

SECURITIES AND EXCHANGE COMMISSION

FORM REGDEX

Notice of sale of securities [Regulation D and Section 4(6) of the Securities Act of 1933], item
05

Filing Date: **2009-01-26**
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(HTML Version on secdatabase.com)

FILER

NOVUS BIOLOGICALS LLC

CIK: **1455433** | IRS No.: **000000000** | State of Incorporation: **DE**
Type: **REGDEX** | Act: **34** | File No.: **021-126665** | Film No.: **09001981**

Mailing Address
8100 SOUTHPARK WAY,
STE. A-8
LITTLETON CO 80120

Business Address
8100 SOUTHPARK WAY,
STE. A-8
LITTLETON CO 80120
303-730-1950

1455 433

FORM D

OMB APPROVAL

OMB Number: 3235-0076

Expires: January 31, 2009

Estimated average burden hours per response: 4.00

Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

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

Item 1. Issuer's Identity

Name of Issuer

Novus Biologicals, LLC

Jurisdiction of Incorporation/Organization

Delaware

Year of Incorporation/Organization (Select one)

Over Five Years Ago Within Last Five Years (specify year)

Previous Name(s)

None

Entity Type (Select one)

- Corporation
Limited Partnership
Limited Liability Company
General Partnership
Business Trust
Other (Specify)

(If more than one issuer is filing this notice, check this box and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1

8100 Southpark Way

Street Address 2

Suite A-8

City

Littleton

State/Province/Country

Colorado

ZIP/Postal Code

80120

Phone No.

303-730-1950

PROCESSED

FEB 09 2009

THOMSON REUTERS

Item 3. Related Persons

Last Name

Padgett

First Name

Karen

Middle Name

Street Address 1

8100 Southpark Way

Street Address 2

Suite A-8

City

Littleton

State/Province/Country

Colorado

ZIP/Postal Code

80120

SEC Intranet Processing Section

JAN 26 2009

Washington, DC

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Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary)

(Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

- Agriculture
Banking and Financial Services
Commercial Banking
Insurance
Investing
Investment Banking
Pooled Investment Fund

If selecting this industry group, also select one fund type below and answer the question below:

- Hedge Fund
Private Equity Fund
Venture Capital Fund
Other Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No

Other Banking & Financial Services

- Business Services
Energy
Electric Utilities
Energy Conservation
Coal Mining
Environmental Services
Oil & Gas
Other Energy

- Health Care
Biotechnology
Health Insurance
Hospitals & Physicians
Pharmaceuticals
Other Health Care

- Manufacturing
Real Estate
Commercial

- Construction
REITS & Finance
Residential
Other Real Estate
Retailing
Restaurants
Technology
Computers
Telecommunications
Other Technology
Travel
Airlines & Airports
Lodging & Conventions
Tourism & Travel Services



Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

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

Investment Company Act Section 3(c)

- Section 3(c)(1)
- Section 3(c)(2)
- Section 3(c)(3)
- Section 3(c)(4)
- Section 3(c)(5)
- Section 3(c)(6)
- Section 3(c)(7)

- Section 3(c)(9)
- Section 3(c)(10)
- Section 3(c)(11)
- Section 3(c)(12)
- Section 3(c)(13)
- Section 3(c)(14)

Item 7. Type of Filing

- New Notice **OR** Amendment

Date of First Sale in this Offering: **OR** First Sale Yet to Occur

Item 8. Duration of Offering

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

Item 9. Type(s) of Securities Offered (Select all that apply)

- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Other (Describe)

Item 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)

See attached

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$

Item 12. Sales Compensation

Recipient Recipient CRD Number No CRD Number
 (Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number No CRD Number
 Street Address 1 Street Address 2
 City State/Province/Country ZIP/Postal Code

States of Solicitation All States

AL AK AZ AR CA CO CT DE DC FL GA HI ID
 IL IN IA KS KY LA ME MD MA MI MN MS MO
 MT NE NV NH NJ NM NY NC ND OH OK OR PA
 RI SC SD TN TX UT VT VA WA WV WI WY PR

(Identify additional person(s) being paid compensation by checking this box and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ OR Indefinite
 (b) Total Amount Sold \$
 (c) Total Remaining to be Sold \$ OR Indefinite
 (Subtract (a) from (b))

Clarification of Response (if Necessary)

Item 14. Investors

Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:

Enter the total number of investors who already have invested in the offering:

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ Estimate
 Finders' Fees \$ Estimate

Clarification of Response (if Necessary)

Item 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.

\$ 10,275,000

Estimate

Clarification of Response (if Necessary)

[Empty box for clarification of response]

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

Terms of Submission. In Submitting this notice, each identified issuer 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, in accordance with applicable law, 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 the issuer 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, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

* 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.

Each identified issuer 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. (Check this box and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

Novus Biologicals, LLC

Name of Signer

Karen Padgett

Signature

Ka M Padgett

Title

President and Chief Executive Officer

Date

[Empty box for date]

Number of continuation pages attached:

[Empty box for number of pages]

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.

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name First Name Middle Name
 Padgett Todd
 Street Address 1 Street Address 2
 8100 Southpark Way Suite A-8
 City State/Province/Country ZIP/Postal Code
 Littleton Colorado 80120
 Relationship(s): Executive Officer Director Promoter
 Clarification of Response (if Necessary)

Last Name First Name Middle Name
 Street Address 1 Street Address 2
 City State/Province/Country ZIP/Postal Code
 Relationship(s): Executive Officer Director Promoter
 Clarification of Response (if Necessary)

Last Name First Name Middle Name
 Street Address 1 Street Address 2
 City State/Province/Country ZIP/Postal Code
 Relationship(s): Executive Officer Director Promoter
 Clarification of Response (if Necessary)

Last Name First Name Middle Name
 Street Address 1 Street Address 2
 City State/Province/Country ZIP/Postal Code
 Relationship(s): Executive Officer Director Promoter
 Clarification of Response (if Necessary)

(Copy and use additional copies of this page as necessary.)

FORM D

U.S. Securities and Exchange Commission
Washington, DC 20549

Item 10 Clarification of Response

Item 10. Business Combination Transaction

Clarification of Response: In connection with a recapitalization transaction involving the investment of funds by Novus Holdings, LLC, a Delaware limited liability company ("Holding Company") (and wholly owned by a private equity buyer) in the business conducted by Novus Biologicals, Inc. ("NBI"), NBI contributed all of its business assets and liabilities to the Issuer, a newly formed Delaware limited liability company, in exchange for NBI's receipt of 98% of the membership interests in the Issuer. Holding Company then acquired all such membership interests in the Issuer from NBI in exchange for \$10,275,000 in cash paid to NBI and the issuance to NBI of 6,850,000 Class F membership interest units in Holding Company.

END