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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) <a href="#">0001453593</a>	Previous Names <a href="#">K KITZ INC</a> <a href="#">K-Kitz, Inc.</a>	<input type="checkbox"/> None	Entity Type <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Business Trust <input type="checkbox"/> Other (Specify)
Name of Issuer <a href="#">Bacterin International Holdings, Inc.</a>			
Jurisdiction of Incorporation/Organization <a href="#">DELAWARE</a>			
Year of Incorporation/Organization <input type="checkbox"/> Over Five Years Ago <input checked="" type="checkbox"/> Within Last Five Years (Specify Year) <a href="#">2006</a> <input type="checkbox"/> Yet to Be Formed			

**2. Principal Place of Business and Contact Information**

Name of Issuer <a href="#">Bacterin International Holdings, Inc.</a>			
Street Address 1 <a href="#">600 Cruiser Lane</a>	Street Address 2		
City <a href="#">Belgrade</a>	State/Province/Country <a href="#">MONTANA</a>	ZIP/PostalCode <a href="#">59714</a>	Phone Number of Issuer <a href="#">406-388-0480</a>

**3. Related Persons**

Last Name <a href="#">Swanson</a>	First Name <a href="#">Kent</a>	Middle Name
Street Address 1 <a href="#">600 Cruiser Lane</a>	Street Address 2	
City <a href="#">Belgrade</a>	State/Province/Country <a href="#">MONTANA</a>	ZIP/PostalCode <a href="#">59714</a>
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name <a href="#">Lopach</a>	First Name <a href="#">Michael</a>	Middle Name
Street Address 1 <a href="#">600 Cruiser Lane</a>	Street Address 2	
City <a href="#">Belgrade</a>	State/Province/Country <a href="#">MONTANA</a>	ZIP/PostalCode <a href="#">59714</a>
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name <a href="#">Cook</a>	First Name <a href="#">Guy</a>	Middle Name
Street Address 1 <a href="#">600 Cruiser Lane</a>	Street Address 2	

City State/Province/Country ZIP/PostalCode  
Belgrade MONTANA 59714

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name  
Gandolfo John  
Street Address 1 Street Address 2  
600 Cruiser Lane  
City State/Province/Country ZIP/PostalCode  
Belgrade MONTANA 59714  
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
 Health Care
 Biotechnology
 Health Insurance
 Hospitals & Physicians
 Pharmaceuticals
 Other Health Care
 Retailing
 Restaurants
 Technology
 Computers
 Telecommunications
 Other Technology
 Manufacturing
 Real Estate
 Commercial
 Construction
 REITS & Finance
 Residential
 Other Real Estate
 Travel
 Airlines & Airports
 Lodging & Conventions
 Tourism & Travel Services
 Other Travel
 Other
 Other Banking & Financial Services
 Business Services
 Energy
 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
 \$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

Rule 506

Securities Act Section 4(5)

Investment Company Act Section 3(c)

Section 3(c)(1)

Section 3(c)(9)

Section 3(c)(2)

Section 3(c)(10)

Section 3(c)(3)

Section 3(c)(11)

Section 3(c)(4)

Section 3(c)(12)

Section 3(c)(5)

Section 3(c)(13)

Section 3(c)(6)

Section 3(c)(14)

Section 3(c)(7)

**7. Type of Filing**

New Notice Date of First Sale 2011-04-19  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)**

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  No

Clarification of Response (if Necessary):

**11. Minimum Investment**

Minimum investment accepted from any outside investor \$0 USD

**12. Sales Compensation**

Recipient

Middlebury Securities LLC

(Associated) Broker or Dealer  None

None

Street Address 1

1043 Sheep Farm Road

City

Weybridge

State(s) of Solicitation (select all that apply)

Check "All States" or check individual States  All States

Recipient CRD Number  None

122602

(Associated) Broker or Dealer CRD Number  None

None

Street Address 2

State/Province/Country

VERMONT

ZIP/Postal Code

05753

Foreign/non-US

CALIFORNIA

VERMONT

### 13. Offering and Sales Amounts

Total Offering Amount \$3,500,000 USD or  Indefinite

Total Amount Sold \$1,874,502 USD

Total Remaining to be Sold \$1,625,498 USD or  Indefinite

Clarification of Response (if Necessary):

### 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.

1

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:

12

### 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 \$20,000 USD  Estimate

Finders' Fees \$0 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.

\$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 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 Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

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
<a href="#">Bacterin International Holdings, Inc.</a>	<a href="#">/s/ Guy Cook</a>	<a href="#">Guy Cook</a>	<a href="#">CEO</a>	<a href="#">2011-05-03</a>

*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.

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