

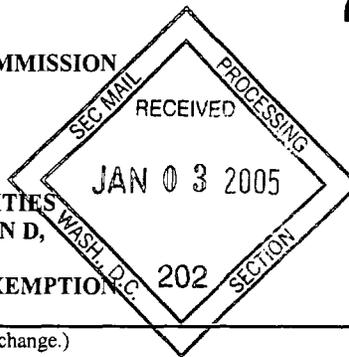
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



05000032

FORM D

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



Prefix	Serial
DATE RECEIVED	

755113

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

Class A, B, and C Common Stock of Orion HealthCorp, Inc.

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type 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.)

Orion HealthCorp, Inc. (formerly SurgiCare, Inc.)

Address of Executive Offices (Number and Street, City, State, Zip Code)

1805 Old Alabama Road, Suite 350, Roswell, GA 30076

Telephone Number (including Area Code)

(678) 832-1800

Address 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

Provider of business and management services to physician practices.

Type of Business Organization

corporation limited partnership, already formed

business trust limited partnership, to be formed

other (please specify):

Actual or Estimated Date of Incorporation or Organization: Month Year 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)

PROCESSED
JAN 05 2005
B THOMSON FINANCIAL

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.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- X Each promoter of the issuer, if the issuer has been organized within the past five years;
- X 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;
- X Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- X 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)

LeBlanc, Keith G.

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

c/o Orion HealthCorp, Inc., 10700 Richmond Avenue, Suite 300, Houston, TX 77042

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

Full Name (Last name first, if individual)

Bauer, Terrence L.

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

c/o Orion HealthCorp, Inc., 1805 Old Alabama Road, Suite 350, Roswell, GA 30076

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

Full Name (Last name first, if individual)

Murdock, Stephen H.

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

c/o Orion HealthCorp, Inc., 1805 Old Alabama Road, Suite 350, Roswell, GA 30076

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

Full Name (Last name first, if individual)

Cascio, Paul H.

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

c/o Orion HealthCorp, Inc., 1805 Old Alabama Road, Suite 350, Roswell, GA 30076

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

Full Name (Last name first, if individual)

Finn, Michael J.

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

c/o Orion HealthCorp, Inc., 1805 Old Alabama Road, Suite 350 Roswell, GA 30076

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

Full Name (Last name first, if individual)

Brantley Capital Corporation

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

3201 Enterprise Parkway, Suite 350, Beachwood, OH 44122

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

Full Name (Last name first, if individual)

Brantley Partners IV, L.P.

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

3201 Enterprise Parkway, Suite 350, Beachwood, OH 44122

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

Full Name (Last name first, if individual)

Crane, David

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

c/o Orion HealthCorp, Inc., 1805 Old Alabama Road, Suite 350, Roswell, GA 30076

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

Full Name (Last name first, if individual)

McIntosh, Gerald M.

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

c/o Orion HealthCorp, Inc., 1805 Old Alabama Road, Suite 350, Roswell, GA 30076

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

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- X Each promoter of the issuer, if the issuer has been organized within the past five years;
- X 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;
- X Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- X 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)

Valley, Joseph M., Jr.

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

c/o Orion HealthCorp, Inc., 1805 Old Alabama Road, Suite 350, Roswell, GA 30076

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

Full Name (Last name first, if individual)

Pinkas Family Partners, L.P.

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

3201 Enterprise Parkway, Suite 350, Beachwood, OH 44122

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

Full Name (Last name first, if individual)

Pinkas, Robert P.

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

3201 Enterprise Parkway, Suite 350, Beachwood, OH 44122

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

Full Name (Last name first, if individual)

Brantley Venture Management III, L.P.

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

3201 Enterprise Parkway, Suite 350, Beachwood, OH 44122

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

Full Name (Last name first, if individual)

Brantley Venture Management IV, L.P.

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

3201 Enterprise Parkway, Suite 350, Beachwood, OH 44122

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

Full Name (Last name first, if individual)

Brantley Venture Partners III, L.P.

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

3201 Enterprise Parkway, Suite 350, Beachwood, OH 44122

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

Full Name (Last name first, if individual)

Brantley Capital Management, L.L.C.

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

3201 Enterprise Parkway, Suite 350, Beachwood, OH 44122

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

Full Name (Last name first, if individual)

Cain, Dennis

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

c/o Orion HealthCorp, Inc., 10700 Richmond Avenue, Suite 300, Houston, TX 77042

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- X Each promoter of the issuer, if the issuer has been organized within the past five years;
 - X 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;
 - X Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - X 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)

Cain, Valerie

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

c/o Orion HealthCorp, Inc., 10700 Richmond Avenue, Suite 300, Houston, TX 77042

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

Full Name (Last name first, if individual)

Smith, Tommy M.

