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

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

0001411690 X Corporation Bionano Genomics, Inc

> Name of Issuer BioNano Genomics, Inc Limited Partnership

Bionano Genomics, Inc. BioNanomatrix Inc Limited Liability Company

Jurisdiction of General Partnership **Incorporation/Organization Business Trust** Other (Specify)

Year of Incorporation/Organization

X Over Five Years Ago

**DELAWARE** 

Within Last Five Years (Specify Year)

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

Bionano Genomics, Inc.

**Street Address 2 Street Address 1** 

9540 TOWNE CENTRE DRIVE SUITE 100

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

SAN DIEGO **CALIFORNIA** 92121 (858) 888-7600

3. Related Persons

**Last Name** First Name Middle Name

Holmlin, Ph.D. R. Erik

> **Street Address 1 Street Address 2**

9540 Towne Centre Drive Suite 100

> State/Province/Country ZIP/PostalCode City

San Diego **CALIFORNIA** 92121

**Relationship:** X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name First Name** Middle Name

Oldakowski Mark

> **Street Address 1 Street Address 2**

Suite 100 9540 Towne Centre Drive

State/Province/Country ZIP/PostalCode City

San Diego **CALIFORNIA** 92121

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

**Last Name First Name** Middle Name Christopher

**Street Address 1** 

**Street Address 2** 

9540 Towne Centre Drive Suite 100

State/Province/Country ZIP/PostalCode City

**CALIFORNIA** San Diego 92121

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Stewart

**Last Name** First Name Middle Name

Chaubey, Ph.D., FACMG Alka

> **Street Address 1 Street Address 2**

9540 Towne Centre Drive Suite 100

> State/Province/Country City ZIP/PostalCode

San Diego **CALIFORNIA** 92121

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

**Last Name** First Name Middle Name

Barker, Ph.D. David L.

> **Street Address 1 Street Address 2**

9540 Towne Centre Drive Suite 100

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

**CALIFORNIA** San Diego 92121

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name First Name** Middle Name

Luderer, Ph.D. Albert A.

**Street Address 1 Street Address 2** 

9540 Towne Centre Drive Suite 100

> City State/Province/Country ZIP/PostalCode

San Diego **CALIFORNIA** 92121

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name** First Name Middle Name

**Twomey** Christopher

> **Street Address 1 Street Address 2**

9540 Towne Centre Drive Suite 100

State/Province/Country ZIP/PostalCode City

**CALIFORNIA** 92121 San Diego

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name** First Name Middle Name

Linney, Ph.D. Yvonne

**Street Address 1 Street Address 2** 

9540 Towne Centre Drive Suite 100

State/Province/Country ZIP/PostalCode City

San Diego **CALIFORNIA** 92121 **Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Priar Jason

Street Address 1 Street Address 2

9540 Towne Centre Drive Suite 100

City State/Province/Country ZIP/PostalCode

San Diego CALIFORNIA 92121

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Vuori, M.D., Ph.D. Kristiina

Street Address 1 Street Address 2

9540 Towne Centre Drive Suite 100

City State/Province/Country ZIP/PostalCode

San Diego CALIFORNIA 92121

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Mamuszka Hannah

Street Address 1 Street Address 2

9540 Towne Centre Drive Suite 100

City State/Province/Country ZIP/PostalCode

San Diego CALIFORNIA 92121

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Shippy Richard

Street Address 1 Street Address 2

9540 Towne Centre Drive Suite 100

City State/Province/Country ZIP/PostalCode

San Diego CALIFORNIA 92121

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Shams Soheil

Street Address 1 Street Address 2

9540 Towne Centre Drive Suite 100

City State/Province/Country ZIP/PostalCode

San Diego CALIFORNIA 92121

**Relationship:** X 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 Computers Hospitals & Physicians Investing Telecommunications Pharmaceuticals **Investment Banking** Other Technology Pooled Investment Fund X Other Health Care Travel Is the issuer registered as Manufacturing an investment company under Real Estate Airlines & Airports the Investment Company Commercial **Lodging & Conventions** Act of 1940? Construction Tourism & Travel Services Yes No Other Banking & Financial Services **REITS & Finance** Other Travel **Business Services** Residential Other Energy Other Real Estate Coal Mining **Electric Utilities Energy Conservation** 

### 5. Issuer Size

Oil & Gas

Other Energy

**Environmental Services** 

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
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	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)		
X Rule 506(b)	3ection 3(c)(4)	3ection 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 2021-10-18 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) Pooled Investment Fund Interests X Equity Debt Tenant-in-Common Securities Option, Warrant or Other Right to Acquire Another Security Mineral Property Securities Security to be Acquired Upon Exercise of Option, Warrant or Other (describe) Other Right to Acquire Security 10. Business Combination Transaction Is this offering being made in connection with a business combination transaction, such X Yes No as a merger, acquisition or exchange offer? 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 (Associated) Broker or Dealer CRD (Associated) Broker or Dealer X None X None Number **Street Address 1** Street Address 2 ZIP/Postal City State/Province/Country Code State(s) of Solicitation (select all that apply) All Check "All States" or check individual Foreign/non-US States States 13. Offering and Sales Amounts **Total Offering Amount** \$41,850,386 USD or Indefinite **Total Amount Sold** \$41,850,386 USD Total Remaining to be Sold \$0 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 19 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** 

#### 16. Use of Proceeds

Clarification of Response (if Necessary):

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
Bionano Genomics, Inc.	/s/ R. Erik Holmlin, Ph.D.	R. Erik Holmlin, Ph.D.	President and Chief Executive Officer	2021-10-22

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.