

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Celcuity Inc.

Form: D

Date Filed: 2017-05-19

Corporate Issuer CIK: 1603454

1. Issuer's Identity

CIK (Filer ID Number)

Previous
Name(s)

☒ None

Entity Type

0001603454

☐ Corporation

☐ Limited Partnership

☒ Limited Liability Company

☐ General Partnership

☐ Business Trust

☐ Other

Name of Issuer

Celcuity LLC

Jurisdiction of
Incorporation/Organization

MINNESOTA

Year of Incorporation/Organization

☒ Over Five Years Ago

☐ Within Last Five Years
(Specify Year)

☐ Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

Celcuity LLC

Street Address 1

16305 36th Avenue North

Street Address 2

Suite 450

City

Minneapolis

State/Province/Country

MINNESOTA

ZIP/Postal Code

55446

Phone No. of Issuer

763-392-0767

3. Related Persons

Last Name

First Name

Middle Name

Sullivan

Brian

F.

Street Address 1

16305 36th Avenue North

Street Address 2

Suite 450

City

Minneapolis

State/Province/Country

MINNESOTA

ZIP/Postal Code

55446

Relationship:

☒ Executive Officer

☒ Director

☒ Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Laing

Lance

G.

Street Address 1

16305 36th Avenue North

Street Address 2

Suite 450

City

Minneapolis

State/Province/Country

MINNESOTA

ZIP/Postal Code

55446

Relationship:

☒ Executive Officer

☒ Director

☒ Promoter

Clarification of Response (if Necessary)

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

Relationship:

☐ Executive Officer

☒ Director

☐ Promoter

Clarification of Response (if Necessary)

4. Industry Group

☐ Agriculture

☐ Banking & Financial Services

☐ Commercial Banking

☐ Insurance

☐ Investing

☐ Investment Banking

☐ Pooled Investment Fund

☐ Other Banking & Financial Services

☐ Business Services

☐ Energy

☐ Coal Mining

☐ Electric Utilities

☐ Energy Conservation

☐ 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

☐ Other Travel

☐ Other

5. Issuer Size

Revenue Range

☐ 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

Aggregate Net Asset Value Range

☐ 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

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

<input type="checkbox"/>	Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/>	Rule 505	
<input type="checkbox"/>	Rule 504 (b)(1)(i)	<input checked="" type="checkbox"/>	Rule 506(b)	
<input type="checkbox"/>	Rule 504 (b)(1)(ii)	<input type="checkbox"/>	Rule 506(c)	
<input type="checkbox"/>	Rule 504 (b)(1)(iii)	<input type="checkbox"/>	Securities Act Section 4(a)(5)	
		<input type="checkbox"/>	Investment Company Act Section 3(c)	

7. Type of Filing

☒ New Notice Date of First Sale **2017-05-05** ☐ 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)

- ☐ Pooled Investment Fund Interests ☐ Equity
- ☐ Tenant-in-Common Securities ☒ 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)

Convertible Promissory Notes and the equity securities issuable upon conversion of such Notes.

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

\$ **0** USD

12. Sales Compensation

Recipient Recipient CRD Number ☐ None

Cedar Point Capital, LLC **145116**

(Associated) Broker or Dealer ☐ None (Associated) Broker or Dealer CRD Number ☐ None

Cedar Point Capital, LLC **145116**

Street Address 1 Street Address 2

4600 West 77th Street **Suite 375**

City State/Province/Country ZIP/Postal Code

Edina **MINNESOTA** **55435**

State(s) of Solicitation ☐ All States ☐ Foreign/Non-US

ARIZONA
CALIFORNIA
CONNECTICUT
FLORIDA
ILLINOIS
INDIANA
MASSACHUSETTS
MINNESOTA
MONTANA
NEW JERSEY
NEW YORK
NORTH CAROLINA
NORTH DAKOTA
OREGON
PENNSYLVANIA
TEXAS
WISCONSIN

13. Offering and Sales Amounts

Total Offering Amount	\$	<input type="text" value="2587500"/>	USD	<input type="checkbox"/> Indefinite
Total Amount Sold	\$	<input type="text" value="2587500"/>	USD	
Total Remaining to be Sold	\$	<input type="text" value="0"/>	USD	<input type="checkbox"/> Indefinite

Clarification of Response (if Necessary)

14. Investors

<input type="checkbox"/>	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	<input type="text"/>
	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:	<input type="text" value="38"/>

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	\$	<input type="text" value="258000"/>	USD	<input type="checkbox"/> Estimate
Finders' Fees	\$	<input type="text" value="0"/>	USD	<input type="checkbox"/> Estimate

Clarification of Response (if Necessary)

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.

