The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

				OMB APPROVAL
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM D Notice of Exempt Offering of Securities				OMB 3235- Number: 0076 Estimated average burden
	Notice of Exempt	onering of Seeur	1105	hours per response: 4.00
1. Issuer's Identity				
CIK (Filer ID N	umber) Previous Names	X None		Entity Type
<u>0001446159</u>			X Corporati	on
Name of Iss	uer			Partnership
BioDrain Medical, Inc.			Limited I	Liability Company
Jurisdiction				Partnership
Incorporation/Org MINNESOTA	anization		Business	
	ration/Organization		Other (Sp	pecify)
•	anon/Organization			
X Over Five Years Ago Within Last Five Years	(Specify Vear)			
Yet to Be Formed	(specify real)			
-	ess and Contact Information e of Issuer			
BioDrain Medical, Inc.				
· · · · · · · · · · · · · · · · · · ·	t Address 1		Street Address 2	
2915 COMMERS DRIVE	,	SUITE 900		
City	State/Province/Country	ZIP/Post	alCode Phone Nu	mber of Issuer
EAGAN	MINNESOTA	55121	(612) 389-4	800
3. Related Persons				
Last Name	Fir	st Name	Middle N	ame
Gadbaw	Lawrence		W.	
Street Address		Address 2		
2915 Commers Drive, Sui		• 10		
City		vince/Country	ZIP/Postal	Code
Eagan	MINNESOTA		55121	
-	e Officer X Director Promot	ter		
Clarification of Response (if Necessary):			
Last Name		st Name	Middle N	ame
Kornberg	Joshua			
Street Address		Address 2		
	18 900			
		vin aalCannt	71D/D	Cada
2915 Commers Drive, Sui City Eagan		vince/Country	ZIP/Posta 55121	Code

Relationship: X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

MorawezPeterL.Street Address IStreet Address 22915 Commers Drive, Suite 900State/Province/CountryS121Rationship:Executive Officer X DirectorPromoterChildcalion of Response (if Necessary):Street Address 1S121Last NameFirst NameJ.Street Address 1Street Address 22915 Commers Drive, Suite 900State/Province/CountryS121CityState/Province/CountryS121Relationship:Executive Officer X DirectorPromoterCityState/Province/CountryS121Relationship:Executive Officer X DirectorP.CityState/Province/CountryS121Relationship:Executive Officer X DirectorP.Street Address 1Street Address 2S121Street Address 1Street Address 2S121CityState/Province/CountryS121Relationship:Executive Officer X DirectorP.Street Address 1Street Address 2S121Relationship:Executive Officer X DirectorPromoterCityState/Province/CountryS121Relationship:Kastel/Province/CountryS121Relationship: X Executive Officer X DirectorPromoterCityStreet Address 2ZIP/PostalCodeStreet Address 1Street Address 22015 Commers Drive, Suite 900Street Address 2CityState/Province/CountryS121Relationship: X Executive Officer I Director PromoterS121 <th>Last Name</th> <th>First Name</th> <th>Middle Name</th>	Last Name	First Name	Middle Name	
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2915 Commers Drive, Suite 900CityState/Province/CountryZIP/PostalCodeEaganMINNESOTA55121Relationship: X Executive OfficeDirectorPromoterClarification of Response (if Necessar):	Myers	Robert		
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Eagan MINNESOTA 55121 Relationship: X Executive Officer Director Promoter Clarification of Response (if Necessary):	2915 Commers Drive, Suite 900			
Relationship: X Executive OfficerDirectorPromoterClarification of Response (if Necessary):	City	State/Province/Country	ZIP/PostalCode	
Clarification of Response (if Necessary): Last Name First Name Middle Name Koenigsberger Ricardo Street Address 1 Street Address 2 2915 Commers Drive, Suite 900 City State/Province/Country ZIP/PostalCode	Eagan	MINNESOTA	55121	
Last NameFirst NameMiddle NameKoenigsbergerRicardoStreet Address 1Street Address 22915 Commers Drive, Suite 900CityState/Province/CountryZIP/PostalCode	Relationship: X Executive Officer	Director Promoter		
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KoenigsbergerRicardoStreet Address 1Street Address 22915 Commers Drive, Suite 900CityState/Province/CountryZIP/PostalCode	Last Name	First Name	Middle Name	
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City State/Province/Country ZIP/PostalCode		Street Address 2		
	2915 Commers Drive, Suite 900			
Eagan MINNESOTA 55121	City	State/Province/Country	ZIP/PostalCode	
	Eagan	MINNESOTA	55121	

