

FORM D

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM D



02040323

**NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION**

OMB Approval	
OMB Number:	3235-0076
Expires:	November 30, 2001
Estimated average burden hours per response ...	16.00

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

1,010,000 Private Placement

Filing Under (Check box(es) that apply): ☐ Rule 504 ☒ Rule 505 ☐ Rule 506 ☒ Section 4(6) ☐ ULOEType of Filing: ☒ New Filing ☐ Amendment**A. BASIC IDENTIFICATION DATA**

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

BioDelivery Science International, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) UMDNJ,
185 South Orange Avenue, Bldg 4, Newark, NJ 07103Telephone Number (Including Area Code)
973-972-0323Address of Principal Business Operations (Number and Street, City, State, Zip Code)
(if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business

Research and Development of Drug Delivery Technology

Type of Business Organization

☒ corporation☐ limited partnership, already formed☐ other (please specify):☐ business trust☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:

Month

Year

01

97

☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State;

CN for Canada; FN for other foreign jurisdiction)

☒ ☒**GENERAL INSTRUCTIONS****Federal:***Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).*When To File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.*Filing Fee:* There is no federal filing fee.**State:**

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☒ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)
O'Donnell, Jr., Frank E., M.D.

Business or Residence Address (Number and Street, City, State, Zip Code)
709 The Hamptons Lane, Town & Country, MD 63107

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)
Hopkins Capital Group II LLC

Business or Residence Address (Number and Street, City, State, Zip Code)
709 The Hamptons Lane, Town & Country, MD 63107

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)
Mannino, Raphael J., Ph.D.

Business or Residence Address (Number and Street, City, State, Zip Code)
UMDNJ, 185 South Orange Avenue, Building 4, Newark, NJ 07103

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)
McNulty, James

Business or Residence Address (Number and Street, City, State, Zip Code)
4419 W. Sevilla Street, Tampa, FL 33629

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)
Ferguson, Donald L.

Business or Residence Address (Number and Street, City, State, Zip Code)
11719 Old Ballas Road, Suite 110, St. Louis, MO 63141

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)
Chapman, Christopher, M.D.

Business or Residence Address (Number and Street, City, State, Zip Code)
800 Falls Lake Drive, Mitchellsville, MD 20720

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold or does the issuer intend to sell, to non-accredited investors in this offering?

Yes No
☐ ☒

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?

\$ N/A

3. Does the offering permit joint ownership of a single unit?

Yes No
☒ ☐

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ 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]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ 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]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ 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]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, check this box ☐ and indicate in the column below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.	\$ _____	\$ _____
Equity.	\$ <u>1,010,000</u>	\$ <u>1,010,000</u>
☒ Common ☐ Preferred		
Convertible Securities (including warrants).	\$ _____	\$ _____
Partnership Interests.	\$ _____	\$ _____
Other (Specify _____).	\$ _____	\$ _____
Total.	\$ <u>1,010,000</u>	\$ <u>1,010,000</u>

Answer also in Appendix, Column 3, if filing under ULOE

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.	<u>10</u>	\$ <u>1,010,000</u>
Non-accredited Investors.	_____	\$ _____
Total (for filings under Rule 504 only)	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505.	N/A	\$ _____
Regulation A.	N/A	\$ _____
Rule 504.	N/A	\$ _____
Total.	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.	☐	\$ _____
Printing and Engraving Costs.	☐	\$ _____
Legal Fees.	☒	\$ <u>6,000</u>
Accounting Fees.	☒	\$ <u>3,500</u>
Engineering Fees.	☐	\$ _____
Sales Commissions (Specify finder's fees separately)	☐	\$ _____
Other Expenses (identify) _____	☐	\$ _____
Total.	☒	\$ <u>9,500</u>

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252 (c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? Yes ☐ No ☒

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) BioDelivery Science International, Inc.	Signature 	Date 2/2/0/02
Name of Signer (Print or Type) Dr. Francis E. O'Donnell	Title of Signer (Print or Type) President & CEO	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice of Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Nonaccredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL		X	Common Stock \$2.00/Share	2	\$200,000	0	N/A		X
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO		X	Common Stock \$2.00/Share	6	\$610,000	0	N/A		X

(Rev. 11/88)

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS**KNOW ALL MEN BY THESE PRESENTS:**

