

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

1204413

FORM D



OMB APPROVAL
OMB Number:
Expires:
Estimated average burden hours per response.

SEC USE ONLY	
Prefix	Serial



05051012

**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.)

COMMON SHARES AND ONE SERIES FOUR PREFERRED SHARE

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.)

Points International Ltd.

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

179 John Street, Toronto, ON M5T 1X4

Telephone Number (Including Area Code)

416.595.0000

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: **Owner & operator of Points.com website. The website allows individuals to swap airline and other reward program miles and points.**

PROCESSED

Type of Business Organization

corporation limited partnership, already formed other (please specify): **APR 19 2005**
 business trust limited partnership, to be formed

**THOMSON
FINANCIAL**

Actual or Estimated Date of Incorporation or Organization:

Month: **01** Year: **99**

Actual Estimated

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

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 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 in the notice constitutes a part of this notice and must be completed.

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) **MacLean, T. Robert**

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

179 John Street, Toronto, ON M5T 1X4

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

Full Name (Last name first, if individual) **Yuzpe, Stephen**

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

179 John Street, Toronto, ON M5T 1X4

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

Full Name (Last name first, if individual) **Carty, Douglas A.**

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

679 North Main Street, Glen Ellyn, IL 60137

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

Full Name (Last name first, if individual) **Fleming, Rowland W.**

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

798599 3rd Line East, R.R., #1, Creemore, Ontario, Canada, L0M 1G0

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

Full Name (Last name first, if individual) **Korman, Eric**

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

50 Murray Street, New York, NY 10007

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

Full Name (Last name first, if individual) **Kranias, Jim W.**

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

87A Coleherne Court, Old Brompton Road, London, United Kingdom SW5 0EE

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

Full Name (Last name first, if individual) **Lavine, Marc B.**

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

5 rue de Medicis 75006, Paris, France

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

Full Name (Last name first, if individual) **McCutcheon, J. Grant**

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

5 Admiral Raod, Toronto, Ontario, Canada M5R 2L4

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

Full Name (Last name first, if individual) **Thompson, John W.**

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

63 Blyth Hill Road, North York, Ontario, Canada M4N 3L6

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

Full Name (Last name first, if individual) **Marriott, Dan**

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

79 Laight Street, Apt. 4F, New York, NY 10013

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

Full Name (Last name first, if individual) **Barnard, Christopher J.D.**

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

55 Roxborough Street West, Toronto, Ontario, Canada M5R 1T9

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

Full Name (Last name first, if individual) **Higbee-Clarkin, Darlene**

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

801 Bay Street, Suite 1603, Toronto, Ontario, Canada M5S 1Y9

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

Full Name (Last name first, if individual) **Ivers, Morley**

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

386 Richmond Street West, Suite 531, Toronto, Ontario, Canada M5V 3P1

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

Full Name (Last name first, if individual) **Thompson, William**

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

3708 Austin Court, Flower Mound, TX 75028

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

Full Name (Last name first, if individual) **Conn, Grad**

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

1750 Bayview Avenue, Unit 605, Toronto, Ontario, Canada M4G 4H6

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

Full Name (Last name first, if individual) **Glass, Michael**

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

14281 212th Drive, N.E., Woodinville, TX 98077

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

Full Name (Last name first, if individual) **Diab, Sacha**

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

12 Wilberton Road, Toronto, Ontario, Canada M4V 1Z3

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

Full Name (Last name first, if individual) **Sikora, Jason**

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

13 Pascoe Drive, Markham, Ontario, Canada L6B 1B8

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

Full Name (Last name first, if individual) **Lockhard, Peter**

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

179 John Street, Toronto, Ontario Canada M5T 1X4

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

Full Name (Last name first, if individual) **Philip, Jerry**

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

237 Mississauga Road, Oakville, Ontario, Canada L6L 3B1

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

Full Name (Last name first, if individual) **Ogden, Stephen**

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

33 Rosehill, Suite 1106, Toronto, Ontario, Canada M5S 1Y9

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?..... No Minimum

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)

Merriman Curhan Ford & Company

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

600 California Street, 9th Floor, San Francisco, California 94108

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] X	[AZ]	[AR]	[CA] X	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA] X	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV] X	[NH]	[NJ] X	[NM]	[NY] X	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX] X	[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]

C. OFFERING PRICE, 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.

	Aggregate Offering Price	Amount Already Sold
Type of Security		
Debt		
Equity		
<input checked="" type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$12,988,633	\$12,988,633
Partnership Interests		
Other (Specify:		
Total	\$12,988,633	\$12,988,633

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.....	31	\$12,988,633
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 Security	Dollar Amount Sold
Type of offering		
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 checked="" type="checkbox"/>	\$ 5,000
Printing and Engraving Costs	<input type="checkbox"/>	\$ 0
Legal Fees	<input checked="" type="checkbox"/>	\$ 171,750
Accounting Fees	<input checked="" type="checkbox"/>	\$ 8,106
Engineering Fees	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finder's fees separately) **	<input checked="" type="checkbox"/>	\$ 591,346
Other Expenses (identify) (Travel Expenses, Toronto Stock Exchange Fees, Escrow Agent Fees, Placement Agent Expenses, Miscellaneous Expenses).....	<input checked="" type="checkbox"/>	\$ 60,811
Total.....	<input checked="" type="checkbox"/>	\$ 837,013

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."

\$12,151,620

* Includes legal fees of counsel to the lead investor

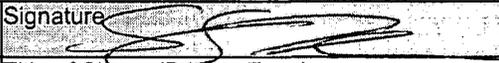
** The Placement Agent received compensation of \$591,340 and warrants to acquire up to 757,378 common shares at CDN \$0.82 per share

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"/> \$12,151,620
Other (specify): **For marketing purposes, technology development and working capital.	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$12,151,620
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> \$12,151,620

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) Points International Ltd.	Signature 	Date April 13, 2005
Name of Signer (Print or Type) Stephen Yuzpe	Title of Signer (Print or Type) Chief Financial Officer and Corporate Secretary	

ATTENTION

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