

## **SECURITIES & EXCHANGE COMMISSION EDGAR FILING**

Celcuity Inc.

Form: D

Date Filed: 2014-03-24

Corporate Issuer CIK: 1603454

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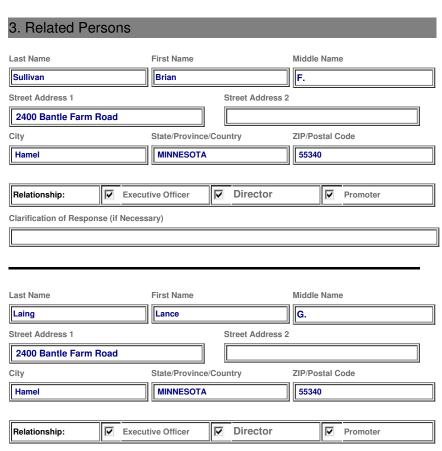


# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C.

OMB APPROVAL
OMB Number: 3235-0076
Estimated Average burden hours per response: 4.0

1. Issuer's Identity				
CIK (Filer ID Number)  Previous Name(s)  None			Entity Type	
0001603454		C Corporation		
Name of Issuer			C Limited Partnership	
Celcuity LLC			€ Limited Liability Company	
Jurisdiction of Incorporation/Organization			General Partnership	
MINNESOTA			C Business Trust	
Year of Incorporation/Organ	nization		C Other	
Over Five Years Ago				
Within Last Five Years (Specify Year)	2011			
C Yet to Be Formed				





I. Industry Group	
C Agriculture	Health Care C Retailing
Banking & Financial Services	<ul><li>Biotechnology</li></ul>
C Commercial Banking	C Health Insurance C Restaurants C Hospitals & Physicians
C Insurance	C Hospitals & Physicians Technology C Pharmaceuticals
C Investing	O Other Health Care
C Investment Banking	C Telecommunications
Pooled Investment Fund	C Other Technology
Other Banking & Financial  Services	Travel
(	Manufacturing C Airlines & Airports
Business Services	Real Estate C Lodging & Conventions
Energy	C Commercial Tourism & Travel
C Coal Mining C Electric Utilities	C Construction Services
C Energy Conservation	C REITS & Finance C Other Travel
C Environmental Services	C Residential C Other
C Oil & Gas	C Other Real Estate
Other Energy	
5. Issuer Size	
evenue Range	Aggregate Net Asset Value Range
No Revenues	C No Aggregate Net Asset Value
\$1 - \$1,000,000	C \$1 - \$5,000,000
\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000	\$50,000,001 - \$100,000,000
-	4-00,000,000,000
24	A=0
Decline to Disclose	C Decline to Disclose
Not Applicable	C Not Applicable
6. Federal Exemption(s	) and Exclusion(s) Claimed (select all that
apply)	
Rule 504(b)(1) (not (i), (ii)	□ Rule 505
or (iii))	
Rule 504 (b)(1)(i)	<b>☑</b> Rule 506(b)
Rule 504 (b)(1)(ii)	Rule 506(c)
Rule 504 (b)(1)(iii)	
	Securities Act Section 4(a)(5)
	Investment Company Act Section 3(c)
7 Type of Filing	
7. Type of Filing	
New Notice Date of First Sale	2014-02-28 First Sale Yet to Occur
T	
Amendment	
B. Duration of Offering	
	<u> </u>
oes the Issuer intend this offering to I	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 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 C Yes © No
exchange offer?  Clarification of Response (if Necessary)
11. Minimum Investment
Minimum investment accepted from any
outside investor \$ 0
12. Sales Compensation
Recipient Recipient CRD Number None
Cedar Point Capital, LLC 145116
(Associated) Broker or Dealer
(Associated) Broker of Dealer None CRD Number
Cedar Point Capital, LLC 145116
Street Address 1 Street Address 2
State (Previous Country 7/D/Restal Code
City State/Province/Country ZIP/Postal Code  St. Louis Park MINNESOTA 55416
State(s) of Solicitation All States Foreign/Non-US  ALABAMA ARIZONA CALIFORNIA CONNECTICUT FLORIDA INDIANA
MASSACHUSETTS  MINNESOTA  NEW JERSEY  NEW YORK  NORTH DAKOTA  OREGON  PENNSYLVANIA  TEXAS  WISCONSIN

