

FORM D

Notice of Exempt
Offering of SecuritiesUNITED 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

Entity Type

0001279704

AVAM International, Inc.

Name of Issuer

NOVELOS 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

☒ Corporation☐ Limited Partnership☐ Limited Liability Company☐ General Partnership☐ Business Trust☐ Other

2. Principal Place of Business and Contact Information

Name of Issuer

NOVELOS THERAPEUTICS, INC.

Street Address 1

Street Address 2

One Gateway Center, Suite 504

City

State/Province/Country

ZIP/Postal Code

Phone No. of Issuer

Newton

MA

02458

617-244-1616

3. Related Persons

Last Name

First Name

Middle Name

Palmin

Harry

S.

Street Address 1

Street Address 2

One Gateway Center, Suite 504

City

State/Province/Country

ZIP/Postal Code

Newton

MA

02458

Relationship:



Executive Officer



Director



Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Protano

Joanne

M.

Street Address 1

Street Address 2

One Gateway Center, Suite 504

City

State/Province/Country

ZIP/Postal Code

Newton	MA	02458
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Relationship:	☒ Executive Officer	☐ Director	☐ Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Hill	Stephen	A.

Street Address 1	Street Address 2
One Gateway Center, Suite 504	

City	State/Province/Country	ZIP/Postal Code
Newton	MA	02458

Relationship:	☐ Executive Officer	☒ Director	☐ Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Doyle	Michael	J.

Street Address 1	Street Address 2
One Gateway Center, Suite 504	

City	State/Province/Country	ZIP/Postal Code
Newton	MA	02458

Relationship:	☐ Executive Officer	☒ Director	☐ Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Fass	Simm	

Street Address 1	Street Address 2
One Gateway Center, Suite 504	

City	State/Province/Country	ZIP/Postal Code
Newton	MA	02458

Relationship:	☐ Executive Officer	☒ Director	☐ Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Nyberg	Elias	

Street Address 1	Street Address 2
One Gateway Center, Suite 504	

City	State/Province/Country	ZIP/Postal Code
Newton	MA	02458

Relationship:	☒ Executive Officer	☐ Director	☐ Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Schuhwerk	Kristin	C.
Street Address 1		Street Address 2
One Gateway Center, Suite 504		
City	State/Province/Country	ZIP/Postal Code
Newton	MA	02458
Relationship:	☒ Executive Officer	☐ Director
		☐ Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Manuso	James	S.
Street Address 1		Street Address 2
One Gateway Center, Suite 504		
City	State/Province/Country	ZIP/Postal Code
Newton	MA	02458
Relationship:	☐ Executive Officer	☒ Director
		☐ Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
McWilliams	David	B.
Street Address 1		Street Address 2
One Gateway Center, Suite 504		
City	State/Province/Country	ZIP/Postal Code
Newton	MA	02458
Relationship:	☐ Executive Officer	☒ Director
		☐ Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Schneider	Howard	M.
Street Address 1		Street Address 2
One Gateway Center, Suite 504		
City	State/Province/Country	ZIP/Postal Code
Newton	MA	02458
Relationship:	☐ Executive Officer	☒ Director
		☐ Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name

Pazoles	Christopher	J.	
Street Address 1		Street Address 2	
One Gateway Center, Suite 504			
City	State/Province/Country	ZIP/Postal Code	
Newton	MA	02458	
Relationship:	☒ Executive Officer	☐ Director	☐ Promoter

Clarification of Response (if Necessary)

4. Industry Group

☐ Agriculture	Health Care	☐ Retailing
Banking & Financial Services	☐ Biotechnology	☐ Restaurants
☐ Commercial Banking	☐ Health Insurance	Technology
☐ Insurance	☐ Hospitals & Physicians	☐ Computers
☐ Investing	☒ Pharmaceuticals	☐ Telecommunications
☐ Investment Banking	☐ Other Health Care	☐ Other Technology
☐ Pooled Investment Fund		
Other Banking & Financial Services	☐ Manufacturing	Travel
☐ Services	Real Estate	☐ Airlines & Airports
☐ Business Services	☐ Commercial	☐ Lodging & Conventions
Energy	☐ Construction	☐ Tourism & Travel Services
☐ Coal Mining	☐ REITS & Finance	☐ Other Travel
☐ Electric Utilities	☐ Residential	☐ Other
☐ Energy Conservation	☐ Other Real Estate	
☐ Environmental Services		
☐ Oil & Gas		
☐ Other Energy		

5. Issuer Size

Revenue Range	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)

☐ Rule 504(b)(1) (not (i), (ii) or (iii))	☐ Rule 505
☐ Rule 504 (b)(1)(i)	☐ Rule 506(b)
☐ Rule 504 (b)(1)(ii)	☐ Rule 506(c)
☐ Rule 504 (b)(1)(iii)	☐ Securities Act Section 4(a)(5)

7. Type of Filing

- ☒ New Notice Date of First Sale **2009-08-26** ☐ 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)

- ☐ Pooled Investment Fund Interests ☒ Equity
- ☐ Tenant-in-Common Securities ☐ Debt
- ☐ Mineral Property Securities ☒ Option, Warrant or Other Right to Acquire Another Security
- ☐ 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 ☒ 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	☐ None
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	☐ None
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation	☐ All States	

13. Offering and Sales Amounts

Total Offering Amount \$ USD ☐ Indefinite

Total Amount Sold \$ USD

Total Remaining to be Sold \$ USD ☐ Indefinite

Clarification of Response (if Necessary)

The remaining \$5.5 million worth of common stock will be issued subject to availability of additional authorized shares.

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 \$ USD ☐ Estimate

Finders' Fees \$ USD ☐ Estimate

Clarification of Response (if Necessary)

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.

\$ 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, 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 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
Novelos Therapeutics, Inc.	/s/ Joanne M. Protano	Joanne M. Protano	Chief Financial Officer	2009-09-09