13/4154

FORM D

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

PROCESSED

FORM D

JAN 1 2235 THOMSON FINANCIAL

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

PROVAL
3235-0076
May 31, 2005
e burden nse1
E ONLY
Serial
CEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Series A Preferred Stock and the common stock into which it can be converted	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Type of Filing: New Filing Amendment	Section 4(6) ULOF RECEIVED
A. BASIC IDENTIFICATION DATA	A 9000
1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) The BioPhysical Corporation (f/k/a HealthMAP Laboratories, Inc.)	170 /
Address of Executive Offices (Number and Street, City, State, Zip Code) 3300 Duval Road, Suite 110, Austin, TX, 78759	Telephone Number (Including Area Code) 512-225-9237
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 Medical Diagnostics	
Type of Business Organization corporation limited partnership, already formed other	05001024 (please specify):
Actual or Estimated Date of Incorporation or Organization: Month Year	Actual Estimated ate: DE

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 boar 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.

C:\NrPortbl\PALIB2\MXL\2957616_1.DOC (15474)

SEC 1972 (2-97) Page 1 of 8

SEC



The state of the s	A. BASIC II	ENTIFICATION DATA		
 Enter the information requested for the foll Each promoter of the issuer, if the issuer Each beneficial owner having the power Each executive officer and director of co Each general and managing partner of p 	r has been organized within the to vote or dispose, or direct the propriate issuers and of corpora	he vote or disposition of, 10%		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Benson, T. Craig				
Business or Residence Address (Number and Str	eet, City, State, Zip Code)			
c/o The BioPhysical Corporation, 3300 Duval	Road, Suite 110, Austin, T	X, 78759		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Chandler, Mark				
Business or Residence Address (Number and Str	eet, City, State, Zip Code)			
c/o The BioPhysical Corporation, 3300 Duval	Road, Suite 110, Austin, T.	X, 78759		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
McClain, Patrick S.				
Business or Residence Address (Number and Stre				
c/o The BioPhysical Corporation, 3300 Duval l	Road, Suite 110, Austin, T	K, 78759		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
HealthMAP Holdings, LLC			·	
Business or Residence Address (Number and Stre	eet, City, State, Zip Code)			
P.O. Box 201268, Austin, TX, 78720				
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 Stre	et, City, State, Zip Code)			
Check Box(es) that Apply:	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number and Stree	et, City, State, Zip Code)	•		
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 Stree	et, City, State, Zip Code)			
(Use blank	k sheet, or copy and use addi	tional copies of this sheet,	as necessary)	
				

