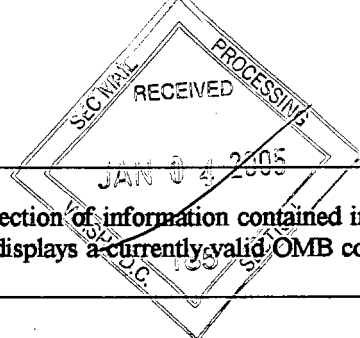


1158947



SEC 1972 (6/99) 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.

ATTENTION

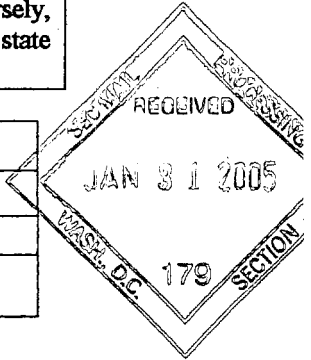
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

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



05002976

OMB APPROVAL	
OMB Number: 3235-0076	
Expires May 31, 2002	
Estimated average burden	
Hours per response... 1	



FORM D

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

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

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

Healthnostics, Inc.

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

Type of Filing: New Filing Amendment

PROCESSED

FEB 02 2005

B THOMSON FINANCIAL

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.)

Healthnostics, Inc.

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

6701 Democracy Boulevard, Suite 300, Bethesda, Maryland 20817

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



- 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)

Black, Michael J.

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

1220 Crummell Avenue, Annapolis, MD 21403

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

Full Name (Last name first, if individual)

Grofe, Alan W.

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

8016 Buschwood Mews, Gainesville, VA 20155

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

Full Name (Last name first, if individual)

Hanrahan, David G.

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

4324 Kantbury Drive, Bethesda, MD 20814

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)

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)

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)

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)

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

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[X]

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

2. What is the minimum investment that will be accepted from any individual?..... \$10,000

3. Does the offering permit joint ownership of a single unit?..... Yes[X]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.

Not Applicable

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)

3. If this filing is for a information requested offerings of the types first sale of securities listed in Part C-Questi

Type of offer
 Rule 505.....
 Regulation A
 Rule 504.....
 Total.....

4. a. Furnish a stateme and distribution of the relating solely to orga may be given as subje expenditure is not kno left of the estimate.

Transfer Age
 Printing and
 Legal Fees...
 Accounting I
 Engineering
 Sales Comm
 Other Expen
 Total.....

b. Enter the differenc response to Part C - C to Part C - Question 4 to the issuer."

5. Indicate below the used or proposed to b for any purpose is no left of the estimate. T adjusted gross procee Question 4.b above.

Salaries and
 Purchase of

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)

[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 nece

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

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
Debt.....	\$ _____
Equity.....	\$250,000
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants).....	\$ _____
Partnership Interests.....	\$ _____
Other (Specify _____)	\$ _____
Total.....	\$250,000

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
Accredited Investors.....	9
Non-accredited Investors.....	-0-
Total (for filings under Rule 504 only).....	-0-

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

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"/>
	\$ _____	\$15,000
Repayment of indebtedness	<input type="checkbox"/>	<input type="checkbox"/>
	\$ _____	\$ _____
Working capital.....	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	\$ _____	\$173,300
Other (specify): _____	<input type="checkbox"/>	<input type="checkbox"/>
	\$ _____	\$ _____
_____	<input type="checkbox"/>	<input type="checkbox"/>
	\$ _____	\$ _____
Column Totals.....	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
	\$30,000	\$218,300
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$248,300

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.

Healthnostics, Inc.
Issuer (Print or Type)

12/30/04
Date

H. Melville Hicks, Jr.
Name of Signer (Print or Type)

General Counsel
Title of Signer (Print or Type)

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

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes[] No[X]

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)	Signature	Date
Healthnostics, Inc.		12/30/04
Name of Singer (Print or Type)	Title (Print or Type)	
H. Melville Hicks, Jr.	General Counsel	

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 on 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.

