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

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM D**

OMB APPROVAL

OMB Number: 3235-0076  
Estimated average burden  
hours per response: 4.00

**Notice of Exempt Offering of Securities**

**1. Issuer's Identity**

CIK (Filer ID Number)

[0001506492](#)

Name of Issuer

[Nuwellis, Inc.](#)

Jurisdiction of Incorporation/Organization

[DELAWARE](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

Previous  
Names

None

[CHF Solutions, Inc.](#)

[Sunshine Heart, Inc.](#)

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

**2. Principal Place of Business and Contact Information**

Name of Issuer

[Nuwellis, Inc.](#)

Street Address 1

[12988 VALLEY VIEW ROAD](#)

Street Address 2

City

[EDEN PRAIRIE](#)

State/Province/Country

[MINNESOTA](#)

ZIP/PostalCode

[55344](#)

Phone Number of Issuer

[952-345-4200](#)

**3. Related Persons**

Last Name

[Erb](#)

First Name

[John](#)

Middle Name

[L.](#)

Street Address 1

[12988 Valley View Road](#)

Street Address 2

City

[Eden Prairie](#)

State/Province/Country

[MINNESOTA](#)

ZIP/PostalCode

[55344](#)

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

[Jaramillo, Jr.](#)

First Name

[Nestor](#)

Middle Name

Street Address 1

[12988 Valley View Road](#)

Street Address 2

City

[Eden Prairie](#)

State/Province/Country

[MINNESOTA](#)

ZIP/PostalCode

[55344](#)

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

[Costanzo, M.D.](#)

First Name

[Maria Rosa](#)

Middle Name

Street Address 1

[12988 Valley View Road](#)

Street Address 2

City

[Eden Prairie](#)

State/Province/Country

[MINNESOTA](#)

ZIP/PostalCode

[55344](#)

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name  
McCormick Mike  
Street Address 1 Street Address 2  
12988 Valley View Road  
City State/Province/Country ZIP/PostalCode  
Eden Prairie MINNESOTA 55344  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name  
Waller Gregory  
Street Address 1 Street Address 2  
12988 Valley View Road  
City State/Province/Country ZIP/PostalCode  
Eden Prairie MINNESOTA 55344  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name  
Georgiou, M.D. Archelle  
Street Address 1 Street Address 2  
12988 Valley View Road  
City State/Province/Country ZIP/PostalCode  
Eden Prairie MINNESOTA 55344  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name  
Ayotte Neil P.  
Street Address 1 Street Address 2  
12988 Valley View Road  
City State/Province/Country ZIP/PostalCode  
Eden Prairie MINNESOTA 55344  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name  
McDonald Dave Kendrick  
Street Address 1 Street Address 2  
12988 Valley View Road  
City State/Province/Country ZIP/PostalCode  
Eden Prairie MINNESOTA 55344  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name  
Scott Rob  
Street Address 1 Street Address 2  
12988 Valley View Road  
City State/Province/Country ZIP/PostalCode  
Eden Prairie MINNESOTA 55344  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

#### 4. Industry Group

Agriculture

Health Care

Retailing

**Banking & Financial Services**

- Commercial Banking
- Insurance
- Investing
- Investment Banking
- Pooled 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**

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

**Biotechnology**

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

**Manufacturing**

**Real Estate**

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

**Restaurants**

**Technology**

- Computers
- Telecommunications
- Other Technology

**Travel**

- Airlines & Airports
- Lodging & Conventions
- Tourism & Travel Services
- Other Travel
- Other

**5. Issuer Size**

**Revenue Range**

OR

**Aggregate Net Asset Value Range**

- 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

- 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

**6. Federal Exemption(s) and Exclusion(s) 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 506(b)
- Rule 506(c)
- Securities Act Section 4(a)(5)

- 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)

**7. Type of Filing**

- New Notice Date of First Sale [2024-11-06](#)  First Sale Yet to Occur
- Amendment

**8. Duration of Offering**

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

**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)

**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):

### 11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

### 12. Sales Compensation

Recipient: [Ladenburg Thalmann & Co. Inc.](#)  
(Associated) Broker or Dealer  None  
None  
Street Address 1: [640 5th Avenue](#)  
City: [New York](#)  
State(s) of Solicitation (select all that apply)  All States  Foreign/non-US  
Check "All States" or check individual States

Recipient CRD Number  None  
[505](#)  
(Associated) Broker or Dealer CRD Number  None  
None  
Street Address 2: [4th Floor](#)  
State/Province/Country: [NEW YORK](#)  
ZIP/Postal Code: [10019](#)

<a href="#">CONNECTICUT</a>
<a href="#">DELAWARE</a>
<a href="#">ILLINOIS</a>
<a href="#">FLORIDA</a>
<a href="#">NEVADA</a>
<a href="#">NEW YORK</a>
<a href="#">CALIFORNIA</a>

### 13. Offering and Sales Amounts

Total Offering Amount \$3,848,286 USD or  Indefinite  
Total Amount Sold \$3,848,286 USD  
Total Remaining to be Sold \$0 USD or  Indefinite

Clarification of Response (if Necessary):

In connection with a warrant inducement offering, warrants to purchase up to 3,720,010 shares of common stock were issued in a private placement. The offering amount excludes proceeds of up to \$7,300,658 from the exercise of the warrants.

### 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 \$382,863 USD  Estimate  
Finders' Fees \$0 USD  Estimate

Clarification of Response (if Necessary):

A fee equal to 8% of the gross proceeds received from the Inducement Offer will be paid to the placement agent, along with legal fees and expenses, and warrants to purchase up to 54,976 shares of common stock at an exercise price of \$3.465.

### 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 USD  Estimate

Clarification of Response (if Necessary):

## 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 Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) 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
Nuwellis, Inc.	/s/ Rob Scott	Rob Scott	Chief Financial Officer	2024-11-20

*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.