Total Offering Amount	\$ USD Indefinite
Total Amount Sold	\$ 4000000 USD
Total Remaining to be Sold	\$ 862069 USD Indefinite
Clarification of Respons	se (if Necessary)
14. Investors	
who do not qua Number of such the offering	ties in the offering have been or may be sold to persons alify as accredited investors, h non-accredited investors who already have invested in whether securities in the offering have been or may be
	s who do not qualify as accredited investors, enter the investors who already have invested in the offering:
15. Sales Con	nmissions & Finders' Fees Expenses
	amounts of sales commissions and finders' fees expenses, if any. If the amount of nown, provide an estimate and check the box next to the amount.
Sales Cor	nmissions \$ 112069 USD    ✓ Estimate
Fin	ders' Fees \$ USD Estimate
Clarification of Respons	se (if Necessary)
A 10% commission remaining amount to	and a 3% non-accountable expense allowance may be paid on the o be sold.
16. Use of Pro	oceeds
payments to any of the	the gross proceeds of the offering that has been or is proposed to be used for persons required to be named as executive officers, directors or promoters in ve. If the amount is unknown, provide an estimate and check the box next to the
	\$ 200000 USD
Clarification of Respons Necessary)	se (if
L	

### 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, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b) (2)(iii) or Rule 506(d).

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
Celcuity LLC	/s/ Brian F. Sullivan	IBrian F Sullivan	Chief Executive Officer	2014-03-21

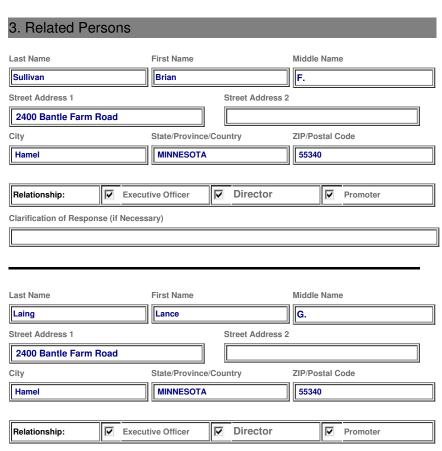


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Within Last Five Years (Specify Year)	2011			
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Pooled Investment Fund	C Other Technology
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Business Services	Real Estate C Lodging & Conventions
Energy	C Commercial Tourism & Travel
C Coal Mining C Electric Utilities	C Construction Services
C Energy Conservation	C REITS & Finance C Other Travel
C Environmental Services	C Residential C Other
C Oil & Gas	C Other Real Estate
Other Energy	
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(Associated) Broker or Dealer
(Associated) Broker of Dealer None CRD Number
Cedar Point Capital, LLC 145116
Street Address 1 Street Address 2
State (Previous Country 7/D/Restal Code
City State/Province/Country ZIP/Postal Code  St. Louis Park MINNESOTA 55416
State(s) of Solicitation All States Foreign/Non-US  ALABAMA ARIZONA CALIFORNIA CONNECTICUT FLORIDA INDIANA
MASSACHUSETTS  MINNESOTA  NEW JERSEY  NEW YORK  NORTH DAKOTA  OREGON  PENNSYLVANIA  TEXAS  WISCONSIN

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15. Sales Con	nmissions & Finders' Fees Expenses
	amounts of sales commissions and finders' fees expenses, if any. If the amount of nown, provide an estimate and check the box next to the amount.
Sales Cor	nmissions \$ 112069 USD    ✓ Estimate
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- 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.
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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
Celcuity LLC	/s/ Brian F. Sullivan	IBrian F Sullivan	Chief Executive Officer	2014-03-21