# 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)
0001658678

Previous Names ☐ None
Caribbean International Holdings Inc.
Caribbean Casino & Gaming Corp.
Alladin trading & Company

Entity Type
☒ Corporation
☐ Limited Partnership
☐ Limited Liability Company
☐ General Partnership
☐ Business Trust
☐ Other (Specify)

Name of Issuer
BIOSTEM TECHNOLOGIES INC.

Jurisdiction of Incorporation/Organization
FLORIDA

Year of Incorporation/Organization
☒ Over Five Years Ago
☐ Within Last Five Years (Specify Year)
☐ Yet to Be Formed

## 2. Principal Place of Business and Contact Information

Name of Issuer
BIOSTEM TECHNOLOGIES INC

Street Address 1
2836 CERTER PORT CIRCLE

Street Address 2

| City | State/Province/Country | ZIP/PostalCode | Phone Number of Issuer |
|---|---|---|---|
| POMPANO BEACH | FLORIDA | 33064 | 954-380-8342 |

## 3. Related Persons

| Last Name | First Name | Middle Name |
|---|---|---|
| Matuszewski | Jason | Victor |

Street Address 1
2836 Center Port Circle

Street Address 2

| City | State/Province/Country | ZIP/PostalCode |
|---|---|---|
| Pompano Beach | FLORIDA | 33064 |

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

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
- ☐

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

- [ ] Coal Mining
- [ ] Electric Utilities
- [ ] Energy Conservation
- [ ] Environmental Services
- [ ] Oil & 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 |
| [X] $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)**

- [ ] 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 505
- [X] 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**

- [X] New Notice
- [ ] Amendment

Date of First Sale [X] First Sale Yet to Occur

**8. Duration of Offering**

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

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

- [X] 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 [X] No

Clarification of Response (if Necessary):

**11. Minimum Investment**

Minimum investment accepted from any outside investor $ 5,000 USD

## 12. Sales Compensation

Recipient

None

Recipient CRD Number [X] None

(Associated) Broker or Dealer [X] None

(Associated) Broker or Dealer CRD Number [X] None

Street Address 1

NONE

Street Address 2

NONE

City

NONE

State/Province/Country

UNKNOWN

ZIP/Postal Code

None

State(s) of Solicitation [X] All States [X] Non-US/Foreign

| | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| [ ] AL | [ ] AK | [ ] AZ | [ ] AR | [ ] CA | [ ] CO | [ ] CT | [ ] DE | [ ] DC | [ ] FL | [ ] GA | [ ] HI | [ ] ID |
| [ ] IL | [ ] IN | [ ] IA | [ ] KS | [ ] KY | [ ] LA | [ ] ME | [ ] MD | [ ] MA | [ ] MI | [ ] MN | [ ] MS | [ ] MO |
| [ ] MT | [ ] NE | [ ] NV | [ ] NH | [ ] NJ | [ ] NM | [ ] NY | [ ] NC | [ ] ND | [ ] OH | [ ] OK | [ ] OR | [ ] PA |
| [ ] RI | [ ] SC | [ ] SD | [ ] TN | [ ] TX | [ ] UT | [ ] VT | [ ] VA | [ ] WA | [ ] WV | [ ] WI | [ ] WY | [ ] PR |

## 13. Offering and Sales Amounts

| | | | | |
|---|---|---|---|---|
| Total Offering Amount | $ 6,000,000 | USD | or [ ] | Indefinite |
| Total Amount Sold | $ 0 | USD | | |
| Total Remaining to be Sold | $ 6,000,000 | USD | or [ ] | Indefinite |

Clarification of Response (if Necessary):

## 14. Investors

[X] 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. 0

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: 0

## 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):

All sales are through company officers.

## 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.

$ 185,000 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 submitting this notice.**

**Terms of Submission**

In submitting this notice, each identified issuer 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 |
|---|---|---|---|---|
| BIOSTEM TECHNOLOGIES | /s/ Jason Matuszewski | Jason Matuszewski | CEO | 2016-02-01 |

*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.