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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) [0001133869](#)
Name of Issuer [CAPRICOR THERAPEUTICS, 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
[Nile Therapeutics, Inc.](#)
[SMI PRODUCTS 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 [CAPRICOR THERAPEUTICS, INC.](#)
Street Address 1 [8840 WILSHIRE BLVD](#)
Street Address 2 [2ND FLOOR](#)
City [BEVERLY HILLS](#) State/Province/Country [CALIFORNIA](#) ZIP/PostalCode [90211](#) Phone Number of Issuer [\(310\) 358-3200](#)

3. Related Persons

Last Name [Marban](#) First Name [Linda](#) Middle Name
Street Address 1 [c/o Capricor Therapeutics, Inc.](#) Street Address 2 [8840 Wilshire Blvd., 2nd Floor](#)
City [Beverly Hills](#) State/Province/Country [CALIFORNIA](#) ZIP/PostalCode [90211](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name [Krasney](#) First Name [Karen](#) Middle Name
Street Address 1 [c/o Capricor Therapeutics, Inc.](#) Street Address 2 [8840 Wilshire Blvd., 2nd Floor](#)
City [Beverly Hills](#) State/Province/Country [CALIFORNIA](#) ZIP/PostalCode [90211](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name [Bergmann](#) First Name [Anthony](#) Middle Name
Street Address 1 [c/o Capricor Therapeutics, Inc.](#) Street Address 2 [8840 Wilshire Blvd., 2nd Floor](#)
City [Beverly Hills](#) State/Province/Country [CALIFORNIA](#) ZIP/PostalCode [90211](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Smith	Rachel	
Street Address 1	Street Address 2	
c/o Capricor Therapeutics, Inc.	8840 Wilshire Blvd., 2nd Floor	
City	State/Province/Country	ZIP/PostalCode
Beverly Hills	CALIFORNIA	90211
Relationship: <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
Hamer	Andrew	
Street Address 1	Street Address 2	
c/o Capricor Therapeutics, Inc.	8840 Wilshire Blvd., 2nd Floor	
City	State/Province/Country	ZIP/PostalCode
Beverly Hills	CALIFORNIA	90211
Relationship: <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
Litvack	Frank	
Street Address 1	Street Address 2	
c/o Capricor Therapeutics, Inc.	8840 Wilshire Blvd., 2nd Floor	
City	State/Province/Country	ZIP/PostalCode
Beverly Hills	CALIFORNIA	90211
Relationship: <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
Collier, Jr.	Earl	
Street Address 1	Street Address 2	
c/o Capricor Therapeutics, Inc.	8840 Wilshire Blvd., 2nd Floor	
City	State/Province/Country	ZIP/PostalCode
Beverly Hills	CALIFORNIA	90211
Relationship: <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
Dunbar	George	
Street Address 1	Street Address 2	
c/o Capricor Therapeutics, Inc.	8840 Wilshire Blvd., 2nd Floor	
City	State/Province/Country	ZIP/PostalCode
Beverly Hills	CALIFORNIA	90211
Relationship: <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
Musket	David	
Street Address 1	Street Address 2	
c/o Capricor Therapeutics, Inc.	8840 Wilshire Blvd., 2nd Floor	
City	State/Province/Country	ZIP/PostalCode
Beverly Hills	CALIFORNIA	90211
Relationship: <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
Grasmick	Louis	
Street Address 1	Street Address 2	
c/o Capricor Therapeutics, Inc.	8840 Wilshire Blvd., 2nd Floor	
City	State/Province/Country	ZIP/PostalCode

Beverly Hills

CALIFORNIA

90211

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name

Manzo

Street Address 1

c/o Capricor Therapeutics, Inc.

City

Beverly Hills

Relationship: Executive Officer Director Promoter

First Name

Louis

Street Address 2

8840 Wilshire Blvd., 2nd Floor

State/Province/Country

CALIFORNIA

Middle Name

ZIP/PostalCode

90211

Clarification of Response (if Necessary):

Last Name

Kazam

Street Address 1

c/o Capricor Therapeutics, Inc.

City

Beverly Hills

Relationship: Executive Officer Director Promoter

First Name

Joshua

Street Address 2

8840 Wilshire Blvd., 2nd Floor

State/Province/Country

CALIFORNIA

Middle Name

ZIP/PostalCode

90211

Clarification of Response (if Necessary):

Last Name

Schafer

Street Address 1

c/o Capricor Therapeutics, Inc.

City

Beverly Hills

Relationship: Executive Officer Director Promoter

First Name

Gregory

Street Address 2

8840 Wilshire Blvd., 2nd Floor

State/Province/Country

CALIFORNIA

Middle Name

ZIP/PostalCode

90211

Clarification of Response (if Necessary):

4. Industry Group

Agriculture

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

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

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
<input type="checkbox"/> No Revenues		<input type="checkbox"/> No Aggregate Net Asset Value
<input type="checkbox"/> \$1 - \$1,000,000		<input type="checkbox"/> \$1 - \$5,000,000
<input type="checkbox"/> \$1,000,001 - \$5,000,000		<input type="checkbox"/> \$5,000,001 - \$25,000,000
<input type="checkbox"/> \$5,000,001 - \$25,000,000		<input type="checkbox"/> \$25,000,001 - \$50,000,000
<input type="checkbox"/> \$25,000,001 - \$100,000,000		<input type="checkbox"/> \$50,000,001 - \$100,000,000
<input type="checkbox"/> Over \$100,000,000		<input type="checkbox"/> Over \$100,000,000
<input checked="" type="checkbox"/> Decline to Disclose		<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable		<input type="checkbox"/> Not Applicable

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

<input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/> Investment Company Act Section 3(c)	
<input type="checkbox"/> Rule 504 (b)(1)(i)	<input type="checkbox"/> Section 3(c)(1)	<input type="checkbox"/> Section 3(c)(9)
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Section 3(c)(2)	<input type="checkbox"/> Section 3(c)(10)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<input type="checkbox"/> Section 3(c)(3)	<input type="checkbox"/> Section 3(c)(11)
<input checked="" type="checkbox"/> Rule 505	<input type="checkbox"/> Section 3(c)(4)	<input type="checkbox"/> Section 3(c)(12)
<input type="checkbox"/> Rule 506(b)	<input type="checkbox"/> Section 3(c)(5)	<input type="checkbox"/> Section 3(c)(13)
<input type="checkbox"/> Rule 506(c)	<input type="checkbox"/> Section 3(c)(6)	<input type="checkbox"/> Section 3(c)(14)
<input type="checkbox"/> Securities Act Section 4(a)(5)	<input type="checkbox"/> Section 3(c)(7)	

7. Type of Filing

New Notice Date of First Sale [2014-02-10](#) 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)

<input checked="" type="checkbox"/> Equity	<input type="checkbox"/> Pooled Investment Fund Interests
<input type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<input checked="" type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	<input type="checkbox"/> 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):

n/a

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number <input checked="" type="checkbox"/> None	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation (select all that apply) Check "All States" or check individual States <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/non-US	

13. Offering and Sales Amounts

Total Offering Amount \$32,676 USD or Indefinite

Total Amount Sold \$32,676 USD

Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

Total shares issued pursuant to the exercise of options to purchase 3,112 shares of common stock at an exercise price of \$0.30 per share, multiplied by the opening price of the common stock on 2/10/14, the date of exercise, which was \$10.50 per 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:

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 \$0 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

Not applicable.

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 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
CAPRICOR THERAPEUTICS, INC.	/s/ Linda Marban, Ph.D.	Linda Marban, Ph.D.	Chief Executive Officer	2014-02-21

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.