION INC

SURGI VISION INC

Entity Type

☒ Corporation

☐ Limited Partnership

☐ Limited Liability Company

☐ General Partnership

☐ Business Trust

☐ Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

ClearPoint Neuro, Inc.

Street Address 1

120 S. SIERRA AVENUE

City

SOLANA BEACH

State/Province/Country

CALIFORNIA

Street Address 2

SUITE 100

ZIP/PostalCode

92075

Phone Number of Issuer

9499006833

3. Related Persons

Last Name

Burnett

First Name

Joseph

Middle Name

M.

Street Address 1

120 S. Sierra Ave

Street Address 2

Suite 100

City

Solana Beach

State/Province/Country

CALIFORNIA

ZIP/PostalCode

92075

Relationship: ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

Fletcher

First Name

R.

Middle Name

John

Street Address 1

120 S. Sierra Ave

Street Address 2

Suite 100

City

Solana Beach

State/Province/Country

CALIFORNIA

ZIP/PostalCode

92075

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

Fallon

First Name

Lynnette

Middle Name

C.

Street Address 1

120 S. Sierra Ave

Street Address 2

Suite 100

City

Solana Beach

State/Province/Country

CALIFORNIA

ZIP/PostalCode

92075

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Girin	Pascal	E.R.
Street Address 1	Street Address 2	
120 S. Sierra Ave	Suite 100	
City	State/Province/Country	ZIP/PostalCode
Solana Beach	CALIFORNIA	92075
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
Johnson	B.	Kristine
Street Address 1	Street Address 2	
120 S. Sierra Ave	Suite 100	
City	State/Province/Country	ZIP/PostalCode
Solana Beach	CALIFORNIA	92075
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
Klein	Matthew	B.
Street Address 1	Street Address 2	
120 S. Sierra Ave	Suite 100	
City	State/Province/Country	ZIP/PostalCode
Solana Beach	CALIFORNIA	92075
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
Liau	Linda	M.
Street Address 1	Street Address 2	
120 S. Sierra Ave	Suite 100	
City	State/Province/Country	ZIP/PostalCode
Solana Beach	CALIFORNIA	92075
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
Richards	Timothy	T.
Street Address 1	Street Address 2	
120 S. Sierra Ave	Suite 100	
City	State/Province/Country	ZIP/PostalCode
Solana Beach	CALIFORNIA	92075
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
D'Alessandro	Danilo	
Street Address 1	Street Address 2	
120 S. Sierra Ave	Suite 100	
City	State/Province/Country	ZIP/PostalCode
Solana Beach	CALIFORNIA	92075
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Stigall	Jeremy	L.
Street Address 1	Street Address 2	
120 S. Sierra Ave	Suite 100	
City	State/Province/Country	ZIP/PostalCode

Solana Beach

CALIFORNIA

92075

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

Sabra

First Name

Mazin

Middle Name

Street Address 1

120 S. Sierra Ave

Street Address 2

Suite 100

City

Solana Beach

State/Province/Country

CALIFORNIA

ZIP/PostalCode

92075

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

4. Industry Group

<input type="checkbox"/> Agriculture	Health Care	<input type="checkbox"/> Retailing
<input type="checkbox"/> Banking & Financial Services	<input checked="" type="checkbox"/> Biotechnology	<input type="checkbox"/> Restaurants
<input type="checkbox"/> Commercial Banking	<input type="checkbox"/> Health Insurance	Technology
<input type="checkbox"/> Insurance	<input type="checkbox"/> Hospitals & Physicians	<input type="checkbox"/> Computers
<input type="checkbox"/> Investing	<input type="checkbox"/> Pharmaceuticals	<input type="checkbox"/> Telecommunications
<input type="checkbox"/> Investment Banking	<input type="checkbox"/> Other Health Care	<input type="checkbox"/> Other Technology
<input type="checkbox"/> Pooled Investment Fund		
Is the issuer registered as an investment company under the Investment Company Act of 1940?	<input type="checkbox"/> Manufacturing	Travel
<input type="checkbox"/> Yes <input type="checkbox"/> No	Real Estate	<input type="checkbox"/> Airlines & Airports
<input type="checkbox"/> Other Banking & Financial Services	<input type="checkbox"/> Commercial	<input type="checkbox"/> Lodging & Conventions
<input type="checkbox"/> Business Services	<input type="checkbox"/> Construction	<input type="checkbox"/> Tourism & Travel Services
Energy	<input type="checkbox"/> REITS & Finance	<input type="checkbox"/> Other Travel
<input type="checkbox"/> Coal Mining	<input type="checkbox"/> Residential	<input type="checkbox"/> Other
<input type="checkbox"/> Electric Utilities	<input type="checkbox"/> Other Real Estate	
<input type="checkbox"/> Energy Conservation		
<input type="checkbox"/> Environmental Services		
<input type="checkbox"/> Oil & Gas		
<input type="checkbox"/> Other Energy		

5. Issuer Size

Revenue Range	OR	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 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 checked="" 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)

☐ Investment Company Act Section 3(c)

☐ Section 3(c)(1)

☐ Section 3(c)(9)

☐ Rule 504(b)(1) (not (i), (ii) or (iii))

☐ Rule 504 (b)(1)(i)

☐ Section 3(c)(2)

☐ Section 3(c)(10)

☐ Rule 504 (b)(1)(ii)

☐ Section 3(c)(3)

☐ Section 3(c)(11)

☐ Rule 504 (b)(1)(iii)

☐ Section 3(c)(4)

☐ Section 3(c)(12)

☒ Rule 506(b)

☐ Section 3(c)(5)

☐ Section 3(c)(13)

☐ Rule 506(c)

☐ Section 3(c)(6)

☐ Section 3(c)(14)

☐ Securities Act Section 4(a)(5)

☐ Section 3(c)(7)

7. Type of Filing

☒ New Notice Date of First Sale [2025-11-20](#) ☐ 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)

☒ Equity

☐ Pooled Investment Fund Interests

☐ Debt

☐ Tenant-in-Common Securities

☐ Option, Warrant or Other Right to Acquire Another Security

☐ Mineral Property Securities

☐ 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 \$0 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

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States ☐ All States

☐ Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$17,892,698 USD or ☐ Indefinite

Total Amount Sold \$17,892,698 USD

Total Remaining to be Sold \$0 USD or ☐ Indefinite

Clarification of Response (if Necessary):

Calculated based on closing price of common stock on closing date of merger. Includes up to 205,000 shares of common stock that may be cancelled to satisfy obligations of former equityholders of IRRAS Holdings, Inc. under merger agreement.

14. Investors

☐

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the 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:

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15. Sales Commissions & Finder's 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):

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, in the accordance with applicable law, 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 the issuer 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 Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) 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
ClearPoint Neuro, Inc.	/s/ Danilo D'Alessandro	Danilo D'Alessandro	Chief Financial Officer	2026-02-05

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.