

# SECURITIES AND EXCHANGE COMMISSION

## FORM D

Official notice of an offering of securities that is made without registration under the Securities Act in reliance on an exemption provided by Regulation D and Section 4(6) under the Act.

Filing Date: **2013-01-10**  
SEC Accession No. [0001446159-13-000001](#)

([HTML Version](#) on [secdatabase.com](#))

### FILER

#### **BioDrain Medical, Inc.**

CIK: [1446159](#) | IRS No.: **331007393** | State of Incorporation: **MN** | Fiscal Year End: **1231**  
Type: **D** | Act: **33** | File No.: [021-189955](#) | Film No.: **13522841**  
SIC: **3842** Orthopedic, prosthetic & surgical appliances & supplies

Mailing Address  
2060 CENTRE POINTE  
BOULEVARD  
SUITE 7  
MENDOTA HEIGHTS MN  
55120

Business Address  
2060 CENTRE POINTE  
BOULEVARD  
SUITE 7  
MENDOTA HEIGHTS MN  
55120  
(612) 850-9460

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

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	June 30, 2012
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) [0001446159](#) Previous Name(s)  None Entity Type  
 Corporation  
Name of Issuer [BioDrain Medical, Inc.](#)  Limited Partnership  
 Limited Liability Company  
Jurisdiction of Incorporation/Organization [MINNESOTA](#)  General Partnership  
 Business Trust  
Year of Incorporation/Organization  Other  
 Over Five Years Ago  
 Within Last Five Years (Specify Year)  
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer [BioDrain Medical, Inc.](#)  
Street Address 1 [2915 Commers Drive, Suite 900](#) Street Address 2  
City [Eagan](#) State/Province/Country [MINNESOTA](#) ZIP/Postal Code [55121](#) Phone No. of Issuer [\(612\) 389-4800](#)

3. Related Persons

Last Name	First Name	Middle Name
<a href="#">Gadbaw</a>	<a href="#">Lawrence</a>	<a href="#">W.</a>
Street Address 1 <a href="#">2915 Commers Drive, Suite 900</a>	Street Address 2	
City <a href="#">Eagan</a>	State/Province/Country <a href="#">MINNESOTA</a>	ZIP/Postal Code <a href="#">55121</a>

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
<a href="#">Kornberg</a>	<a href="#">Joshua</a>	
Street Address 1 <a href="#">2915 Commers Drive, Suite 900</a>	Street Address 2	
City	State/Province/Country	ZIP/Postal Code

Eagan

MINNESOTA

55121

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
Morawetz	Peter	L.
Street Address 1	Street Address 2	
2915 Commers Drive, Suite 900		
City	State/Province/Country	ZIP/Postal Code
Eagan	MINNESOTA	55121

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
McGoldrick	Thomas	J.
Street Address 1	Street Address 2	
2915 Commers Drive, Suite 900		
City	State/Province/Country	ZIP/Postal Code
Eagan	MINNESOTA	55121

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
Reding	Andrew	P.
Street Address 1	Street Address 2	
2915 Commers Drive, Suite 900		
City	State/Province/Country	ZIP/Postal Code
Eagan	MINNESOTA	55121

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
Myers	Robert	
Street Address 1	Street Address 2	
2915 Commers Drive, Suite 900		
City	State/Province/Country	ZIP/Postal Code
Eagan	MINNESOTA	55121

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Johnson	David	
Street Address 1	Street Address 2	
2915 Commers Drive, Suite 900		
City	State/Province/Country	ZIP/Postal Code
Eagan	MINNESOTA	55121

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Koenigsberger	Ricardo	
Street Address 1	Street Address 2	
2915 Commers Drive, Suite 900		
City	State/Province/Country	ZIP/Postal Code
Eagan	MINNESOTA	55121

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

#### 4. Industry Group

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> Agriculture                        | <input type="checkbox"/> Health Care                  | <input type="checkbox"/> Retailing                 |
| <input type="checkbox"/> Banking & Financial Services       | <input type="checkbox"/> Biotechnology                | <input type="checkbox"/> Restaurants               |
| <input type="checkbox"/> Commercial Banking                 | <input type="checkbox"/> Health Insurance             | <input type="checkbox"/> 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 checked="" type="checkbox"/> Other Health Care | <input type="checkbox"/> Other Technology          |
| <input type="checkbox"/> Pooled Investment Fund             | <input type="checkbox"/> Manufacturing                | <input type="checkbox"/> Travel                    |
| <input type="checkbox"/> Other Banking & Financial Services | <input type="checkbox"/> Real Estate                  | <input type="checkbox"/> Airlines & Airports       |
| <input type="checkbox"/> Business Services                  | <input type="checkbox"/> Commercial                   | <input type="checkbox"/> Lodging & Conventions     |
| <input type="checkbox"/> Energy                             | <input type="checkbox"/> Construction                 | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Coal Mining                        | <input type="checkbox"/> REITS & Finance              | <input type="checkbox"/> Other Travel              |
| <input type="checkbox"/> Electric Utilities                 | <input type="checkbox"/> Residential                  | <input type="checkbox"/> Other                     |
| <input type="checkbox"/> Energy Conservation                | <input type="checkbox"/> Other Real Estate            |  |
| <input type="checkbox"/> Environmental Services             |   |  |
| <input type="checkbox"/> Oil & Gas                          |   |  |
| <input type="checkbox"/> Other Energy                       |   |  |

