

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.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

**CIK (Filer ID Number)** **Previous Names** **None** **Entity Type**

[0001610853](#)

0996445 B.C. Ltd.

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

**Name of Issuer**

HELIUS MEDICAL TECHNOLOGIES, INC.

**Jurisdiction of Incorporation/Organization**

WYOMING

**Year of Incorporation/Organization**

Over Five Years Ago

Within Last Five Years (Specify Year) 2014

Yet to Be Formed

2. Principal Place of Business and Contact Information

**Name of Issuer**

HELIUS MEDICAL TECHNOLOGIES, INC.

**Street Address 1**

SUITE 400, 41 UNIVERSITY DRIVE

**Street Address 2**

**City**

NEWTOWN

**State/Province/Country**

PENNSYLVANIA

**ZIP/PostalCode**

18940

**Phone Number of Issuer**

215-809-2018

3. Related Persons

**Last Name**

Deschamps

**First Name**

Philippe

**Middle Name**

**Street Address 1**

Suite 400, 41 University Drive

**Street Address 2**

**City**

Newtown

**State/Province/Country**

PENNSYLVANIA

**ZIP/PostalCode**

18940

**Relationship:**  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

**Last Name**

Tyler

**First Name**

Mitch

**Middle Name**

**Street Address 1**

Suite 400, 41 University Drive

**Street Address 2**

**City**

Newtown

**State/Province/Country**

PENNSYLVANIA

**ZIP/PostalCode**

18940

**Relationship:**  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Straw	Edward	M.
<b>Street Address 1</b>	<b>Street Address 2</b>	
Suite 400, 41 University Drive		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Newtown	PENNSYLVANIA	18940
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
LaViscount	Joyce	
<b>Street Address 1</b>	<b>Street Address 2</b>	
Suite 400, 41 University Drive		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Newtown	PENNSYLVANIA	18940
<b>Relationship:</b>	X Executive Officer Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Sackier	Jonathan	
<b>Street Address 1</b>	<b>Street Address 2</b>	
Suite 400, 41 University Drive		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Newtown	PENNSYLVANIA	18940
<b>Relationship:</b>	X Executive Officer Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Chiu	Savio	
<b>Street Address 1</b>	<b>Street Address 2</b>	
Suite 400, 41 University Drive		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Newtown	PENNSYLVANIA	18940
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Bapty	Brian	
<b>Street Address 1</b>	<b>Street Address 2</b>	
Suite 400, 41 University Drive		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Newtown	PENNSYLVANIA	18940
<b>Relationship:</b>	X Executive Officer Director	Promoter

Clarification of Response (if Necessary):

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Vice President

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Last Name	First Name	Middle Name
Peng	Huaizheng	
<b>Street Address 1</b>	<b>Street Address 2</b>	
Suite 400, 41 University Drive		

**City****State/Province/Country****ZIP/PostalCode**

Newtown

PENNSYLVANIA

18940

**Relationship:** Executive Officer  Director  Promoter 

Clarification of Response (if Necessary):

**Last Name****First Name****Middle Name**

Walter

Blane

**Street Address 1****Street Address 2**

Suite 400, 41 University Drive

**City****State/Province/Country****ZIP/PostalCode**

Newtown

PENNSYLVANIA

18940

**Relationship:** Executive Officer  Director  Promoter 

Clarification of Response (if Necessary):

## 4. Industry Group

Agriculture

Health Care

Retailing

Banking &amp; Financial Services

Biotechnology

Restaurants

Commercial Banking

Health Insurance

Technology

Insurance

Hospitals &amp; Physicians

Computers

Investing

Pharmaceuticals

Telecommunications

Investment Banking

 Other Health Care

Other Technology

Pooled Investment Fund

Manufacturing

Travel

Is the issuer registered as an investment company under the Investment Company Act of 1940?

Real Estate

Airlines &amp; Airports

 Yes No

Commercial

Lodging &amp; Conventions

Other Banking &amp; Financial Services

Construction

Tourism &amp; Travel Services

Business Services

REITS &amp; Finance

Other Travel

Energy

Residential

Other

Coal Mining

Other Real Estate

Electric Utilities

Energy Conservation

Environmental Services

Oil &amp; Gas

Other Energy

## 5. Issuer Size

**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

 Decline to Disclose

Decline to Disclose

 Not Applicable

Not Applicable

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

## Investment Company Act Section 3(c)

Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)
Rule 504 (b)(1)(i)	Section 3(c)(2)	Section 3(c)(10)
Rule 504 (b)(1)(ii)	Section 3(c)(3)	Section 3(c)(11)
Rule 504 (b)(1)(iii)	Section 3(c)(4)	Section 3(c)(12)
Rule 505	Section 3(c)(5)	Section 3(c)(13)
X Rule 506(b)	Section 3(c)(6)	Section 3(c)(14)
Rule 506(c)	Section 3(c)(7)	
Securities Act Section 4(a)(5)		

## 7. Type of Filing

X New Notice Date of First Sale 2016-04-18 First Sale Yet to Occur  
Amendment

## 8. Duration of Offering

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

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

X Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
X Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
X Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	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 X No

Clarification of Response (if Necessary):

## 11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

## 12. Sales Compensation

Recipient	Recipient CRD Number X None
Mackie Research Capital Corporation	None
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number X None
None	None

## Street Address 1

199 Bay Street, Suite 4500

City

Toronto

State/Province/Country

ONTARIO, CANADA

ZIP/Postal Code

M5L 1G2

State(s) of Solicitation (select all that apply)

Check "All States" or check individual States X All States X Foreign/non-US

## 13. Offering and Sales Amounts

Total Offering Amount \$5,323,631 USD or Indefinite

Total Amount Sold \$3,042,075 USD

Total Remaining to be Sold \$2,281,556 USD

or Indefinite

Clarification of Response (if Necessary):

The company sold 3,817,500 units at price of CAD\$1.00/unit. Each unit consists of 1 common share and 1/2 of 1 common share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share at a price of CAD\$1.50/share.

#### 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:

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#### 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                      \$142,438 USD   X Estimate

Finders' Fees                                \$0 USD      Estimate

Clarification of Response (if Necessary):

The Company paid fees of \$142,438 and issued compensation options exercisable for 229,050 units at CAD\$1.00/unit. A unit consists of 1 common share and 1/2 of 1 common share purchase warrant. A full warrant is exercisable for 1 share at CAD\$1.50/share.

#### 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   X 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 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.

<b>Issuer</b>	<b>Signature</b>	<b>Name of Signer</b>	<b>Title</b>	<b>Date</b>
HELIUS MEDICAL TECHNOLOGIES, INC.	Joyce LaViscount	Joyce LaViscount	Chief Financial Officer	2016-05-02

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.

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