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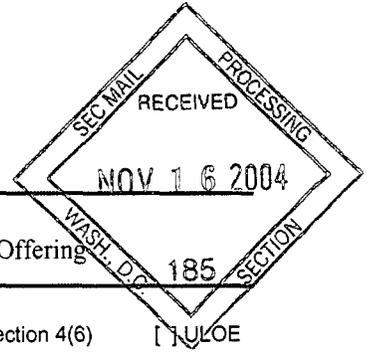
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

FORM D

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



Name of Offering ( [ ] check if this is an amendment and name has changed, and indicate change.)  
Cardiovascular Services of America, Inc. Series C Redeemable Convertible Preferred Stock Offering

Filing Under (Check box(es) that apply):  
[ ] Rule 504 [ ] Rule 505 [X] Rule 506 [ ] Section 4(6) [ ] ULOE  
Type of Filing: [ ] New Filing [X] 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.)  
Cardiovascular Services of America, Inc.

PROCESSED

NOV 19 2004

THOMSON FINANCIAL

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
3401 West End Avenue, Suite 520, Nashville, Tennessee 37203-6865 (615) 250-1671

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
(if different from Executive Offices)  
Same

Brief Description of Business  
Operator of outpatient cardiovascular diagnostic and treatment facilities

Type of Business Organization  
[X] 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] [00] [X] Actual [ ] Estimated

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

*BM*



Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o Cardiovascular Services of America, Inc., 3401 West End Avenue, Suite 520, Nashville, Tennessee 37203-6865

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

Full Name (Last name first, if individual)  
Dayani, Sr., John H.

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o Cardiovascular Services of America, Inc., 3401 West End Avenue, Suite 520, Nashville, Tennessee 37203-6865

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

Full Name (Last name first, if individual)  
Lyles, Jr., Thomas W.

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o Cardiovascular Services of America, Inc., 3401 West End Avenue, Suite 520, Nashville, Tennessee 37203-6865

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

Full Name (Last name first, if individual)  
Walker, Craig M.

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o Cardiovascular Services of America, Inc., 3401 West End Avenue, Suite 520, Nashville, Tennessee 37203-6865

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

See attached

#### 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?..... \$10,001,000

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

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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 columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$	\$
Equity .....	\$ 10,000,000.00	\$ 10,000,000.00
	[ ] Common [X] Preferred	
Convertible Securities (including warrants) .....	\$ 1,000	\$ 1,000
Partnership Interests .....	\$	\$
Other (Specify: _____).	\$	\$
Total .....	\$ 10,001,000.00	\$ 10,001,000.00

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 .....	1	\$ 10,001,000.00
Non-accredited Investors .....	0	\$ 0
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, 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 .....	_____	\$ _____
Regulation A .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
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 .....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ _____
Legal Fees .....	<input checked="" type="checkbox"/>	\$ 86,000
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ _____
Other Expenses (identify) .....	<input type="checkbox"/>	\$ _____
Total .....	<input type="checkbox"/>	\$ _____

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." .....

\$ 9,915,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	<input type="checkbox"/>	<input type="checkbox"/>
Purchase of real estate .....	<input type="checkbox"/>	<input type="checkbox"/>
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/>	<input type="checkbox"/>
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	<input type="checkbox"/>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/>	<input type="checkbox"/>
Repayment of indebtedness .....	<input type="checkbox"/>	<input type="checkbox"/>
Working capital .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Other (specify): \_\_\_\_\_

Column Totals .....

Total Payments Listed (column totals added) .....

\$	\$ 915,000
[ ]	[ ]
\$	\$
[ ]	[ ]
\$	\$
[ ]	[ ]
\$	\$
	[ ] \$9,915,000

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Cardiovascular Services of America, Inc.	<i>Douglas L. Koppang, Jr.</i>	11/11/07
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Douglas L. Koppang, Jr.	Chief Financial Officer	

<b>ATTENTION</b>
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

**Supplemental Basic Identification Data**

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

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Full Name (Last name first, if individual)  
Vanderbilt University

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Business or Residence Address (Number and Street, City, State, Zip Code)  
Office of General Counsel, 305 Kirkland Hall, Nashville, Tennessee 37240, Attn: Julia Faber, Esq.

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

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Full Name (Last name first, if individual)  
MedCare Investment Fund II, Ltd. and MedCare Investment Fund III, Ltd.

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Business or Residence Address (Number and Street, City, State, Zip Code)  
8122 Datapoint Drive, #1000, San Antonio, TX 78229