#### 5. Issuer Size

- |   |   |
|---|---|
| Revenue Range                                       | 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               |

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### 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

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- |  |  |
|--|--|
| <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                                       |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)                     | <input type="checkbox"/> Securities Act Section 4(6)                               |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)                    | <input type="checkbox"/> Investment Company Act Section 3(c)                       |
|  | <input type="checkbox"/> Section 3(c)(1) <input type="checkbox"/> Section 3(c)(9)  |
|  | <input type="checkbox"/> Section 3(c)(2) <input type="checkbox"/> Section 3(c)(10) |
|  | <input type="checkbox"/> Section 3(c)(3) <input type="checkbox"/> Section 3(c)(11) |
|  | <input type="checkbox"/> Section 3(c)(4) <input type="checkbox"/> Section 3(c)(12) |
|  | <input type="checkbox"/> Section 3(c)(5) <input type="checkbox"/> Section 3(c)(13) |
|  | <input type="checkbox"/> Section 3(c)(6) <input type="checkbox"/> Section 3(c)(14) |
|  | <input type="checkbox"/> Section 3(c)(7)   |

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### 7. Type of Filing

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- New Notice Date of First Sale [2012-12-26](#)  First Sale Yet to Occur
- Amendment

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### 8. Duration of Offering

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Does the Issuer intend this offering to last more than one year?  Yes  No

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### 9. Type(s) of Securities Offered (select all that apply)

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- |  |  |
|--|--|
| <input type="checkbox"/> Pooled Investment Fund Interests  | <input type="checkbox"/> Equity  |
| <input type="checkbox"/> Tenant-in-Common Securities   | <input checked="" type="checkbox"/> Debt   |
| <input type="checkbox"/> Mineral Property Securities   | <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe)  |

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### 10. Business Combination Transaction

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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)

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### 11. Minimum Investment

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Minimum investment accepted from any outside investor \$ **0** USD

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### 12. Sales Compensation

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Recipient

Brookline Group, LLC

(Associated) Broker or Dealer  None

Brookline Group, LLC

Street Address 1

2501 20th Place South

City

Birmingham

State(s) of Solicitation  All States

Recipient CRD Number  None

153587

(Associated) Broker or Dealer CRD Number  None

153587

Street Address 2

Suite 275

State/Province/Country

ALABAMA

Foreign/Non-US

ZIP/Postal Code

35223

ALABAMA
ARIZONA
ARKANSAS
CALIFORNIA
COLORADO
CONNECTICUT
DELAWARE
DISTRICT OF COLUMBIA
FLORIDA
GEORGIA
IDAHO
ILLINOIS
INDIANA
KANSAS
LOUISIANA
MARYLAND
MASSACHUSETTS
MICHIGAN
MINNESOTA
MISSISSIPPI
MISSOURI
NEBRASKA
NEVADA
NEW JERSEY
NEW YORK
NORTH CAROLINA
OHIO
OKLAHOMA
OREGON
PENNSYLVANIA
RHODE ISLAND
SOUTH CAROLINA
TENNESSEE
TEXAS
UTAH

VIRGINIA
WASHINGTON
WEST VIRGINIA
WISCONSIN
WYOMING

### 13. Offering and Sales Amounts

Total Offering Amount     \$ 300,000 USD or  Indefinite

Total Amount Sold         \$ 275,000 USD

Total Remaining to be Sold \$ 25,000 USD or  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 \$ 24,000 USD  Estimate

Finders' Fees         \$ 0         USD  Estimate

Clarification of Response (if Necessary)

Placement Agent to receive cash equal to 8% gross proceeds raised through investors introduced by it and warrants to purchase common stock equal to 8% of the total number of shares of Common Stock into which the Notes issued at Closing are convertible.

### 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.

\$ 33,000 USD  Estimate

Clarification of Response (if Necessary)

Estimated \$33,000 used for salary and stipends due to officers and directors.

### 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 the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

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
BioDrain Medical, Inc.	Robert Myers	Robert Myers	Chief Financial Officer	2013-01-10

*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.