

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

**FORM D**

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

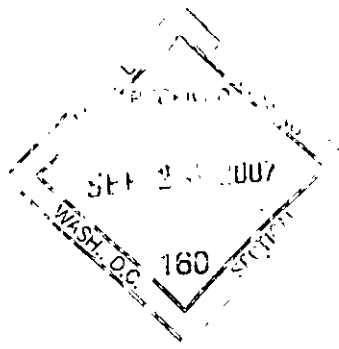
1277085  
OMB APPROVAL

OMB Number: 3235-0076  
Expires: April 30, 2008  
Estimated average burden  
hours per form.....16.00

SEC USE ONLY

Prefix Serial

DATE RECEIVED



Name of Offering ( check if this is an amendment and name has changed, and indicate change.)

**Brain Matters, Inc.: Common Stock and Series B Convertible Preferred Stock**

Filing Under (Check box(es) that apply):  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 ( check if this is an amendment and name has changed, and indicate change.)

**Brain Matters, Inc.**

Address of Executive Offices (Number and Street, City, State, Zip Code) | Telephone Number (Includ  
**3773 Cherry Creek Drive North , Ptarmigan Building, West Tower, Suite 1020, Denver, CO 80209**



**07078675**

**303-607-6518**

Address of Principal Business Operations (Number and Street, City, State, Zip Code)  
(if different from Executive Offices)

**Same as Executive Offices**

Telephone Number (Including Area Code)

**Same as Executive Offices**

**PROCESSED**

Brief Description of Business

**The issuer operates brain imaging and brain dysfunction treatment centers.**

**SEP 27 2007**

Type of Business Organization

corporation  limited partnership, already formed  other (please specify):  
 business trust  limited partnership, to be formed

**THOMSON  
FINANCIAL**

Actual or Estimated Date of Incorporation or Organization: Month Year  
01 2003  Actual  Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State;  
CN for Canada; FN for other foreign jurisdiction) **DE**

**GENERAL INSTRUCTIONS**

**Federal:**

*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).  
*When to File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.  
*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.  
*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.  
*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.  
*Filing Fee:* There is no federal 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. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

**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.**

**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  Promoter       Beneficial Owner       Executive Officer       Director       Member & Principal of the General Partner  
 Box(es) that Apply:

Full Name (Last name first, if individual)

**Adams, Ph.D, MerriBeth**

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

**3773 Cherry Creek Drive North , Ptarmigan Building, West Tower, Suite 1020, Denver, CO 80209**

Check  Promoter       Beneficial Owner       Executive Officer       Director       Member & Principal of the General Partner  
 Box(es) that Apply:

Full Name (Last name first, if individual)

**Antebi, Steven S.**

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

**3773 Cherry Creek Drive North , Ptarmigan Building, West Tower, Suite 1020, Denver, CO 80209**

Check  Promoter       Beneficial Owner       Executive Officer       Director       Member & Principal of the General Partner  
 Box(es) that Apply:

Full Name (Last name first, if individual)

**Goodhue, John M.**

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

**3773 Cherry Creek Drive North , Ptarmigan Building, West Tower, Suite 1020, Denver, CO 80209**

Check  Promoter       Beneficial Owner       Executive Officer       Director       Member & Principal of the General Partner  
 Box(es) that Apply:

Full Name (Last name first, if individual)

**Goodhue, Nancy**

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

**3773 Cherry Creek Drive North , Ptarmigan Building, West Tower, Suite 1020, Denver, CO 80209**

Check  Promoter       Beneficial Owner       Executive Officer       Director       Member & Principal of the General Partner  
 Box(es) that Apply:

Full Name (Last name first, if individual)

**Bradshaw, Vincent**

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

**3773 Cherry Creek Drive North , Ptarmigan Building, West Tower, Suite 1020, Denver, CO 80209**

Check  Promoter       Beneficial Owner       Executive Officer       Director       Member & Principal of the General Partner  
 Box(es) that Apply:

Full Name (Last name first, if individual)

**Galpin, M.D., Jeffrey**

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

**3773 Cherry Creek Drive North , Ptarmigan Building, West Tower, Suite 1020, Denver, CO 80209**

Check  Promoter       Beneficial Owner       Executive Officer       Director       Member & Principal of the General Partner  
 Box(es) that Apply:

Full Name (Last name first, if individual)

**Johnson, David Stafford**

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

**3773 Cherry Creek Drive North , Ptarmigan Building, West Tower, Suite 1020, Denver, CO 80209**

Check  Promoter       Beneficial Owner       Executive Officer       Director       Member & Principal of the General Partner  
 Box(es) that Apply:

Full Name (Last name first, if individual)

**Keeler, Dianna**

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

**3773 Cherry Creek Drive North , Ptarmigan Building, West Tower, Suite 1020, Denver, CO 80209**

**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 X  
Answer also in Appendix, Column 2, if filing under ULOE.
- 2. What is the minimum investment that will be accepted from any individual?..... N/A
- 3. Does the offering permit joint ownership of a single unit? ..... Yes X 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.

