FORM D

Notice of Exempt Offering of Securities

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

OMB APPROVAL OMB Number: 3235-0076 Expires: August 31, 2015 Estimated Average burden hours per response: 4.0

1. Issuer's Identity			
CIK (Filer ID Number)	Previous Name(s)	None None	Entity Type
0001584371			Corporation
Name of Issuer			C Limited Partnership
IceCure Medical Ltd.			C Limited Liability Company
Jurisdiction of Incorporation/Organization			C General Partnership
ISRAEL			C Business Trust
Year of Incorporation/Organizat	ion		C Other
 Over Five Years Ago 			L
• Within Last Five Years (Specify Year)			

C Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer			
IceCure Medical Ltd.			
Street Address 1		Street Address 2	
7 HA'ESHEL ST., POB 3163			
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
CAESAREA	ISRAEL	38900	972-4-6230333

3. Related Persons

Last Name	First Name		Middle Name
Himelfarb	Yehezkel		
Street Address 1		Street Address 2	
7 Ha'Eshel			
City	State/Province	e/Country	ZIP/Postal Code
Caesarea	ISRAEL		38900
	,		
Relationship:	Executive Officer	Director	Promoter
Clarification of Response (if N			
	(ccssaiy)		1
CEU			
Last Name	First Name		Middle Name
Nir	Elka		
Street Address 1		Street Address 2	
7 Ha'Eshel			
City	State/Province	e/Country	ZIP/Postal Code
Caesarea	ISRAEL		38900
	,		
Relationship:	Executive Officer	Director	Promoter

		First Name		Middle Name	
Dumanis		Alon			
Street Address 1			Street Address	s 2	
7 Ha'Eshel					
City		State/Province	e/Country	ZIP/Postal Code	
Caesarea		ISRAEL		38900	_
Relationship:	Execu	tive Officer	Director	Promoter	
Clarification of Respon	ise (if Necessar	y)			
Alternate Director					_
					-
Last Name		First Name		Middle Name	
Goldin		Adi			
Street Address 1			Street Address	5.2	
7 Ha'Eshel					
City		State/Province	e/Country	ZIP/Postal Code	_
Caesarea		ISRAEL		38900	
Relationship:	Execu	tive Officer	Director	Promoter	
Last Name Goldman		First Name		Middle Name	
Street Address 1			Street Address	s 2	
7 Ha'Eshel					
City		State/Province	e/Country	ZIP/Postal Code	
Caesarea		ISRAEL		38900	
Caesarea		ISRAEL		38900	
	Execu	tive Officer	Director	38900 Promoter	
Relationship:		tive Officer	Director		
Relationship: Clarification of Respon		tive Officer	Director		
Relationship: Clarification of Respon		tive Officer	Director		
Relationship: Clarification of Respon		tive Officer	Director		
Relationship: Clarification of Respon External Director		tive Officer	Director		
Relationship: Clarification of Respon External Director Last Name		tive Officer y)	Director	Promoter	
Relationship: Clarification of Respon External Director Last Name Birger		tive Officer y) First Name	Director	Middle Name	
Relationship: Clarification of Respon External Director Last Name Birger		tive Officer y) First Name		Middle Name	
Relationship: Clarification of Respon External Director Last Name Birger Street Address 1 7 Ha'Eshel		tive Officer y) First Name	Street Address	Middle Name	
Relationship: Clarification of Respon External Director Last Name Birger Street Address 1 7 Ha'Eshel		tive Officer y) First Name Doron	Street Address	Middle Name	
Relationship: Clarification of Respon External Director Last Name Birger Street Address 1 7 Ha'Eshel City		tive Officer y) First Name Doron State/Province	Street Address	Middle Name	
Relationship: Clarification of Respon External Director Last Name Birger Street Address 1 7 Ha'Eshel City	ise (if Necessar	tive Officer y) First Name Doron State/Province	Street Address	Middle Name	
Relationship: Clarification of Respon External Director External Director ast Name Birger treet Address 1 7 Ha'Eshel Caesarea Relationship:	ise (if Necessar	tive Officer y) First Name Doron State/Province ISRAEL tive Officer	Street Address	Middle Name ZIP/Postal Code 38900	
Relationship: Clarification of Respon External Director Last Name Birger Street Address 1 7 Ha'Eshel City Caesarea	ise (if Necessar	tive Officer y) First Name Doron State/Province ISRAEL tive Officer	Street Address	Middle Name ZIP/Postal Code 38900	

