

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

1063654

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
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hours per response 16.00

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

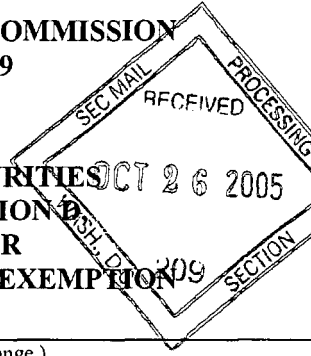


Table with SEC USE ONLY, Prefix, Serial, and DATE RECEIVED fields.



05069852

Name of Offering (Ascension Orthopedics, Inc. Series C Preferred Stock)
Filing Under (Rule 504, Rule 505, Rule 506, Section 4(6), ULOE)
Type of filing (New Filing, Amendment)

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer
Name of Issuer (Ascension Orthopedics, Inc, a Delaware corporation)
Address of Executive Offices (8700 Cameron Road, Suite 100, Austin, Texas 78754)
Telephone Number ((512) 836-5001)
Address of Principal Business Operations
Telephone Number

PROCESSED

Brief Description of Business (Orthopedic implants for small skeletal joints of the hand, upper extremity and foot.)

NOV 01 2005

Type of Business Organization (corporation, limited partnership, etc.)

THOMSON FINANCIAL

Actual or Estimated Date of Incorporation or Organization (1/1/96)
Jurisdiction of Incorporation or Organization (D, E)

GENERAL INSTRUCTIONS

Federal: Who Must File, When to File, Where to File, Copies Required, Information Required, Filing Fee.
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Handwritten signature/initials

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Klawitter, Jerome J.

Business or Residence Address (Number and Street, City, State, Zip Code)

8200 Cameron Road, Suite C140, Austin, Texas 78754

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Stephen D. Cook

Business or Residence Address (Number and Street, City, State, Zip Code)

1403 Tulane Avenue, New Orleans, Louisiana 70112-2699

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Tallman, Steven

Business or Residence Address (Number and Street, City, State, Zip Code)

Two Union Square, Suite 3300, Seattle, Washington 98101

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Moody, Trevor

Business or Residence Address (Number and Street, City, State, Zip Code)

Two Union Square, Suite 3300, Seattle, Washington 98101

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Hunter, Edwin

Business or Residence Address (Number and Street, City, State, Zip Code)

1807 Lake Street, Lake Charles, Louisiana 70601-5771

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Joe W. & Dorothy Dorsett Brown Foundation

Business or Residence Address (Number and Street, City, State, Zip Code)

1 Galeria Boulevard, Suite 2105, Metairie, Louisiana 70001

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Frazier Healthcare III, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

Two Union Square, Suite 3300, Seattle, Washington 98101

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A. BASIC IDENTIFICATION DATA

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- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Mayo Foundation for Medical Education and Research

Business or Residence Address (Number and Street, City, State, Zip Code)

200 1st Street SW, Rochester, Minnesota 55905

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Spencer Investment Corporation

Business or Residence Address (Number and Street, City, State, Zip Code)

915 Royal Street, New Orleans, Louisiana 70116

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

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Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual?..... \$ **5,000.00**
 Yes No
3. Does the offering permit joint ownership of a single unit?..... Yes No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)
None

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States)..... All States

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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity.....	\$ 5,323,745.28	\$ 5,323,745.28
	<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred	
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify _____).....	\$ _____	\$ _____
Total	\$ 5,323,745.28	\$ 5,323,745.28

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	14	\$ 5,323,745.28
Non-accredited Investors.....	0	\$ _____
Total (for filings under Rule 504 only).....		\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504.....	_____	\$ _____
Total		\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ 0
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ 0
Legal Fees	<input checked="" type="checkbox"/>	\$ 50,000.00
Accounting Fees.....	<input type="checkbox"/>	\$ 0
Engineering Fees.....	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ 0
Other Expenses (identify) Service fees associated with service fees including negotiations with franchisor, preliminary market review, site analysis and construction evaluation, search for executive staff, arranging debt financing, and due diligence.....	<input type="checkbox"/>	\$ _____
Total	<input checked="" type="checkbox"/>	\$ 50,000.00

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

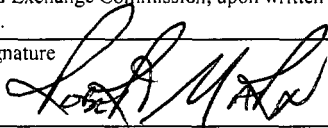
b. Enter the difference between the aggregate price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” \$ 5,273,745.28

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must be equal the adjusted gross proceeds to the issuer set forth in response to Part C - question 4.b above.

		Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees	<input checked="" type="checkbox"/>	\$	<input type="checkbox"/>	\$
Purchase of real estate	<input type="checkbox"/>	\$	<input type="checkbox"/>	\$
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	\$	<input type="checkbox"/>	\$
Construction or leasing of plant buildings and facilities	<input type="checkbox"/>	\$	<input type="checkbox"/>	\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)....	<input type="checkbox"/>	\$	<input type="checkbox"/>	\$
Repayment of indebtedness	<input type="checkbox"/>	\$	<input type="checkbox"/>	\$
Working capital	<input type="checkbox"/>	\$	<input checked="" type="checkbox"/>	\$ <u>5,273,745.28</u>
Other (specify): Inventory, Grand Opening, Training/ Travel Expenses	<input type="checkbox"/>	\$	<input type="checkbox"/>	\$
Column Totals	<input type="checkbox"/>	\$	<input type="checkbox"/>	\$
 Total Payments Listed (column totals added)	<input checked="" type="checkbox"/>	\$		\$ <u>5,273,745.28</u>

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Ascension Orthopedics, Inc.	Signature 	Date <u>09/25/05.</u>
Name of Signer (Print or Type) Rob Martin	Title of Signer (Print or Type) President	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