**None**

Full Name (Last name first, if individual)

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

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....  All States

**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 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.....	\$ 0.00	\$ 0.00
Equity.....	\$ _____	\$ 0.00
	<input checked="" type="checkbox"/> Common Stock* <input type="checkbox"/> Preferred	\$ 0.00
Convertible Securities (including warrants): Series B Convertible Preferred Stock** .....	\$ 2,500,000.00 *	\$ 0.00
	\$ 3,286,000.00**	\$ 0.00
Partnership Interests .....	\$ 0.00	\$ 0.00

The Issuer may not have had the necessary authority to issue the shares of Series A 10% Redeemable Convertible Cumulative Preferred Stock ("Series A Stock") and Series B Convertible Preferred Stock ("Series B Stock") issued prior to July 25, 2006 under applicable law. As a result, the Issuer is conducting a rescission offer to holders of its Series A Stock and Series B Stock issued prior to July 25, 2006.

\*The Issuer intends to offer up to 2,500,000 shares of common stock to holders of the Issuer's Series A Stock in exchange for the Series A Stock at the rate of one share of common stock for one share of Series A Stock and one share of common stock for each \$1.00 of accrued and unpaid dividends on the Series A Stock. The aggregate dollar value of the common stock offered is \$2,500,000; however, the issuer will receive no cash proceeds from the offering.

\*\*The Issuer also intends to offer up to 1,643,000 shares of newly issued Series B Stock to holders of the Issuer's previously issued Series B Stock in exchange for the Series B Stock at the rate of one share of new Series B Stock for one share of previously issued Series B Stock. The aggregate dollar value of the new Series B Stock is \$3,286,000; however, the issuer will receive no cash proceeds from the offering.

\*\*\*These numbers reflect the aggregate value of the securities to be offered. No proceeds will be realized by the Issuer.

Total .....	\$ 5,786,000.00***	\$ 0.00
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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.....	0	\$ 0.00
Non-accredited Investors.....	0	\$ 0
Total (for filings under Rule 504 only).....	N/A	\$ N/A

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.

Not Applicable

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"/>	\$ 0.00
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$ 2,500.00
Legal Fees, Accounting fees, Blue Sky Fees and Expenses.....	<input checked="" type="checkbox"/>	\$ 50,000.00
Accounting Fees.....	<input type="checkbox"/>	\$ 0.00
Engineering Fees.....	<input type="checkbox"/>	\$ 0.00
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ 0.00
Other Expense (Identify) .....	<input type="checkbox"/>	\$ 0.00
Total .....	<input checked="" type="checkbox"/>	\$ 52,500.00

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

b. Enter the difference between the aggregate offering 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"  \$ 5,733,500.00\*\*\*

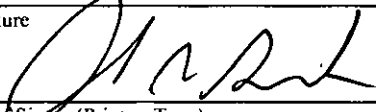
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted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

	Payment to Officers, Directors, & Affiliates	Payment To Others
Salaries and fees: .....	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Purchase of real estate .....	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
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"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Repayment of indebtedness .....	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Working capital and general corporate purposes .....	<input type="checkbox"/> \$ <u>0.00</u>	<input checked="" type="checkbox"/> \$ <u>5,733,500.00***</u>
Other (specify): _____	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Column Totals .....	<input type="checkbox"/> \$ <u>0.00</u>	<input checked="" type="checkbox"/> \$ <u>5,733,500.00***</u>
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$ <u>5,733,500.00***</u>

\*\*\*These numbers reflect the value of the securities offered. No proceeds will be realized by the Issuer.

**D. FEDERAL SIGNATURE**

The issuer had 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) <b>Brain Matters, Inc.</b>	Signature 	Date September <u>19</u> , 2007
Name of Signer (Print or Type) John M. Goodhue	Title of Signer (Print or Type) President and CEO	

**ATTENTION**

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

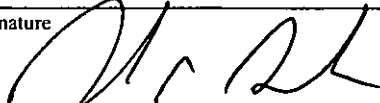
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?..... No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) <b>Brain Matters, Inc.</b>	Signature 	Date September <u>19</u> , 2007
Name of Signer (Print or Type) John M. Goodhue	Title of Signer (Print or Type) President and CEO	

**Instruction:**  
Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures

Appendix

1	2		3	4			5		
	Intend to sell to non-accredited investors in State (Part B – Item 1)			Type of security and aggregate offering price offered in state (Part C – Item 1)	Type of investor and amount purchased in state (Part C – Item 2)			Disqualification under state ULOE (if yes, attach explanation of waiver granted) (Part E – Item 1)	
State	Yes	No	Up to \$2,500,000 of Common Stock and up to \$3,286,000 Series B Convertible Preferred Stock	Number of Accredited investors	Amount	Number of Non-accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
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