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	the issuer sold		issuer intend	to sell, to n	on-accredited	investors in	this offering	1?			Yes	No ⊠
		, 2200 1110	miono					under ULOE				J
2. What	t is the minim	ım investme	nt that will b								. \$	n/a
3. Does	What is the minimum investment that will be accepted from any individual? Does the offering permit joint ownership of a single unit?										Yes ⊠	No 🖂
	the information										_	
remu perso	neration for so n or agent of a live (5) person	licitation of broker or de	purchasers in aler registere	connection and with the S	with sales of EC and/or wi	securities in t th a state or s	the offering. states, list the	If a person to name of the b	be listed is a proker or dea	n associated aler. If more		
deale	r only.			, p								
Full Name	(Last name fir	st, if individ	lual)									
Business or	Residence A	ddress (Num	iber and Stree	et, City, State	e, Zip Code)							
Name of A	ssociated Brol	er or Dealer				<u> </u>						
States in W	hich Person L	isted Has So	olicited or Int	ends to Solid	cit Purchasers	s				7		
(Check '	'All States" or	check indiv	iduals States))		************						Il States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
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` -	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND]	[OH]	[WI]	[WY]	[PR]
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[MT] [RI] Full Name ([SC]	[SD]	[TN]	[TX]	[UT]							[PR]
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[MT] [RI] Full Name of Assume of As	[SC] (Last name fin Residence Accessociated Brok	[SD] st, if individual ldress (Number or Dealer	[TN] ual) ber and Stree	[TX]	[UT]	[VT]						[PR]
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	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.	Aggregata	A mount Almodus
	Type of Security Debt	Aggregate Offering Price \$	Amount Already Sold \$
	Equity	\$ 9.017.627.65	\$_7,569,168.56
	☐ Common ☑ Preferred	<u> </u>	
1	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
,	Other (Specify)	\$	\$
	Total		\$ 7,569,168.56
	Answer also in Appendix, Column 3, if filing under ULOE.		
a p	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 their 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 Purchase
I	Accredited investors	46	\$ <u>7,569,168.56</u>
1	Non-accredited Investors	0	\$0.00
	Total (for filings under Rule 504 only)		s
	Answer also in Appendix, Column 4, if filing under ULOE.		
Ь	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold y the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of ecurities in this offering. Classify securities by type listed in Part C - Question 1.		
b se	of 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 ecurities in this offering. Classify securities by type listed in Part C - Question 1.	Type of	Dollar Amount
ь se 1	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold y the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of ecurities in this offering. Classify securities by type listed in Part C - Question 1. Type of Offering	Security	Sold
b se T R	f this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold y the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of ecurities in this offering. Classify securities by type listed in Part C - Question 1. Cype of Offering Rule 505	Security	Sold \$
b se T R	f this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold y the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of ecurities in this offering. Classify securities by type listed in Part C - Question 1. Cype of Offering tule 505	Security	Sold
b se T R	f this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold y the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of eccurities in this offering. Classify securities by type listed in Part C - Question 1. Type of Offering Rule 505 Legulation A.	Security	Sold \$
b se T R	f this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold y the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of ecurities in this offering. Classify securities by type listed in Part C - Question 1. Cype of Offering tule 505	Security	Sold \$
b so TI R R R	f this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold y the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of eccurities in this offering. Classify securities by type listed in Part C - Question 1. Type of Offering Rule 505 Legulation A.	Security	Sold \$
b so	f this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold y the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of ecurities in this offering. Classify securities by type listed in Part C - Question 1. Type of Offering Rule 505 Regulation A Total Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this ffering. Exclude amounts relating solely to organization expenses of the issuer. The information may be even as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and	Security	Sold \$
b so	f this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold y the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of ecurities in this offering. Classify securities by type listed in Part C - Question 1. Type of Offering Rule 505 Regulation A. Total Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this fering. Exclude amounts relating solely to organization expenses of the issuer. The information may be even as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and neck the box to the left of the estimate.	Security	Sold \$ \$ \$ \$
b so	f this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold y the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of ecurities in this offering. Classify securities by type listed in Part C - Question 1. Type of Offering Rule 505 Regulation A Total Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this ffering. Exclude amounts relating solely to organization expenses of the issuer. The information may be even as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and neck the box to the left of the estimate.	Security	Sold \$ \$ \$ \$ \$ \$
b so	f this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold y the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of ecurities in this offering. Classify securities by type listed in Part C - Question 1. Type of Offering Rule 505 Regulation A. Total Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this ffering. Exclude amounts relating solely to organization expenses of the issuer. The information may be even as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and neck the box to the left of the estimate. ransfer Agent's Fees. rinting and Engraving Costs	Security	\$Sold \$S
b so	f this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold y the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of ecurities in this offering. Classify securities by type listed in Part C - Question 1. Expe of Offering tule 505 Engulation A Total Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this ffering. Exclude amounts relating solely to organization expenses of the issuer. The information may be even as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and neck the box to the left of the estimate. ransfer Agent's Fees rinting and Engraving Costs	Security	\$\$ \$\$ \$\$ \$\$ \$\$ \$\$ \$\$ \$
b so	f this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold y the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of ecurities in this offering. Classify securities by type listed in Part C - Question 1. Cype of Offering tule 505 Legulation A Lule 504 Total Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this ffering. Exclude amounts relating solely to organization expenses of the issuer. The information may be even as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and neck the box to the left of the estimate. Transfer Agent's Fees Trinting and Engraving Costs Legal Fees CCCOUNTING FEES	Security	\$Sold \$ \$ \$ \$
b se	f this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold y the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of ecurities in this offering. Classify securities by type listed in Part C - Question 1. Cype of Offering Rule 505 Regulation A Total Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this fering. Exclude amounts relating solely to organization expenses of the issuer. The information may be even as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and neck the box to the left of the estimate. ransfer Agent's Fees rinting and Engraving Costs egal Fees ccounting Fees ngineering Fees	Security	\$\$ \$\$ \$\$ \$\$ \$\$ \$\$ \$