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture		Health Care	Retailing	
Banking & Financial Services		Biotechnology	Restaurants	
Commercial Banki	ng	Health Insurance	Technology	
Insurance		Hospitals & Physicians	Computers	
Investing	-	Pharmaceuticals	Telecommunications	
Investment Bankin Pooled Investment	•			
		X Other Health Care	Other Technology	
Is the issuer registe		Manufacturing	Travel	
an investment com the Investment Cor		Real Estate	Airlines & Airports	
Act of 1940?	inpany	Commercial	Lodging & Conventions	
Yes	No	Construction	Tourism & Travel Services	
Other Banking & H	Financial Services	REITS & Finance	Other Travel	
Business Services		Residential	Other	
Energy		Other Real Estate		
Coal Mining				
Electric Utilities				
Energy Conservation	on			
Environmental Ser	vices			

5. Issuer Size

Oil & Gas

Other Energy

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

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))		Rule 505	
Rule 504 (b)(1)(i)	Х	Rule 506	
Rule 504 (b)(1)(ii)		Securities Act Section 4(5)
Rule 504 (b)(1)(iii)		Investment Company Ac	t Section 3(c)
		Section 3(c)(1)	Section 3(c)(9)
		Section 3(c)(2)	Section 3(c)(10)
		Section 3(c)(3)	Section 3(c)(11)
		Section 3(c)(4)	Section 3(c)(12)
		Section 3(c)(5)	Section 3(c)(13)
		Section 3(c)(6)	Section 3(c)(14)

Section	n 3(c)(7)	
7. Type of Filing		
X New Notice Date of First Sale 2013-03-14 First Sale Amendment	Yet to Occur	
8. Duration of Offering		
Does the Issuer intend this offering to last more than one ye	ear? Yes X No	
9. Type(s) of Securities Offered (select all that apply)		
X Equity DebtX Option, Warrant or Other Right to Acquire Another Security to be Acquired Upon Exercise of Option, Warra Other Right to Acquire Security		
10. Business Combination Transaction		
Is this offering being made in connection with a business co a merger, acquisition or exchange offer?	ombination transaction, such as Yes X No	
Clarification of Response (if Necessary):		
11. Minimum Investment		
Minimum investment accepted from any outside investor \$	50 USD	
12. Sales Compensation		
Recipient	Recipient CRD Number None	
Brookline Group, LLC	153587	
(Associated) Broker or Dealer None	(Associated) Broker or Dealer CRD Number Nor	ne
Brookline Group, LLC	153587	
Street Address 1	Street Address 2	
2501 20th Place South	Suite 275	
City	State/Province/Country	ZIP/Postal Code
Birmingham State(s) of Solicitation (select all that apply) Check "All States" or check individual States	ALABAMA Foreign/non-US	35223
ALABAMA		
ARIZONA		
ARKANSAS		
CALIFORNIA		
COLORADO		
CONNECTICUT		
DELAWARE		
DISTRICT OF COLUMBIA		
FLORIDA		

GEORGIA IDAHO ILLINOIS INDIANA KANSAS LOUISIANA

MARYLAND
MASSACHUSETTS
MICHIGAN
MINNESOTA
MISSISSIPPI
MISSOURI
NEBRASKA
NEVADA
NEW JERSEY
NEW YORK
NORTH CAROLINA
OHIO
OKLAHOMA
OREGON
PENNSYLVANIA
RHODE ISLAND
SOUTH CAROLINA
TENNESSEE
TEXAS
UTAH
VIRGINIA
WASHINGTON
WEST VIRGINIA
WISCONSIN
WYOMING

13. Offering and Sales Amounts

Total Offering Amount\$500,000 USD orIndefiniteTotal Amount Sold\$500,000 USDTotal Remaining to be Sold\$0 USD orIndefinite

Clarification of Response (if Necessary):

14. Investors

Select 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. Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

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

Sales Commissions	\$40,000 USD	X Estimate
Finders' Fees	\$0 USD	Estimate

Clarification of Response (if Necessary):

Placement Agent to receive cash equal to 8% gross proceeds raised through investors introduced by it and warrants to purchase common stock equal to 8% of the total number of shares of Common Stock purchased by investors.

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.

\$40,000 USD X Estimate

Clarification of Response (if Necessary):

Estimated \$40,000 used for salary and stipends due to officers.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above 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 the 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).

Each Issuer identified above 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.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
BioDrain Medical, Inc.	Robert Myers	Robert Myers	Chief Financial Officer	2013-03-25

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.

* 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.