

# 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: **2010-06-01**  
SEC Accession No. **0001465369-10-000001**

([HTML Version](#) on [secdatabase.com](http://secdatabase.com))

### FILER

#### General Fusion Inc.

CIK: **1465369** | IRS No.: **000000000** | State of Incorporation: **A1** | Fiscal Year End: **1231**  
Type: **D** | Act: **33** | File No.: **021-142771** | Film No.: **10868932**

#### Mailing Address

2900 - 550 BARRARD STREET  
VANCOUVER A1 V6C 0A3

#### Business Address

108 - 3680 BONNEVILLE  
PLACE  
BURNABY A1 V3N 4T5  
604-631-4813

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

Notice of Exempt Offering of Securities

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

1. Issuer's Identity

CIK (Filer ID Number) [0001465369](#) Previous Name(s)  None Entity Type  Corporation

Name of Issuer [General Fusion Inc.](#)  Limited Partnership

Jurisdiction of Incorporation/Organization [BRITISH COLUMBIA, CANADA](#)  Limited Liability Company

Year of Incorporation/Organization  Over Five Years Ago  General Partnership

Within Last Five Years (Specify Year)  Business Trust

Yet to Be Formed  Other

2. Principal Place of Business and Contact Information

Name of Issuer [General Fusion Inc.](#)

Street Address 1 [108 - 3680 BONNEVILLE PLACE](#) Street Address 2

City [BURNABY](#) State/Province/Country [BRITISH COLUMBIA, CANADA](#) ZIP/Postal Code [V3N 4T5](#) Phone No. of Issuer [604-439-3003](#)

3. Related Persons

Last Name [Connor](#) First Name [Denis](#) Middle Name [J](#)

Street Address 1 [6648 Marine Drive](#) Street Address 2

City [West Vancouver](#) State/Province/Country [BRITISH COLUMBIA, CANADA](#) ZIP/Postal Code [V7W 2S9](#)

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name [Laberge](#) First Name [Michel](#) Middle Name

Street Address 1 [5925 Falcon Road](#) Street Address 2

City [West Vancouver](#) State/Province/Country [BRITISH COLUMBIA, CANADA](#) ZIP/Postal Code [V7W 1W5](#)

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

---

Last Name	First Name	Middle Name
Brown	Michael	J
Street Address 1	Street Address 2	
2000 - 1199 Marinaside Crescent		
City	State/Province/Country	ZIP/Postal Code
Vancouver	BRITISH COLUMBIA, CANADA	V6Z 2Y2

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

---

Last Name	First Name	Middle Name
Richardson	Douglas	
Street Address 1	Street Address 2	
2305 East Road		
City	State/Province/Country	ZIP/Postal Code
Anmore	BRITISH COLUMBIA, CANADA	V3H 5G9

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

---

Last Name	First Name	Middle Name
Dekleer	Rolf	
Street Address 1	Street Address 2	
2600 - 1055 West Georgia Street		
City	State/Province/Country	ZIP/Postal Code
Vancouver	BRITISH COLUMBIA, CANADA	V6E 3R5

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

---

Last Name	First Name	Middle Name
Lese	William	
Street Address 1	Street Address 2	
340 Madison Avenue, 18th Floor		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

---

Last Name	First Name	Middle Name
de Boer	Klaas	
Street Address 1	Street Address 2	
3rd Floor, Standbrook House	2-5 Old Bond Street	
City	State/Province/Country	ZIP/Postal Code
London , England	UNITED KINGDOM	W1S 4PD

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 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 checked="" 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               |

---

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

---

- |  |  |
|--|--|
| <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)   |

---

**7. Type of Filing**

---

New Notice Date of First Sale [2010-05-21](#)  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)**

---

Pooled Investment Fund Interests

Equity

Tenant-in-Common Securities

Debt

Mineral Property Securities

Option, Warrant or Other Right to Acquire Another Security

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 \$ [1,000,000](#) USD or  Indefinite

Total Amount Sold \$ [1,000,000](#) USD

Total Remaining to be Sold \$ [0](#) 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:

1

## 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 \$ 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)

The offering will not result in any payments to persons named in Item 3. Persons named in Item 3, where applicable, will continue to receive their regular salary from the company but will not receive payments as a result of the completion of the offering

## 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
General Fusion Inc.	Susan Koch	Susan Koch	Chief Financial Officer	2010-06-01

*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.

---