BioDelivery Sciences
 That the undersigned, International, Inc. (a corporation), (a partnership), (a ~~limited liability company~~ organized under the laws of Indiana or (an individual), (strike out inapplicable nomenclature) for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Ellenoff Grossman Schole & Cyrul, LLP

370 Lexington Avenue, Suite 1900, New York, NY 10017

(Address)

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of that State as its attorney in that State for receipt of process:

☐ ALABAMA	Secretary of State.	☐ FLORIDA	Department of Banking and Finance.
☐ ALASKA	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development.	☐ GEORGIA	Commissioner of Securities.
☐ ARIZONA	The Corporation Commission.	☐ GUAM	Administrator, Department of Finance.
☐ ARKANSAS	The Securities Commissioner.	☐ HAWAII	Commissioner of Securities.
☐ CALIFORNIA	Commissioner of Corporations.	☐ IDAHO	Director, Department of Finance.
☐ COLORADO	Securities Commissioner.	☒ ILLINOIS	Secretary of State.
☐ CONNECTICUT	Banking Commissioner.	☐ INDIANA	Secretary of State.
☐ DELAWARE	Securities Commissioner.	☐ IOWA	Commissioner of Insurance.
		☐ KANSAS	Secretary of State.
		☐ KENTUCKY	Director, Division of Securities.

☐ DISTRICT OF COLUMBIA	Public Service Commission.	☐ LOUISIANA	Commissioner of Securities.
☐ MAINE	Administrator, Securities Division.	☐ OREGON	Director, Department of Insurance and Finance.
☐ MARYLAND	Commissioner of the Division of Securities.	☐ OKLAHOMA	Securities Administrator.
☐ MASSACHUSETTS	Secretary of State.	☒ PENNSYLVANIA	Pennsylvania does not Require filing of a Consent to Service of Process.
☐ MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce.	☐ PUERTO RICO	Commissioner of Financial Institutions.
☐ MINNESOTA	Commissioner of Commerce.	☐ RHODE ISLAND	Director of Business Regulation.
☐ MISSISSIPPI	Secretary of State.	☐ SOUTH CAROLINA	Secretary of State.
☒ MISSOURI	Securities Commissioner.	☐ SOUTH DAKOTA	Director of the Division of Securities.
☐ MONTANA	State Auditor and Commissioner of Insurance.	☐ TENNESSEE	Commissioner of Commerce And Insurance.
☐ NEBRASKA	Director of Banking and Finance.	☐ TEXAS	Securities Commissioner.
☐ NEVADA	Secretary of State.	☐ UTAH	Director, Division of Securities.
☐ NEW HAMPSHIRE	Secretary of State.	☐ VERMONT	Secretary of State.
☐ NEW JERSEY	Chief, Securities Bureau.	☒ VIRGINIA	Clerk, State Corporation Commission.
☐ NEW MEXICO	Director, Securities Division.	☐ WASHINGTON	Director of the Department of Licensing.
☐ NEW YORK	Secretary of State.	☐ WEST VIRGINIA	Commissioner of Securities.
☐ NORTH CAROLINA	Secretary of State.	☐ WISCONSIN	Commissioner of Securities.
☐ NORTH DAKOTA	Securities Commissioner.	☐ WYOMING	Secretary of State
☐ OHIO	Secretary of State.		

Dated this _____ day of March, 2002.

(Sent)

BioDelivery Sciences International, Inc.

By: [Signature]

Title: President & CEO

ACKNOWLEDGMENT OF CORPORATION/LIMITED LIABILITY COMPANY

STATE OR PROVINCE OF MISSOURI
COUNTY OF ST. LOUIS } ss.

On this 18th day of March, 2002, before me personally appeared Francis E. O'Donnell known personally to me to be the President of the above
(Title)
named corporation/limited liability company and acknowledged that he/she, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation/limited liability company by himself/herself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

(Notarial Seal)

My Commission expires:

11/19/2003

Janice L. Faerber
Notary



INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT

STATE OR PROVINCE OF _____ }
COUNTY OF _____ } ss.

On this _____ day of _____, _____, before me personally appeared _____, to me personally known and known to me to be the same person(s) whose name(s) is (are) signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

(Notarial Seal)

Notary

My Commission expires:
