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: **2021-07-02 SEC Accession No.** 0001870663-21-000001

(HTML Version on secdatabase.com)

FILER

Perceptive Capital Flagship Fund of Perceptive Capital Platform, LLC

CIK:1870663| IRS No.: 000000000 | State of Incorp.:DE | Fiscal Year End: 1231

Type: D | Act: 33 | File No.: 021-405159 | Film No.: 211071161

Mailing Address 101 HUDSON STREET **SUITE 2100** JERSEY CITY NJ 07302 **Business Address** 101 HUDSON STREET **SUITE 2100** JERSEY CITY NJ 07302 202-900-1023

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 **FORM D**

Notice of Exempt Offering of Securities

OMB	APPR	ROVAL
OMB Num	nber:	3235-0076
Expires:	June 30, 2012	
Estimated burden	average	
hours per		4.00

response:

1. Issuer's Identity			
CIK (Filer ID Number)	Previous Name(s) 🗷 No	ne	Entity Type
0001870663			□Corporation
Name of Issuer			☐ Limited Partnership
Perceptive Capital Flagship Fun			☑ Limited Liability Company
Perceptive Capital Platform, LLC Jurisdiction of Incorporation/	•		☐ General Partnership
Organization			☐ Business Trust
DELAWARE			□Other
Year of Incorporation/Organization	n		
☐ Over Five Years Ago			
☑ Within Last Five Years (Specify)	y Year) 2021		
☐ Yet to Be Formed			
2. Principal Place of Business	and Contact Information		
Name of Issuer			
	d of Perceptive Capital Platform, LLC		
Street Address 1			Address 2
101 HUDSON STREET		SUITE	
•	ate/Province/Country		stal Code Phone No. of Issuer
JERSEY CITY N	EW JERSEY	07302	2 202-900-1023
3. Related Persons			
Last Name	First Name		Middle Name
Hassan	Ali		
Street Address 1	Street Address 2		
101 Hudson Street	Suite 2100		
City	State/Province/Country		ZIP/Postal Code
Jersey City	NEW JERSEY		07302
Relationship: Executive Office	er □ Director □ Promoter		
Clarification of Response (if Nece	essary)		
Manager of Manager			
4. Industry Group			

