

1105/59

FORM D

Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

OMB APPROVAL
OMB Number: 3235-0076
Expires: October 31, 2008
Estimated average burden hours per response: 4.00

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

Item 1. Issuer's Identity

Name of Issuer
Bioheart, Inc.

Jurisdiction of Incorporation/Organization
Florida

Year of Incorporation/Organization (Select one)

Over Five Years Ago Within Last Five Years (specify year)

Previous Name(s) None
PROCESSED
OCT 30 2008

Entity Type (Select one)

- Corporation
- Limited Partnership
- Limited Liability Company
- General Partnership
- Business Trust
- Other (Specify)

THOMSON REUTERS

(If more than one issuer is filing this notice, check this box and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1
13794 NW 4th Street

City
Sunrise

State/Province/Country
FL

Street Address 2
Suite 212

ZIP/Postal Code
33325

Phone No.
954-835-1500

Item 3. Related Persons

Last Name
Leonhardt

First Name
Howard

Middle Name
J.

Street Address 1
C/O Bioheart, Inc.

City
Sunrise

State/Province/Country
FL

Street Address 2
13794 NW 4th St., Suite 212

ZIP/Postal Code
33325



08063046

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary)

(Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

- Agriculture
- Banking and Financial Services
 - Commercial Banking
 - Insurance
 - Investing
 - Investment Banking
 - Pooled Investment Fund

If selecting this industry group, also select one fund type below and answer the question below:

- Hedge Fund
- Private Equity Fund
- Venture Capital Fund
- Other Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No

Other Banking & Financial Services

- Business Services
- Energy
 - Electric Utilities
 - Energy Conservation
 - Coal Mining
 - Environmental Services
 - Oil & Gas
 - Other Energy

- Health Care
 - Biotechnology
 - Health Insurance
 - Hospitals & Physicians
 - Pharmaceuticals
 - Other Health Care

- Manufacturing
- Real Estate
 - Commercial

- Construction
- REITS & Finance
- Residential
- Other Real Estate
- Retailing
- Restaurants
- Technology
 - Computers
 - Telecommunications
 - Other Technology
- Travel
 - Airlines & Airports
 - Lodging & Conventions
 - Tourism & Travel Services
 - Other Travel
- Other

Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504(b)(1)(i)
- Rule 504(b)(1)(ii)
- Rule 504(b)(1)(iii)
- Rule 505
- Rule 506
- Securities Act Section 4(6)

Investment Company Act Section 3(c)

- Section 3(c)(1)
- Section 3(c)(2)
- Section 3(c)(3)
- Section 3(c)(4)
- Section 3(c)(5)
- Section 3(c)(6)
- Section 3(c)(7)
- Section 3(c)(9)
- Section 3(c)(10)
- Section 3(c)(11)
- Section 3(c)(12)
- Section 3(c)(13)
- Section 3(c)(14)

Item 7. Type of Filing

- New Notice
- OR
- Amendment

Date of First Sale in this Offering: OR First Sale Yet to Occur

Item 8. Duration of Offering

Does the issuer intend this offering to last more than one year? Yes No

Item 9. Type(s) of Securities Offered (Select all that apply)

- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Other (Describe)

Item 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ no minimum investment

Item 12. Sales Compensation

Recipient: Newbridge Securities Corporation, Recipient CRD Number: 104065, (Associated) Broker or Dealer: None, Street Address 1: 1451 West Cypress Creek Road, City: Ft. Lauderdale, State: FL, ZIP: 33309

States of Solicitation: All States, CA, FL, MI, MN, NY, etc. (Identify additional person(s) being paid compensation by checking this box [X] and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ Up to US \$6,468,750 OR Indefinite; (b) Total Amount Sold \$ US \$1,774,995; (c) Total Remaining to be Sold \$ Up to US \$4,693,755 OR Indefinite

Clarification of Response (if Necessary)

Item 14. Investors

Check this box [] if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering: 0; Enter the total number of investors who already have invested in the offering: 3

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 7.0% - 13.0% [X] Estimate; Finders' Fees \$ 7.0% - 13.0% [X] Estimate

Clarification of Response (if Necessary): See Annex A attached.

Item 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0

Estimate

Clarification of Response (if Necessary)

[Empty box for clarification of response]

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

Terms of Submission. In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

Bioheart, Inc.