\$100000USD☒ Estimate

Clarification of Response (if Necessary)

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	Brian F. Sullivan	Chief Executive Officer	2017-05-18

1. Issuer's Identity

CIK (Filer ID Number)

Previous
Name(s)

☒ None

Entity Type

0001603454

☐ Corporation

☐ Limited Partnership

☒ Limited Liability Company

☐ General Partnership

☐ Business Trust

☐ Other

Name of Issuer

Celcuity LLC

Jurisdiction of
Incorporation/Organization

MINNESOTA

Year of Incorporation/Organization

☒ Over Five Years Ago

☐ Within Last Five Years
(Specify Year)

☐ Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

Celcuity LLC

Street Address 1

16305 36th Avenue North

Street Address 2

Suite 450

City

Minneapolis

State/Province/Country

MINNESOTA

ZIP/Postal Code

55446

Phone No. of Issuer

763-392-0767

3. Related Persons

Last Name

First Name

Middle Name

Sullivan

Brian

F.

Street Address 1

16305 36th Avenue North

Street Address 2

Suite 450

City

Minneapolis

State/Province/Country

MINNESOTA

ZIP/Postal Code

55446

Relationship:

☒ Executive Officer

☒ Director

☒ Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Laing

Lance

G.

Street Address 1

16305 36th Avenue North

Street Address 2

Suite 450

City

Minneapolis

State/Province/Country

MINNESOTA

ZIP/Postal Code

55446

Relationship:

☒ Executive Officer

☒ Director

☒ Promoter

Clarification of Response (if Necessary)

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

Relationship:

☐ Executive Officer

☒ Director

☐ Promoter

Clarification of Response (if Necessary)

4. Industry Group

☐ Agriculture

☐ Banking & Financial Services

☐ Commercial Banking

☐ Insurance

☐ Investing

☐ Investment Banking

☐ Pooled Investment Fund

☐ Other Banking & Financial Services

☐ Business Services

☐ Energy

☐ Coal Mining

☐ Electric Utilities

☐ Energy Conservation

☐ 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

☐ Other Travel

☐ Other

5. Issuer Size

Revenue Range

☐ 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

Aggregate Net Asset Value Range

☐ 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

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

<input type="checkbox"/>	Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/>	Rule 505	
<input type="checkbox"/>	Rule 504 (b)(1)(i)	<input checked="" type="checkbox"/>	Rule 506(b)	
<input type="checkbox"/>	Rule 504 (b)(1)(ii)	<input type="checkbox"/>	Rule 506(c)	
<input type="checkbox"/>	Rule 504 (b)(1)(iii)	<input type="checkbox"/>	Securities Act Section 4(a)(5)	
		<input type="checkbox"/>	Investment Company Act Section 3(c)	

7. Type of Filing

☒ New Notice Date of First Sale **2017-05-05** ☐ 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)

- ☐ Pooled Investment Fund Interests ☐ Equity
- ☐ Tenant-in-Common Securities ☒ 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)

Convertible Promissory Notes and the equity securities issuable upon conversion of such Notes.

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 \$ **0** USD

12. Sales Compensation

Recipient Recipient CRD Number ☐ None

Cedar Point Capital, LLC **145116**

(Associated) Broker or Dealer ☐ None (Associated) Broker or Dealer CRD Number ☐ None

Cedar Point Capital, LLC **145116**

Street Address 1 Street Address 2

4600 West 77th Street **Suite 375**

City State/Province/Country ZIP/Postal Code

Edina **MINNESOTA** **55435**

State(s) of Solicitation ☐ All States ☐ Foreign/Non-US

ARIZONA
CALIFORNIA
CONNECTICUT
FLORIDA
ILLINOIS
INDIANA
MASSACHUSETTS
MINNESOTA
MONTANA
NEW JERSEY
NEW YORK
NORTH CAROLINA
NORTH DAKOTA
OREGON
PENNSYLVANIA
TEXAS
WISCONSIN

13. Offering and Sales Amounts

Total Offering Amount	\$	<input type="text" value="2587500"/>	USD	<input type="checkbox"/> Indefinite
Total Amount Sold	\$	<input type="text" value="2587500"/>	USD	
Total Remaining to be Sold	\$	<input type="text" value="0"/>	USD	<input type="checkbox"/> Indefinite

Clarification of Response (if Necessary)

14. Investors

<input type="checkbox"/>	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	<input type="text"/>
	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:	<input type="text" value="38"/>

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	\$	<input type="text" value="258000"/>	USD	<input type="checkbox"/> Estimate
Finders' Fees	\$	<input type="text" value="0"/>	USD	<input type="checkbox"/> Estimate

Clarification of Response (if Necessary)

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.

\$

100000

USD

☒ Estimate

Clarification of Response (if Necessary)

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	Brian F. Sullivan	Chief Executive Officer	2017-05-18