Banking & Financial Services Commercial Banking Health Insurance Technology Computers Insurance Hospitals & Physicians Computers Investing Pharmaceuticals Telecommunications Investment Banking Other Health Care Other Technology Pooled Investment Fund Manufacturing Real Estate Airlines & Airports Private Equity Fund Commercial Airlines & Airports Venture Capital Fund Construction Lodging & Conventions Other Investment Fund RelTS & Finance Tourism & Travel Services Investment Company under the Investment Company Act of 1940? Yes ②No Other Banking & Financial Services Business Services Energy Coal Mining Electric Utilities Energy Conservation Environmental Services Other Energy Sissuer Size Aggregate Net Asset Value Range No Revenues No Aggregate Net Asset Value No Aggregate Net Asset Value Range No Aggregate Net Asset Value No Aggregate Net Asset Value Range No Aggregate Net Asset Value Other Investments No Aggregate Net Asset Value No Aggregate Net Asset Value No Aggregate Net Asset Value No Aggregate Net Asset Value No Revenues No Aggregate Net Asset Value No Aggregate Net Asset Value No Revenues No Aggregate Net Asset Value No Aggregate Net Asset Value No Revenues No Revenues No Aggregate Net Asset Value No Revenues No Rev		Ag	riculture		He	alth Care	9			Retailing	
Commercial Banking		Ba	nking & Financial Service	es		Biotechn	olo	gy	П	· ·	
Insurance			Commercial Banking				rance	_			
Investing			Insurance	☐ Hospitals & Physicians				Physicians			
Investment Banking			Investing		-					·	
Hedge Fund			Investment Banking			Other He	ealtl	h Care			
☑ Hedge Fund Real Estate Travel ☐ Private Equity Fund ☐ Commercial ☐ Airlines & Airports ☐ Venture Capital Fund ☐ Construction ☐ Lodging & Conventions ☐ Other Investment Fund ☐ REITS & Finance ☐ Tourism & Travel Services *Is the issuer registered as an investment company under the Investment Company Act of 1940? ☐ Other Real Estate ☐ Other Travel ☐ Yes ☑No ☐ Other Banking & Financial Services ☐ Business Services Energy ☐ Coal Mining ☐ Electric Utilities ☐ Energy Conservation ☐ Environmental Services ☐ Other Energy ☐ Other Energy Aggregate Net Asset Value Range		X	Pooled Investment Fund		Ma	ınufactur	ing	7		••	
Venture Capital Fund					_					Travel	
Other Investment Fund REITS & Finance Tourism & Travel Services *Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No Other Banking & Financial Services Business Services Energy Coal Mining Electric Utilities Energy Conservation Environmental Services Oil & Gas Other Energy Aggregate Net Asset Value Range			☐ Private Equity Fund							·	
*Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes INO Other Banking & Financial Services Business Services Energy Coal Mining Electric Utilities Energy Conservation Environmental Services Oil & Gas Other Energy Aggregate Net Asset Value Range			☐ Venture Capital Fund		☐ REITS & Finance					• •	
investment company under the Investment Company Act of 1940? Yes No Other Banking & Financial Services Business Services Energy Coal Mining Electric Utilities Energy Conservation Environmental Services Oil & Gas Other Energy Oth			☐ Other Investment Fund								es
 □ Other Banking & Financial Services □ Business Services □ Energy □ Coal Mining □ Electric Utilities □ Energy Conservation □ Environmental Services □ Oil & Gas □ Other Energy 5. Issuer Size Revenue Range Aggregate Net Asset Value Range			investment company under Investment Company Act of	the	_			Estate			
Services Business Services Energy Coal Mining Electric Utilities Energy Conservation Environmental Services Oil & Gas Other Energy 5. Issuer Size Aggregate Net Asset Value Range			☐ Yes ☒No								
Business Services Energy Coal Mining Electric Utilities Energy Conservation Environmental Services Oil & Gas Other Energy 5. Issuer Size Revenue Range Aggregate Net Asset Value Range			Other Banking & Financial								
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☐ Oil & Gas ☐ Other Energy 5. Issuer Size Revenue Range Aggregate Net Asset Value Range			••								
□ Other Energy 5. Issuer Size Revenue Range Aggregate Net Asset Value Range											
5. Issuer Size Revenue Range Aggregate Net Asset Value Range		_									
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No Revenues No Addredate Net Asset Value			C					C		C	
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□ \$1,000,001 - \$5,000,000 □ \$5,000,001 - \$25,000,000							_				
□ \$5,000,001 - \$25,000,000 □ \$25,000,000		-									
□ \$25,000,001 - \$100,000,000 □ \$50,000,001 - \$100,000,000		-								0,000	
□ Over \$100,000,000 □ Over \$100,000,000							_				
□ Decline to Disclose ☑ Decline to Disclose						X]				
□ Not Applicable □ Not Applicable		No	t Applicable]	Not Applicable			
6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)	6. F	ede	eral Exemption(s) and Excl	usion(s)	Clai	med (sel	ect	all that apply)			
□ Rule 504(b)(1) (not (i), (ii) or (iii)) □Rule 505	□R	Rule	504(b)(1) (not (i), (ii) or (iii))	□Rule 50)5						
□ Rule 504 (b)(1)(i) □ Rule 506	□R	Rule	504 (b)(1)(i)	□Rule 50	06						
□ Rule 504 (b)(1)(ii) □ Securities Act Section 4(6)	□R	Rule	504 (b)(1)(ii)	□Securit	ies A	Act Sectio	n 4	(6)			
□ Rule 504 (b)(1)(iii) ☑Investment Company Act Section 3(c)	□R										
✓Section 3(c)(1) □Section 3(c)(9)				ℤSe	ction	n 3(c)(1)		Section 3(c)(9)			
\square Section 3(c)(2) \square 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 ▼ First Sale You	et to Occur		
☐ Amendment			
8. Duration of Offering			
Does the Issuer intend this offering to last more th	an 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 Another Security	Other Right to Acquire
Security to be Acquired Upon Exercise of Optio Right to Acquire Security	n, Warrant or Other	☐ Other (describe)	
10. Business Combination Transaction			
Is this offering being made in connection with a buacquisition or exchange offer?	usiness combination trar	nsaction, such as a me	erger, □ Yes∡ No
Clarification of Response (if Necessary)			
11. Minimum Investment			
Minimum investment accepted from any outside in	nvestor\$ 100,000 USD		
12. Sales Compensation			
Recipient	Recipient CRD N	umber	
(Associated) Broker or Dealer ☐ None	(Associated) Brok Number	ker or Dealer CRD	□None
Street Address 1	Street Address 2		
City	State/Province/Co	ountry	ZIP/Postal Code
State(s) of Solicitation (select all that apply)			
apply) Check "All States" or check individual States	tes ☐ Foreign/non-U\$	5	
13. Offering and Sales Amounts			
Total Offering Amount \$ USD or ☑ Indefinite	е		

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\$ 0 USD

Total Amount Sold

Total	I Remaining to be Sold\$ USD or ∡ Indefinite	
Clari	ification of Response (if Necessary)	
14. I	nvestors	
	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:	0
15. 8	Sales Commissions & Finders' Fees Expenses	
	vide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expend ot known, provide an estimate and check the box next to the amount.	iture
Sale	es Commissions \$ 0 USD ☐ Estimate	
Find	ers' Fees \$ 0 USD □ Estimate	
Clar	rification of Response (if Necessary)	
16. l	Use of Proceeds	
the p	vide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to an persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the an nknown, provide an estimate and check the box next to the amount.	
\$ 0) USD	
Clari	ification of Response (if Necessary)	
Sign	nature and Submission	
clic	ease verify the information you have entered and review the Terms of Submission below before signing a cking SUBMIT below to file this notice.	nd

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
Perceptive Capital Flagship Fund of Perceptive Capital Platform, LLC	/s/Ali Hassan	Ali Hassan	Manager of Manager	2021-07-02

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.