Salaries and fees	total expenses famished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer"	S 9,007,627.65		C. OFFEI	RING PRICE, NUMBE	R OF INVES	TORS, EXPENSE	ES AND U	SE OF PR	OCEEDS		
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. Off Salaries and fees	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 & P. Affiliates Salaries and fees	Payments to Officers, Directors & Payments To Others S	tot	al expenses furnished in response to	Part C - Question 4.a.	This difference	is the "adjusted gro	oss			\$ <u>9,00</u> °	7,627.65
Salaries and fees	Salaries and fees	Officers, Directors & Affiliates S	the left	purposes shown. If the amount for a of the estimate. The total of the pa	any purpose is not known lyments listed must equal	, furnish an esti	mate and check the	e box to the				
Purchase of real estate	Purchase of real estate \$\ 0.00 \ S\$ Purchase, rental or leasing and installation of machinery and equipment \$\ 0.00 \ S\$ Construction or leasing of plant buildings and facilities \$\ 0.00 \ S\$ 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) \$\ 0.00 \ S\$ Repayment of indebtedness \$\ 0.00 \ S\$ Working capital \$\ S\$ 0.00 \ S\$ Other (specify): \$\ S\$ 0.00 \ S\$ Column Totals \$\ S\$ 0.00 \ S\$ Total Payments Listed (column totals added) \$\ S\$ 9,007,627.65 D. FEDERAL SIGNATURE he 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 dertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer (Print or Type) But Date Date Date Date Date Date Date Date Danuary Loos Date Date	S						(Officers, D	irectors &		
Purchase, rental or leasing and installation of machinery and equipment	Purchase, rental or leasing and installation of machinery and equipment	\$ 0.00 \$ 0.00 be \$ 0.00 \$ 0.00 \$ 0.00 \$ 0.00 \$ 0.00 \$ 0.00 \$ 0.00 \$ 9,007,627,65 \$ 0.00 \$ 9,007,627,65 \$ 9,007,627.65 an taff, the information furnished by the issuer to any non-	Sal	aries and fees		•••••	······] \$	0.00	☐ \$	0.00
Construction or leasing of plant buildings and facilities	Construction or leasing of plant buildings and facilities S. 0.00 S. 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). S. 0.00 S. Repayment of indebtedness S. 0.00 S. Working capital S. 0.00 S. Other (specify): S. 0.00 S. Other (specify): S. 0.00 S. Column Totals S. 0.00 S. Total Payments Listed (column totals added). S. 0.00 S. Total Payments Listed (column totals added). S. FEDERAL SIGNATURE 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 dertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer (Print or Type) The BioPhysical Corporation Signature Date Date January 4. 2005	be	Pu	chase of real estate] \$	0.00	□ \$	0.00
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)	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)	be	Pur	chase, rental or leasing and installa	tion of machinery and eq	uipment] \$	0.00	□ s	0.00
used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): Column Totals Total Payments Listed (column totals added) 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 Rundertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the infecredited investor pursuant to paragraph (b)(2) of Rule 502.	used in exchange for the assets or securities of another issuer pursuant to a merger)	S	Co	nstruction or leasing of plant buildin	ngs and facilities			[] s	0.00	□ s	0.00
Working capital	Working capital	\$ 0.00 \(\text{S} \) \(\text{S} \) \(\text{O} \) \(\text{S} \) \(\text{S} \) \(\text{O} \) \(\text{S} \) \(\text{S} \) \(\text{O} \) \(\text{S} \)] \$	0.00	□ \$	0.00
Other (specify):	Other (specify):	s 0.00 S 0.00 S 9,007,627.65 S 9,007,627.65 and under Rule 505, the following signature constitutes an traff, the information furnished by the issuer to any non-	Rep	payment of indebtedness		•••••] \$	0.00_	□ s	0.00
Total Payments Listed (column totals added)	Column Totals Solution Totals Solution Total Payments Listed (column totals added) Solution S	s 0.00 S 9,007,627.65 S 9,007,627.65 Ed under Rule 505, the following signature constitutes an taff, the information furnished by the issuer to any non-	Wo	rking capital] \$	0.00	⊠ \$_9,007	.627.65
Total Payments Listed (column totals added)	Total Payments Listed (column totals added)	ed under Rule 505, the following signature constitutes an taff, the information furnished by the issuer to any non-	Oth	er (specify):] \$ _	0.00	□ \$	0.00
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 Rundertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the infected investor pursuant to paragraph (b)(2) of Rule 502.	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 and endertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer deredited investor pursuant to paragraph (b)(2) of Rule 502. Signature Date January	ed under Rule 505, the following signature constitutes an taff, the information furnished by the issuer to any non-	Col	umn Totals] s	0.00	∑ \$_9,007	,627.65
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ndertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the infecredited investor pursuant to paragraph (b)(2) of Rule 502.	ndertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer (Print or Type) Signature Date January	Date			D.	FEDERAL S	SIGNATURE					
sout (lime of lype) Signature // / / / / / Date	he BioPhysical Corporation January 422, 2005	[ndertakir ccredited	ng by the issuer to furnish the U.S. Se investor pursuant to paragraph (b)(2)	curities and Exchange Cor of Rule 502.	mmission, upon	written request of it	its staff, the	information	furnished b		
The BioPhysical Corporation January	ame of Signer (Print or Type) Title of Signer (Print or Type)		he BioP	hysical Corporation	/ / C	(Lu	ll_	ſ	y 48	, 2005		
fame of Signer (Print or Type) Title of Signer (Print or Type) Chief Executive Officer	ark Chandler, Ph.D Chief Executive Officer			- , ,	i		2)					
						~						
•	•	•				ATTENT	ON					

Intentional Misstatements or Omissions of Fact Constitute Federal Criminal Violations. (See 18. U.S.C. 1001.)