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

c/o Orion HealthCorp, Inc., 10700 Richmond Avenue, Suite 300, Houston, TX 77042

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)

N/A

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

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt (1)	\$ 1,000,000.00	\$ 1,000,000.00
Equity	\$	\$
<input checked="" type="checkbox"/> Common (see "Other" rows below) <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) (2)	\$ 69,750.00	\$ 69,750.00
Partnership Interests	\$	\$
Other (Specify <u>Class A Common Stock</u>) (3)	\$ 12,517,831.20	\$ 12,517,831.20
Other (Specify <u>Class B Common Stock</u>) (4)	\$ 13,328,350.00	\$ 13,328,350.00
Other (Specify <u>Class C Common Stock</u>) (1)	\$ 4,412,128.00	\$ 4,412,128.00
Total	\$ 31,328,059.20	\$ 31,328,059.20

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 (Class A Common Stock)	30	\$12,187,280.00
Accredited Investors (Class B Common Stock)	11	\$ 13,328,350.00(2)
Accredited Investors (Class C Common Stock)	7	\$ 4,412,128.00(1)
Non-accredited Investors (Class A Common Stock)	26	\$ 330,551.20
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		\$
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"/>	\$1,250,000.00*
Accounting Fees	<input type="checkbox"/>	\$
Engineering Fees	<input type="checkbox"/>	\$
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$
Other Expenses (identify) <u>Stock Exchange Listing Fees</u>	<input checked="" type="checkbox"/>	\$ 107,500.00*
Other Expenses (identify) <u>Escrow Agent Fees and Fractional Shares Payment</u>	<input checked="" type="checkbox"/>	\$ 2,103.00*
Total	<input checked="" type="checkbox"/>	\$1,359,603.00*

(1) Issued to the equityholders of Dennis Cain Physician Solutions, Ltd. and Medical Billing Services, Inc. pursuant to an Agreement and Plan of Merger under which such equityholders received an aggregate of \$3 million in cash, promissory notes in the aggregate principal amount of \$1 million and 1,575,760 shares of Class C Common Stock. No market for resale of the Class C Common Stock is ever expected to develop. The Class C Common Stock is convertible into Class A Common Stock. The aggregate offering price, amount already sold and aggregate dollar amount of purchases for the Class C Common Stock,

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

all in the amount of \$4,412,128.00, assume such conversion and were determined by multiplying the number of shares of Class C Common Stock issued by the initial conversion factor of one (i.e., one share of Class C Common Stock converts into one share of Class A Common Stock). The conversion factor is designed initially to yield one share of Class A Common Stock per share of Class C Common Stock converted, with the number of shares of Class A Common Stock reducing to the extent that distributions are paid on the Class C Common Stock.

(2) The issuer issued an aggregate of 25,000 warrants to purchase Class A Common Stock, at an exercise price of \$0.01 per share, in consideration for a guarantee provided in connection with a new credit facility entered into by the issuer in connection with the closing of the transactions.

(3) Issued to the equityholders and certain debtholders of Integrated Physician Solutions, Inc. pursuant to an Agreement and Plan of Merger and Debt Exchange Agreement, respectively, under which such equityholders received an aggregate of 2,831,349 shares of Class A Common Stock and such debtholders received an aggregate of 1,639,305 shares of Class A Common Stock. The valuation of the Class A Common Stock is based on the closing market price of the common stock of the issuer on the day prior to the closing of the transactions (adjusted for the reverse stock split that took place in connection with the closing).

(4) Issued to certain investors pursuant to a Stock Subscription Agreement. No market for resale of the Class B Common Stock is ever expected to develop. The Class B Common Stock is convertible into Class A Common Stock at a floating rate partially determined by reference to the price of the Class A Common Stock. The aggregate offering price, amount already sold and aggregate dollar amount of purchases for the Class B Common Stock, all in the amount of \$13,328,350.00, equal the aggregate cash purchase price paid by the investors party to the Stock Subscription Agreement.

* The listed expenses are the amounts paid by the issuer at the closing of the transactions. The issuer owes additional expenses that were not paid at closing in the amounts of approximately (i) \$15,000 for transfer agent fees, (ii) \$50,000 for printing and engraving costs, (iii) \$150,000 for accounting fees, and (iv) \$2,340,826 for additional legal fees.

4. 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."

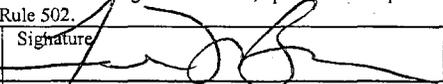
\$ 29,968,456.20

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 checked="" type="checkbox"/> \$ 20,929,959.20
Repayment of indebtedness.....	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$ 8,090,417.47
Working capital.....	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$ 603,329.53
Other (specify): Guarantee fees paid by issuance of warrants described above in footnote (2)	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$ 69,750.00
Other (specify): Litigation settled at closing	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$ 275,000.00
Column Totals.....	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$29,968,456.20
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$ 29,968,456.20	

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) Orion HealthCorp, Inc.	Signature 	Date December 30, 2004
Name of Signer (Print or Type) Terrence L. Bauer	Title of Signer (Print or Type) Chief Executive Officer	

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

ATTENTION