

# 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: **2011-11-07**  
SEC Accession No. **0001013762-11-002883**

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

### FILER

#### **Intellicell Biosciences, Inc.**

CIK: **1125280** | IRS No.: **911966948** | State of Incorporation: **NV** | Fiscal Year End: **1231**  
Type: **D** | Act: **33** | File No.: **021-168335** | Film No.: **111185489**  
SIC: **3841** Surgical & medical instruments & apparatus

#### Mailing Address

*30 EAST 76TH STREET, 6TH  
FLOOR  
NEW YORK NY 10021*

#### Business Address

*30 EAST 76TH STREET, 6TH  
FLOOR  
NEW YORK NY 10021  
(212) 249-3050*

**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)<br><a href="#">0001125280</a>   | Previous Name(s) <input type="checkbox"/> None<br><a href="#">Media Exchange Group, Inc.</a> | Entity Type<br><input checked="" type="checkbox"/> Corporation |
| Name of Issuer<br><a href="#">Intellicell Biosciences, Inc.</a>                               | <a href="#">CHINA WIRELESS COMMUNICATIONS INC</a>  | <input type="checkbox"/> Limited Partnership                   |
| Jurisdiction of Incorporation/Organization<br><a href="#">NEVADA</a>                          | <a href="#">I TRACK INC</a>  | <input type="checkbox"/> Limited Liability Company             |
| Year of Incorporation/Organization<br><input checked="" type="checkbox"/> Over Five Years Ago |  | <input type="checkbox"/> General Partnership                   |
| <input type="checkbox"/> Within Last Five Years (Specify Year)                                |  | <input type="checkbox"/> Business Trust                        |
| <input type="checkbox"/> Yet to Be Formed   |  | <input type="checkbox"/> Other                                 |

**2. Principal Place of Business and Contact Information**

|  |  |  |   |
|--|--|--|---|
| Name of Issuer<br><a href="#">Intellicell Biosciences, Inc.</a>    |  |  |   |
| Street Address 1<br><a href="#">30 EAST 76TH STREET, 6TH FLOOR</a> |  | Street Address 2                         |   |
| City<br><a href="#">NEW YORK</a>                                   | State/Province/Country<br><a href="#">NEW YORK</a> | ZIP/Postal Code<br><a href="#">10021</a> | Phone No. of Issuer<br><a href="#">(212) 249-3050</a> |

**3. Related Persons**

|  |  |  |
|--|--|--|
| Last Name<br><a href="#">Victor</a>                                | First Name<br><a href="#">Steven</a>               | Middle Name<br><a href="#">A</a>         |
| Street Address 1<br><a href="#">30 EAST 76TH STREET, 6TH FLOOR</a> |  | Street Address 2                         |
| City<br><a href="#">NEW YORK</a>                                   | State/Province/Country<br><a href="#">NEW YORK</a> | ZIP/Postal Code<br><a href="#">10021</a> |

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

|  |  |  |
|--|--|--|
| Last Name<br><a href="#">Goldfarb</a>                              | First Name<br><a href="#">Stuart</a>               | Middle Name                              |
| Street Address 1<br><a href="#">30 EAST 76TH STREET, 6TH FLOOR</a> |  | Street Address 2                         |
| City<br><a href="#">NEW YORK</a>                                   | State/Province/Country<br><a href="#">NEW YORK</a> | ZIP/Postal Code<br><a href="#">10021</a> |

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

|   |   |                                 |
|---|---|---------------------------------|
| Last Name<br><b>Mazur</b>                                 | First Name<br><b>Leonard</b>              | Middle Name                     |
| Street Address 1<br><b>30 EAST 76TH STREET, 6TH FLOOR</b> | Street Address 2                          |                                 |
| City<br><b>NEW YORK</b>                                   | State/Province/Country<br><b>NEW YORK</b> | ZIP/Postal Code<br><b>10021</b> |

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 checked="" 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 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 checked="" 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 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)

- Rule 504(b)(1) (not (i), (ii) or (iii))  Rule 505
- Rule 504 (b)(1)(i)  Rule 506
- Rule 504 (b)(1)(ii)  Securities Act Section 4(6)
- Rule 504 (b)(1)(iii)  Investment Company Act Section 3(c)

- Section 3(c)(1)     Section 3(c)(9)
- Section 3(c)(2)     Section 3(c)(10)
- Section 3(c)(3)     Section 3(c)(11)
- Section 3(c)(4)     Section 3(c)(12)
- Section 3(c)(5)     Section 3(c)(13)
- Section 3(c)(6)     Section 3(c)(14)
- Section 3(c)(7)

**7. Type of Filing**

- New Notice Date of First Sale [2011-10-11](#)     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)**

- |  |  |
|--|--|
| <input type="checkbox"/> Pooled Investment Fund Interests  | <input checked="" type="checkbox"/> Equity   |
| <input type="checkbox"/> Tenant-in-Common Securities   | <input 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)  |

**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 \$ [20,000](#) USD

**12. Sales Compensation**

|  |   |  |
|--|---|--|
| Recipient<br><a href="#">Garden State Securities, Inc</a>                                      | Recipient CRD Number <input type="checkbox"/> None<br><a href="#">10083</a>                               |  |
| (Associated) Broker or Dealer <input checked="" type="checkbox"/> None<br><a href="#">None</a> | (Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None<br><a href="#">None</a> |  |
| Street Address 1<br><a href="#">328 Newman Springs Road</a>                                    | Street Address 2  |  |
| City<br><a href="#">Red Bank</a>   | State/Province/Country<br><a href="#">NEW JERSEY</a>  | ZIP/Postal Code<br><a href="#">07701</a> |
| State(s) of Solicitation <input type="checkbox"/> All States                                   | <input type="checkbox"/> Foreign/Non-US   |  |

**NEW YORK**

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### 13. Offering and Sales Amounts

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Total Offering Amount \$ 10,000,000 USD or  Indefinite

Total Amount Sold \$ 340,000 USD

Total Remaining to be Sold \$ 9,660,000 USD or  Indefinite

Clarification of Response (if Necessary)

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### 14. Investors

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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:

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### 15. Sales Commissions & Finders' Fees Expenses

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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 \$ 39,000 USD  Estimate

Finders' Fees \$ 0 USD  Estimate

Clarification of Response (if Necessary)

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### 16. Use of Proceeds

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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)

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### Signature and Submission

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**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       |
|-------------------------------|----------------------|------------------|-------------------------|------------|
| Intellicell Biosciences, Inc. | /s/ Steven A. Victor | Steven A. Victor | Chief Executive Officer | 2011-11-07 |

*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.