Tamir]	Oded		7	
Street Address 1			Street Address 2		
7 Ha'Eshel]]	
City		State/Province/0	Country	ZIP/Postal Code	
Caesarea		ISRAEL	Journa	38900	
Relationship:	Execut	ive Officer	Director	Promoter	
Clarification of Response	(if Necessary)			
External Director					
Last Name		First Name		Middle Name	
Dudek]	Meirav			
Street Address 1		Menav	Street Address 2		
7 Ha'Eshel]]	
		State/Province/0		ZIP/Postal Code	
City			Jountry		
Caesarea		ISRAEL		38900	
Relationship:	Execut	ive Officer	Director	Promoter	
Clarification of Response	(if Necessary)	·		
CFO	(111100035417)	,			
Last Name		First Name		Middle Name	
Sadka]	Elizabeth		ן ר	
Street Address 1		<u></u>	Street Address 2	<u>-1</u>	
7 Ha'Eshel]]	
City		State/Province/0	Country	ZIP/Postal Code	
Caesarea		ISRAEL		38900	
Relationship:	Execut	ive Officer	Director	Promoter	
Clarification of Response	(if Necessary)			
Vice CEO					
Last Name		First Name		Middle Name	
Bachman		Nir]	
Street Address 1			Street Address 2		
7 Ha'Eshel					
City		State/Province/O	Country	ZIP/Postal Code	
Caesarea		ISRAEL		38900	
[1		1
Relationship:	Execut	ive Officer	Director	Promoter	
Clarification of Response	(if Necessary)			-
An officer who is directly	y subordinate	ed to the CEO			
Last Name		First Name		Middle Name	
Cohen		Doron]	

Street Address 1

Street Address 2

7 Ha'Eshel				
City		State/Province/	Country	ZIP/Postal Code
Caesarea		ISRAEL		38900
Relationship:	Execut	tive Officer	Director	Promoter
Clarification of Response	e (if Necessary	<i>i</i>)	·	
Internal Auditor		·		
Last Name		First Name		Middle Name
Irby		William		٦
Street Address 1			Street Address 2	
7 Ha'Eshel				
City		State/Province/	Country	ZIP/Postal Code
Caesarea		ISRAEL		38900
Relationship:	Execut	tive Officer	Director	Promoter
Clarification of Response	e (if Necessary	<i>i</i>)		
Vice CEO				

4. Industry Group

C Agriculture

Banking & Financial Services

- C Commercial Banking
- C Insurance
- C Investing
- C Investment Banking
- C Pooled Investment Fund
- Other Banking & Financial
- C Services

C Business Services

Energy

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

Health Care Biotechnology

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

C Manufacturing

- Real Estate
- C Commercial
- C Construction
- C **REITS & Finance**
- C Residential
- C Other Real Estate

Technology

C Retailing

C Restaurants

- C Computers
 - **C** Telecommunications
 - C Other Technology

- C Airlines & Airports
- C Tourism & Travel Services
- O Other Travel

C Other

- Aggregate Net Asset Value Range

C

C No Aggregate Net Asset Value

- \$1 \$5,000,000
- C \$5,000,001 - \$25,000,000
- 0 \$25,000,001 - \$50,000,000
- C \$50,000,001 - \$100,000,000
- 0 Over \$100,000,000
- C Decline to Disclose
- 0 Not Applicable

Travel

- C Lodging & Conventions

5. Issuer Size

Revenue Range C No Revenues

- \$1 - \$1,000,000
- C \$1,000,001 - \$5,000,000
- C \$5,000,001 - \$25,000,000
- C \$25,000,001 - \$100,000,000
- C Over \$100,000,000
- C Decline to Disclose
- C Not Applicable

6.	Federal	Exemption(s)	and E	xclusion	(s) Cla	aimed	(select	all t	that
ap	oply)								

	Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505	
Π	Rule 504 (b)(1)(i)	Rule 506(b)	
Π	Rule 504 (b)(1)(ii)	Rule 506(c)	
	Rule 504 (b)(1)(iii)	Securities Act Section 4	(a)(5)
		Investment Company A	ct Section 3(c)

7.	Type of Fil	ing		
•	New Notice	Date of First Sale	2013-08-28	First Sale Yet to Occur

Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?

C Yes © No

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

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

10. Business Combination Tra	ansaction
Is this offering being made in connection with a bus transaction, such as a merger, acquisition or exchar	
Clarification of Response (if Necessary)	
11. Minimum Investment	
Minimum investment accepted from any outside	\$ 0 USD
investor	
12. Sales Compensation	
Recipient	Recipient CRD Number 🔽 None
None	
(Associated) Broker or Dealer 🔲 None	(Associated) Broker or Dealer CRD 🔲 None
Chardan Capital Markets LLC	120128
Street Address 1	Street Address 2
17 STATE	SUIT 1600
City	State/Province/Country ZIP/Postal Code
NEW YORK	NEW YORK 10004
State(s) of Solicitation All States	Foreign/Non-US

	CALIFORNIA
ĺ	ILLINOIS

Le.

NEW YORK

13. Offering and Sales Amounts					
Total Offering Amount \$ 4000000 USD Indefinite					
Total Amount Sold \$ 4000000 USD					
Sold USD □ Indefinite					
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, 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 & Finders' 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 \$ 221600 USD Estimate					
Finders' Fees \$ 0 USD Estimate					
Clarification of Response (if Necessary)					
The sales commissions are with respect to an Israeli offering which also addressed US 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.					
Clarification of Response (if Necessary)					
Signature and Submission					
orgnature and oubmission					
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, 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 it 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 the issuer maintains its principal place of business or any State in which the state in which the state in which the issuer maintains its principal place of business or any State in which the state in which the state in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains i
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

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
IceCure Medical Ltd.	/s/Yaacov Goldman,Meirav Dudek	Yaacov Goldman, Meirav Dudek	External Director, CFO	2013-09-11