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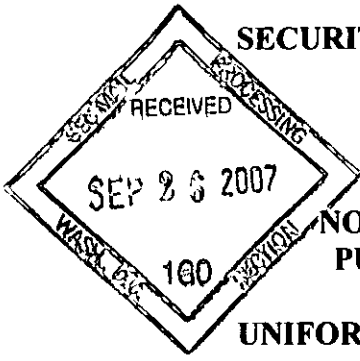
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ATTENTION

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 state exemption unless such exemption is predicated on the filing of a federal notice.

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

OMB APPROVAL	
OMB Number: 3235-0076	
Expires: April 30, 2008	
Estimated average burden hours per response. . 1	



AMENDED FORM D

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

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
COMMON STOCK (UP TO A MAXIMUM OF 1,000,000 SHARES)

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.)
Neurosoft Corp.

PROCESSED

SEP 28 2007

Address of Executive Offices (Number and Street, City, State, Zip Code)
7620 NW 6th Avenue
Boca Raton, Florida 33487

THOMSON FINANCIAL

Telephone Number (Including Area Code): ((561) 999-8855

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

Brief Description of Business

Sales of a portable, single use, multi-treatment medical device IS-3™ for relieving pain through the use of an innovative and effective medical, chip controlled auricular electro impulse stimulation device in the western hemisphere.

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month Year [07] [06] Actual Estimated
Jurisdiction of Incorporation or Organization: FL
(Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)

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)
Schuttemeyer, Michael H.

Business or Residence Address (Number and Street, City, State, Zip Code)
7620 NW 6th Avenue
Boca Raton, FL 33487

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

Full Name (Last name first, if individual)
Thomas, David E.

Business or Residence Address (Number and Street, City, State, Zip Code)
252 Redding Road
West Redding CT 0689

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

Full Name (Last name first, if individual)
Széles, Dr. Josef C.

Business or Residence Address (Number and Street, City, State, Zip Code)
7620 NW 6th Avenue
Boca Raton, FL 33487

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

Full Name (Last name first, if individual)
Paletta, Donna

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

39 Live Oak Circle
Tequesta Florida 33469

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

Full Name (Last name first, if individual)
Forsell, Richard J.

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

3724 Lake Washington BlvdNE
Kirkland, WA 98033

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

Full Name (Last name first, if individual)
Zeindlhofer, Leopold

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

7620 NW 6th Avenue
Boca Raton, FL 33487

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

Full Name (Last name first, if individual)
Turpin, Randolph A.

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

7620 NW 6th Avenue
Boca Raton, FL 33487

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

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?(this is unit the Company may accept a fractional unit) \$ 20,000

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.

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 (see appendix)
(Check "All States" or check individual States) [] All States

[AL]	[AK]	[AZ]	[AR] x	[CA]	[CO]	[CT]	[DE]	[DC]	[FL] x	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA] x	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ] x	[NM]	[NY] x	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX] x	[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 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	\$5,000,000[1]	\$545,500
[X] Common [] Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify:).	\$	\$
Total	\$ 5,000,000[1] [1]	\$545,500

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

Notes: Based on a maximum

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		\$545,500
Non-accredited Investors		\$
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, 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		\$ _____
<u>Regulation A</u>		\$ _____
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.

ASSUMES COMPLETE MAXIMUM OFFERING AND REPRESENTS PROJECTED EXPENSES

Transfer Agent's Fees	<input type="checkbox"/> \$ _____
Printing and Engraving Costs	<input type="checkbox"/> \$ _____
Legal Fees	<input checked="" type="checkbox"/> 25,000
Accounting Fees	<input type="checkbox"/> \$ _____
Engineering Fees	<input type="checkbox"/> \$ _____
Sales Commissions (specify finders' fees separately) *	<input type="checkbox"/> \$ _____
Other Expenses (identify)	<input type="checkbox"/> \$ _____
Total	<input checked="" type="checkbox"/> \$ ---

*not commissions if broker is involved only

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."

\$
4,975,000.00


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.

ASSUMES COMPLETED MAXIMUM OFFERING AND REPRESENTS PROJECTED USE OF PROCEEDS	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"/> \$2,317,000
Other (specify): Marketing and sales	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$175,000
Patent and intellectual property rights	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$450,000
Payments to Consultant	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$225,000.
Product development	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$100,000
Payment for FDA 510(k) Rights	<input type="checkbox"/> \$ 300,000	<input checked="" type="checkbox"/>
Salaries	<input checked="" type="checkbox"/> \$	
Purchase of product		<input checked="" type="checkbox"/> \$1,100,000
	\$*	\$
Column Totals		
		<input checked="" type="checkbox"/> \$ <u>4,975,000.</u>
Total Payments Listed (column totals added)		

* Not all salary is affiliate plus the above is exclusive of executive salaries which have not been finally determined.
total could be less if commission paid.

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) Neurosoft Corp.	Signature 	Date AS OF <u>9/24/07</u>
Name of Signer (Print or Type) Michael H. Schuttemeyer	Title of Signer (Print or Type) Chief Executive Officer	

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

END