Name of Signer

William H. Kline

Signature

William H. Kline

Title

Chief Financial Officer

Number of continuation pages attached:

5

Date

October 14, 2008

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Tomas	Mike	
Street Address 1	Street Address 2	
C/O Bioheart, Inc.	13794 NW 4th St., Suite 212	
City	State/Province/Country	ZIP/Postal Code
Sunrise	FL	33325
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Kline	William	H.
Street Address 1	Street Address 2	
C/O Bioheart, Inc.	13794 NW 4th St., Suite 212	
City	State/Province/Country	ZIP/Postal Code
Sunrise	FL	33325
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Bromley	Scott	
Street Address 1	Street Address 2	
C/O Bioheart, Inc.	13794 NW 4th St., Suite 212	
City	State/Province/Country	ZIP/Postal Code
Sunrise	FL	33325
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Burke	Nicholas	M.
Street Address 1	Street Address 2	
C/O Bioheart, Inc.	13794 NW 4th St., Suite 212	
City	State/Province/Country	ZIP/Postal Code
Sunrise	FL	33325
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Sulawske-Guck	Catherine	
Street Address 1	Street Address 2	
C/O Bioheart, Inc.	13794 NW 4th St., Suite 212	
City	State/Province/Country	ZIP/Postal Code
Sunrise	FL	33325
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Carson	Bruce	
Street Address 1	Street Address 2	
C/O Bioheart, Inc.	13794 NW 4th St., Suite 212	
City	State/Province/Country	ZIP/Postal Code
Sunrise	FL	33325
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Farley	Peggy	A.
Street Address 1	Street Address 2	
C/O Bioheart, Inc.	13794 NW 4th St., Suite 212	
City	State/Province/Country	ZIP/Postal Code
Sunrise	FL	33325
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Gury	David	J.
Street Address 1	Street Address 2	
C/O Bioheart, Inc.	13794 NW 4th St., Suite 212	
City	State/Province/Country	ZIP/Postal Code
Sunrise	FL	33325
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Murphy, Jr., M.D.	William	P.
Street Address 1	Street Address 2	
C/O Bioheart, Inc.	13794 NW 4th St., Suite 212	
City	State/Province/Country	ZIP/Postal Code
Sunrise	FL	33325
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Spencer III	Richard	T.
Street Address 1	Street Address 2	
C/O Bioheart, Inc.	13794 NW 4th St., Suite 212	
City	State/Province/Country	ZIP/Postal Code
Sunrise	FL	33325
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
Relationship(s):	<input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
Relationship(s):	<input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient

Kovack Securities

(Associated) Broker or Dealer None

Street Address 1

6451 N. Federal Hwy.

City
Ft. Lauderdale

Recipient CRD Number

44848

No CRD Number

(Associated) Broker or Dealer CRD Number

Street Address 2

Suite 1201

No CRD Number

State/Province/Country

FL

ZIP/Postal Code

33308

States of Solicitation 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

Recipient

Jesup & Lamont Securities Corp.

(Associated) Broker or Dealer None

Street Address 1

650 Fifth Ave

City
New York

Recipient CRD Number

39056

No CRD Number

(Associated) Broker or Dealer CRD Number

Street Address 2

3rd Floor

No CRD Number

State/Province/Country

NY

ZIP/Postal Code

10019

States of Solicitation 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

Annex A

In connection with the offering, Bioheart, Inc. reserves the right to pay brokers and finders a cash placement fee ranging between 7.0% and 13.0% of the purchase price for securities sold to an investor personally introduced to the company by the broker or finder (an "Introduced Investor"). In addition, Bioheart, Inc. reserves the right to issue brokers and finders warrants to purchase between 70,000 and 130,000 shares of the common stock for each \$1 million of securities sold to an Introduced Investor. The brokers and finders warrants will:

- (i) have an exercise price equal to 120% of the purchase price per share of common stock;
- (ii) be exercisable during the period between the first and fifth year anniversary of the closing date;
- (iii) expire on the fifth anniversary of the closing date;
- (iv) be non-assignable until the first anniversary of the closing date;
- (v) have certain piggyback registration rights; and
- (vi) have a cashless exercise feature.

END