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 3235-Number: 0076

Estimated average

burden

hours per response:

4.00

1. Issuer's Identity

CIK (Filer ID Number)

Previous
Names
None
Entity Type

0001734005 APTUS Holding Company Corporation

 Name of Issuer
 Striker Asia Opportunities Fund
 Limited Partnership

 oup Ltd
 Corporation
 Limited Liability Co

Aptorum Group Ltd Corporation Limited Liability Company **Jurisdiction of** General Partnership

Incorporation/OrganizationBusiness TrustCAYMAN ISLANDSX Other (Specify)

Year of Incorporation/Organization

X Over Five Years Ago Cayman exempted company with limited

Within Last Five Years (Specify Year)

Name of Issuer

2. Principal Place of Business and Contact Information

Aptorum Group Ltd

Yet to Be Formed

Street Address 1 Street Address 2

17TH FLOOR, GUANGDONG INVESTMENT TOWER 148 CONNAUGHT ROAD CENTRAL

City State/Province/Country ZIP/PostalCode Phone Number of Issuer

HONG KONG HONG KONG 000000 852 2117 6611

3. Related Persons

Last Name First Name Middle Name

Huen Ian

Street Address 1 Street Address 2

17th Floor, Guangdong Investment

Tower

148 Connaught Road Central

City State/Province/Country ZIP/PostalCode

Hong Kong HONG KONG 000000

Relationship: X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Lui Darren

Street Address 1 Street Address 2

17th Floor, Guangdong Investment

Tower 148 Connaught Road Central

City State/Province/Country ZIP/PostalCode

Hong Kong HONG KONG 000000

Relationship: X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Warrants to purchase a number of Class A Ordinary Shares equal to 5.5% of the number of Class A Ordinary Shares issuable upon conversion of the Series A Notes issued in the offering.

Middle Name Last Name First Name

Chan Keith

> **Street Address 1 Street Address 2**

17th Floor, Guangdong Investment

Tower

148 Connaught Road Central

City State/Province/Country ZIP/PostalCode

HONG KONG 000000 Hong Kong

Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Khan Sabrina

> **Street Address 1 Street Address 2**

17th Floor, Guangdong Investment

Tower

148 Connaught Road Central

State/Province/Country ZIP/PostalCode City

HONG KONG 000000 Hong Kong

Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Cheng Clark

> **Street Address 1 Street Address 2**

17th Floor, Guangdong Investment

Tower

148 Connaught Road Central

City State/Province/Country ZIP/PostalCode

Hong Kong HONG KONG 000000

Executive Officer X Director Promoter **Relationship:**

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Scherer Mirko

> **Street Address 1** Street Address 2

17th Floor, Guangdong Investment

Tower

148 Connaught Road Central

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

HONG KONG 000000 Hong Kong

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Bathurst Charles

> **Street Address 1 Street Address 2**

17th Floor, Guangdong Investment

Tower

148 Connaught Road Central

City State/Province/Country ZIP/PostalCode

Hong Kong HONG KONG 000000

Relationship: Executive Officer X Director Promoter

Last Name First Name Middle Name

Arner Douglas

Street Address 1 Street Address 2

17th Floor, Guangdong Investment

Tower

148 Connaught Road Central

City State/Province/Country ZIP/PostalCode

Hong Kong HONG KONG 000000

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Wu Justin

Street Address 1 Street Address 2

17th Floor, Guangdong Investment

Tower

148 Connaught Road Central

City State/Province/Country ZIP/PostalCode

Hong Kong HONG KONG 000000

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture Health Care Retailing

Banking & Financial Services X Biotechnology Restaurants
Commercial Banking Health Insurance Technology
Insurance

Investing

Investment Banking

Pharmaceuticals

Telecommunications

Hospitals & Physicians

Pooled Investment Fund Other Health Care Other Technology

Is the issuer registered as Manufacturing Travel an investment company under Real Estate

the Investment Company
Act of 1940?

Real Estate

Real Estate

Airlines & Airports

Commercial

Lodging & Conventio

Commercial Lodging & Conventions

Construction Tourism & Travel Services

Computers

Other Banking & Financial Services REITS & Finance Other Travel

Residential

Energy Other Residential Other

Coal Mining
Other Real Estate

No

Energy Conservation

Environmental Services

Environmental Services

Oil & Gas

Other Energy

Yes

Business Services

Electric Utilities

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 - \$5,000,000 \$25,000,001 - \$50,000,000

\$25,000,000 \$25,000,001 -

\$50,000,001 - \$100,000,000 \$100,000,000

Over \$100,000,000 Over \$100,000,000 X 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) Rule 504 (b)(1)(ii) Rule 504 (b)(1)(iii) X Rule 506(b) | Section 3(c)(2) | Section 3(c)(10) | |
| | Section 3(c)(3) | Section 3(c)(11) | |
| | Section 3(c)(4) | Section 3(c)(12) | |
| Rule 506(c) | Section 3(c)(5) | Section 3(c)(13) | |
| Securities Act Section 4(a)(5) | Section 3(c)(6) | Section 3(c)(14) | |

Section 3(c)(7)

7. Type of Filing

X New Notice Date of First Sale 2018-05-14 First Sale Yet to Occur Amendment

8. Duration of Offering

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

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

X Other (describe)

Convertible Note into Ordinary Shares

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as Yes X No a merger, acquisition or exchange offer?

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$10,000 USD

12. Sales Compensation

Recipient Recipient CRD Number None

Boustead Securities, LLC 141391

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

None None

Street Address 2 Street Address 1

318 N. CARSON STREET

ZIP/Postal Code City State/Province/Country **CARSON CITY NEVADA**

89701

State(s) of Solicitation (select all that apply) All States X Foreign/non-US Check "All States" or check individual States

NEVADA

Recipient CRD Number None

China Renaissance Securities (Hong Kong) Limited 166318

(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None

China Renaissance Securities (Hong Kong) Limited 166318

Street Address 1 Street Address 2

UNITS 8107-08, INTL COMMERCE CTR NO.1 AUSTIN ROAD WEST

City State/Province/Country ZIP/Postal Code

KOWLOON HONG KONG 000000

State(s) of Solicitation (select all that apply) Check "All States" or check individual States

All States X Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$10,000,000 USD or Indefinite

Total Amount Sold \$1,600,400 USD

Total Remaining to be Sold \$8,399,600 USD or Indefinite

Clarification of Response (if Necessary):

\$150,000 of the Offering was sold pursuant to Regulation D; \$1,450,400 was sold pursuant to Regulation S.

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:

| 0 | | |
|---|--|--|
| | | |
| 1 | | |

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 \$68,516 USD Estimate
Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

Warrants to purchase a number of Class A Ordinary Shares equal to 5.5% of the number of Class A Ordinary Shares issuable upon conversion of the Series A Notes issued in the offering.

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 |
|-------------------|--------------|----------------|-------------------------|------------|
| Aptorum Group Ltd | /s/ Ian Huen | Ian Huen | Chief Executive Officer | 2018-05-25 |

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.