

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Celcuity Inc.

Form: D

Date Filed: 2017-05-19

Corporate Issuer CIK: 1603454

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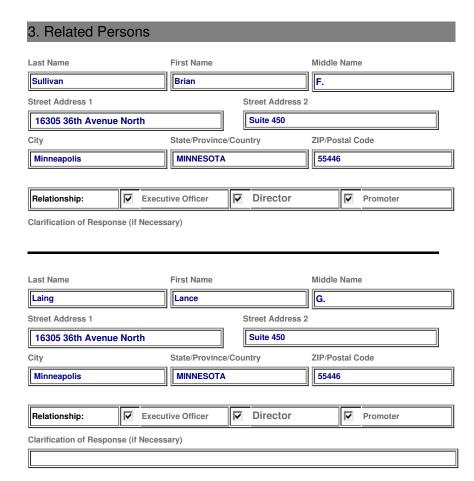


UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C.

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/Organi	zation		C Other
 Over Five Years Ago 			
Within Last Five Years (Specify Year)			
C Yet to Be Formed			

2. Principal Place o	f Business and	Contact Informa	ation
Name of Issuer			
Celcuity LLC			
Street Address 1	Si	treet Address 2	
16305 36th Avenue North		Suite 450	
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
Minneapolis	MINNESOTA	55446	763-392-0767



Last Name	First Name	Middle Name		
Dalvey	David	F.		
Street Address 1	Street Address	2		
16305 36th Avenue North				
City	State/Province/Country	ZIP/Postal Code		
Minneapolis	MINNESOTA	55446		
		<u>, </u>		
Relationship: Execut	ive Officer Director	Promoter		
Clarification of Response (if Necess	arv)			
4. Industry Group				
C Agriculture	Health Care	Retailing		
Banking & Financial Services	Biotechnology	rictaining		
C Commercial Banking	C Health Insurance	C Restaurants		
C Insurance	C Hospitals & Physicians C Pharmaceuticals	Technology		
C Investing	C Other Health Care	C Computers		
Investment Banking Pooled Investment Fund		C Telecommunications		
Other Banking & Financial		Other Technology		
C Services		Travel		
C Business Services	Manufacturing Real Estate	Airlines & Airports		
Energy	C Commercial	C Lodging & Conventions Tourism & Travel		
C Coal Mining	C Construction	Services		
C Electric Utilities C Energy Conservation	C REITS & Finance	Other Travel		
C Environmental Services	C Residential	C Other		
C Oil & Gas	Other Real Estate			
C Other Energy				
F 1 0'				
5. Issuer Size				
Revenue Range	7000	Asset Value Range		
C No Revenues	050	regate Net Asset Value		
C \$1 - \$1,000,000	C \$1 - \$5,0			
\$1,000,001 - \$5,000,000	2.00	01 - \$25,000,000		
\$5,000,001 - \$25,000,000 \$25,000,001 - \$100,000,000	A=0	001 - \$50,000,000		
C \$25,000,001 - \$100,000,000 C Over \$100,000,000	(Am)	001 - \$100,000,000		
Over \$100,000,000 Decline to Disclose	2.00	00,000,000 to Disclose		
Not Applicable	C Not App			
Not Applicable	Not App	licable		
6. Federal Exemption(s) and Exclusion(s) Claimed (select all that				
apply)	, ,	·		
or (iii))	Rule 505			
Rule 504 (b)(1)(i)	Rule 506(b)			
Rule 504 (b)(1)(ii)	Rule 506(c)			
Rule 504 (b)(1)(iii)	Securities Act Section 4	I(a)(5)		
	Investment Company A			
	investment company A	0. 000110110(0)		

V	New Notice Date	of First S	Sale	2017-0	5-05		First	t Sale Yet	to Occur	
	Amendment									
8	Duration of O	ffering	n							
				nt mana tha			0	Yes 🕝	Ne	
Joe	s the Issuer intend this	somering	to ia:	st more tha	in one yea	ar?		res 🎨	NO	
9.	Type(s) of Se	curitie	es (Offered	l (sele	ct all	that a	apply)		
П	Pooled Investment Fu Interests	nd		Equity						
	Tenant-in-Common Securities		V 1	Debt						
	Mineral Property Secu	ırities		Option, Wa Acquire An			ght to			
	Security to be Acquire Upon Exercise of Opti									
	Warrant or Other Right Acquire Security	,		Other (desc	cribe)					
	Acquire Security			Convertib	le Promiss	sory No	tes and	7		
				the equity	securities		ole upon			
				conversio		Notes.				
						Notes.				
10) Pusinoss Co	mhin	otic	conversio	n of such					
). Business Co			onversio	n of such					
s th	nis offering being made	in conne	ection	on Trar	n of such	on	Yes	€ No		
s the	nis offering being made	in conne	ection merg	on Trar	n of such	on) Yes	€ No		
s the	nis offering being made abination transaction, s hange offer?	in conne	ection merg	on Trar	n of such	on) Yes	€ No		
s the	nis offering being made abination transaction, s hange offer?	in conne	ection merg	on Trar	n of such	on) Yes	€ No		
s theometric	nis offering being made abination transaction, s hange offer?	in conne such as a (if Necess	ectior merg	on Tran	n of such	on) Yes	€ No		
s theometric	nis offering being made obination transaction, shange offer? rification of Response (in connection as a	ection merg sary)	on Tran	nsaction siness tion or	on) Yes	No No		
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s the company of the	nis offering being made abination transaction, shange offer? rification of Response (I. Minimum Inviewment accesside investor 2. Sales Composition Capital, Lesociated) Broker or Deceder Point Capital, Lesociated Capital, Le	vestmoted from	ention	on Tran with a busier, acquisi	n of such Saction Recipie (Associated CRD) 1451	ient CRI 116 ociated; Number 5116 eet Add	D Number Broker or Iress 2	USD	☐ None	de

ΑI	RIZONA
C,	ALIFORNIA
C	ONNECTICUT
FL	_ORIDA
ΙL	LINOIS
IN	DIANA
М	ASSACHUSETT
М	INNESOTA
М	ONTANA
N	EW JERSEY
N	EW YORK
	ORTH AROLINA
N	ORTH DAKOTA
0	REGON
Ы	ENNSYLVANIA
TE	EXAS
W	ISCONSIN

13. Offering and Sales Amounts
Total Offering Amount \$ 2587500 USD Indefinite Total Amount Sold \$ 2587500 USD Total Remaining to be Sold USD 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:
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 \$ 258000 USD Estimate
Finders' Fees \$ 0 USD Estimate
Clarification of Response (if Necessary)

16. Use of Proceeds

amount.	ikilowii, provide ali esti	mate and check th	e box flext to the
	\$ 100000	USD	▼ Estimate
Clarification of Response (if			
Necessary)			

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

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	Rrian F Sullivan	Chief Executive Officer	2017-05-18

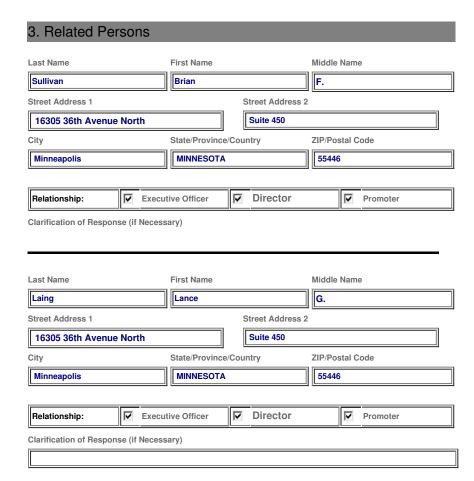


UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C.

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/Organi	zation		C Other
 Over Five Years Ago 			
Within Last Five Years (Specify Year)			
C Yet to Be Formed			

2. Principal Place o	f Business and	Contact Informa	ation
Name of Issuer			
Celcuity LLC			
Street Address 1	Si	treet Address 2	
16305 36th Avenue North		Suite 450	
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
Minneapolis	MINNESOTA	55446	763-392-0767



Last Name	First Name	Middle Name
Dalvey	David	F.
Street Address 1	Street Address	2
16305 36th Avenue North	Suite 450	
City	State/Province/Country	ZIP/Postal Code
Minneapolis	MINNESOTA	55446
		<u>, </u>
Relationship: Execut	ive Officer Director	Promoter
Clarification of Response (if Necess	arv)	
4. Industry Group		
C Agriculture	Health Care	Retailing
Banking & Financial Services		rictaining
C Commercial Banking	C Health Insurance	C Restaurants
C Insurance	C Hospitals & Physicians C Pharmaceuticals	Technology
C Investing	C Other Health Care	C Computers
Investment Banking Pooled Investment Fund		C Telecommunications
Other Banking & Financial		Other Technology
C Services		Travel
C Business Services	Manufacturing Real Estate	Airlines & Airports
Energy	C Commercial	C Lodging & Conventions Tourism & Travel
C Coal Mining	C Construction	Services
C Electric Utilities C Energy Conservation	C REITS & Finance	Other Travel
C Environmental Services	C Residential	C Other
C Oil & Gas	Other Real Estate	
C Other Energy		
F 1 0'		
5. Issuer Size		
Revenue Range	7000	Asset Value Range
C No Revenues	050	regate Net Asset Value
C \$1 - \$1,000,000	C \$1 - \$5,0	
\$1,000,001 - \$5,000,000	2.00	01 - \$25,000,000
\$5,000,001 - \$25,000,000 \$25,000,001 - \$100,000,000	A=0	001 - \$50,000,000
C \$25,000,001 - \$100,000,000 C Over \$100,000,000	(Am)	001 - \$100,000,000
Over \$100,000,000 Decline to Disclose	2.00	00,000,000 to Disclose
Not Applicable	C Not App	
Not Applicable	Not App	licable
6. Federal Exemption	(s) and Exclusion(s) (Claimed (select all that
apply)	, ,	·
or (iii))	Rule 505	
Rule 504 (b)(1)(i)	Rule 506(b)	
Rule 504 (b)(1)(ii)	Rule 506(c)	
Rule 504 (b)(1)(iii)	Securities Act Section 4	I(a)(5)
	Investment Company A	
	investment company A	0. 000110110(0)

2000							70.22			
V	New Notice Date	of First S	Sale	2017-0	5-05		First	Sale Yet	to Occur	
	Amendment									
8	Duration of O	ffering	7							
				nt mayo the		2010	0	Yes 🕝	Ne	
Joe	s the Issuer intend this	orrering	to ias	st more tha	in one ye	ear?		res 🕦	NO	
9.	Type(s) of Se	curitie	es (Offered	l (sele	ect al	I that a	apply)		
П	Pooled Investment Fu Interests	nd		Equity						
	Tenant-in-Common Securities		V	Debt						
	Mineral Property Secu	ırities		Option, Wa Acquire An			ght to			
	Security to be Acquire					, our rey				
	Warrant or Other Right Acquire Security	′	V (Other (desc	cribe)					
	Acquire Security			Convertib	le Promis	ssory No	otes and	7		
				the equity	securitie		ble upon			
				conversio	n of such	h Notes.				
					n of such	h Notes.				
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). Business Co			conversio on Trar	nsacti					
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s the	nis offering being made abination transaction, s hange offer?	in conne	ection merg	onversion Tran	nsacti	on	O Yes	€ No		
s the	nis offering being made abination transaction, s hange offer?	in conne	ection merg	onversion Tran	nsacti	on	○ Yes	€ No		
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s the compact of the	nis offering being made abination transaction, shange offer? rification of Response (in connection as a siff Necess /estm pted from	ection merg sary)	on Tran	O Recip	pient CR	D Number	USD		
s the company of the	is offering being made abination transaction, shange offer? rification of Response (I. Minimum Invitation investment acception investment acception investor 2. Sales Competition in the competition in	r in connection of the connect	ention	on Tran with a buster, acquisi	O Recip	pient CR 5116 sociated	D Number	USD	None	
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s the company of the	nis offering being made abination transaction, shange offer? rification of Response (I. Minimum Inviewment acception in the state of	in connection as a such as	ention	on Tran with a busier, acquisi	O Recip (As: CRI	pient CR 5116 sociated D Number 45116 treet Add	D Number i) Broker o	USD	None	

A	RIZONA
С	ALIFORNIA
С	ONNECTICUT
F	LORIDA
ΙL	LINOIS
I١	IDIANA
Μ	IASSACHUSETT
М	IINNESOTA
Μ	IONTANA
N	EW JERSEY
N	EW YORK
	ORTH AROLINA
N	ORTH DAKOTA
0	REGON
Р	ENNSYLVANIA
Т	EXAS
W	/ISCONSIN

13. Offering and Sales Amounts						
Total Offering Amount \$ 2587500 USD Indefinite Total Amount Sold \$ 2587500 USD Total Remaining to be Sold USD 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:						
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 \$ 258000 USD Estimate						
Finders' Fees \$ 0 USD Estimate						
Clarification of Response (if Necessary)						

16. Use of Proceeds

response to Item 3 above. If the amou amount.	nt is unknown, provide an estir	mate and check th	e box next to the
	\$ 100000	USD	Estimate
Clarification of Response (if			
Necessary)			
	1		

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

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	Rrian F Sullivan	Chief Executive Officer	2017-05-18