

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 Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)

Previous Names

None

Entity Type

[0001204413](#)

Name of Issuer

POINTS INTERNATIONAL LTD

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

Jurisdiction of Incorporation/Organization

CANADA (FEDERAL LEVEL)

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

POINTS INTERNATIONAL LTD

Street Address 1

Street Address 2

171 JOHN STREET, 5TH FLOOR

City

State/Province/Country

ZIP/PostalCode

Phone Number of Issuer

TORONTO

ONTARIO, CANADA

M5T 1X3

416-595-0000

3. Related Persons

Last Name

First Name

Middle Name

Box

Bernay

Craig

Street Address 1

Street Address 2

171 JOHN STREET, 5TH FLOOR

City

State/Province/Country

ZIP/PostalCode

Toronto

ONTARIO, CANADA

M5T 1X3

Relationship: Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Barnard

Christopher

Street Address 1

Street Address 2

171 JOHN STREET, 5TH FLOOR

City

State/Province/Country

ZIP/PostalCode

Toronto

ONTARIO, CANADA

M5T 1X3

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Beckerman	Michael	Jay
Street Address 1	Street Address 2	
171 JOHN STREET, 5TH FLOOR		
City	State/Province/Country	ZIP/PostalCode
Toronto	ONTARIO, CANADA	M5T 1X3
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Carty	Douglas	Alan
Street Address 1	Street Address 2	
171 JOHN STREET, 5TH FLOOR		
City	State/Province/Country	ZIP/PostalCode
Toronto	ONTARIO, CANADA	M5T 1X3
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Croxon	David	Bruce
Street Address 1	Street Address 2	
171 JOHN STREET, 5TH FLOOR		
City	State/Province/Country	ZIP/PostalCode
Toronto	ONTARIO, CANADA	M5T 1X3
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
MacLean	Trevor	Robert
Street Address 1	Street Address 2	
171 JOHN STREET, 5TH FLOOR		
City	State/Province/Country	ZIP/PostalCode
Toronto	ONTARIO, CANADA	M5T 1X3
<b>Relationship:</b>	X Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Thompson	John	William
Street Address 1	Street Address 2	
171 JOHN STREET, 5TH FLOOR		
City	State/Province/Country	ZIP/PostalCode
Toronto	ONTARIO, CANADA	M5T 1X3
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Lam	Anthony	
Street Address 1	Street Address 2	
171 JOHN STREET, 5TH FLOOR		
City	State/Province/Country	ZIP/PostalCode
Toronto	ONTARIO, CANADA	M5T 1X3

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Lockhard	Peter	
Street Address 1	Street Address 2	
171 JOHN STREET, 5TH FLOOR		
City	State/Province/Country	ZIP/PostalCode
Toronto	ONTARIO, CANADA	M5T 1X3

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Simons	David	
Street Address 1	Street Address 2	
171 JOHN STREET, 5TH FLOOR		
City	State/Province/Country	ZIP/PostalCode
Toronto	ONTARIO, CANADA	M5T 1X3

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Murdoch	Inez	
Street Address 1	Street Address 2	
171 JOHN STREET, 5TH FLOOR		
City	State/Province/Country	ZIP/PostalCode
Toronto	ONTARIO, CANADA	M5T 1X3

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Tongue	Martin	John
Street Address 1	Street Address 2	
171 JOHN STREET, 5TH FLOOR		
City	State/Province/Country	ZIP/PostalCode
Toronto	ONTARIO, CANADA	M5T 1X3

**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	Hospitals & Physicians	Computers
Investing	Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	Other Technology
Pooled Investment Fund		
Is the issuer registered as an investment company under	Manufacturing	Travel
	Real Estate	Airlines & Airports

the Investment Company Act of 1940?  
 Yes  No  
 Other Banking & Financial Services  
 Business Services  
 Energy  
 Coal Mining  
 Electric Utilities  
 Energy Conservation  
 Environmental Services  
 Oil & Gas  
 Other Energy

Commercial  
 Construction  
 REITS & Finance  
 Residential  
 Other Real Estate

Lodging & Conventions  
 Tourism & Travel Services  
 Other Travel  
 Other

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
<input checked="" type="checkbox"/> Over \$100,000,000		Over \$100,000,000
<input type="checkbox"/> Decline to Disclose		<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable		<input type="checkbox"/> Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company Act Section 3(c)	
<input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/> Section 3(c)(1)	<input type="checkbox"/> Section 3(c)(9)
<input type="checkbox"/> Rule 504 (b)(1)(i)	<input type="checkbox"/> Section 3(c)(2)	<input type="checkbox"/> Section 3(c)(10)
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Section 3(c)(3)	<input type="checkbox"/> Section 3(c)(11)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<input type="checkbox"/> Section 3(c)(4)	<input type="checkbox"/> Section 3(c)(12)
<input type="checkbox"/> Rule 505	<input type="checkbox"/> Section 3(c)(5)	<input type="checkbox"/> Section 3(c)(13)
<input checked="" type="checkbox"/> Rule 506(b)	<input type="checkbox"/> Section 3(c)(6)	<input type="checkbox"/> Section 3(c)(14)
<input type="checkbox"/> Rule 506(c)	<input type="checkbox"/> Section 3(c)(7)	
<input type="checkbox"/> Securities Act Section 4(a)(5)		

7. Type of Filing

New Notice Date of First Sale 2014-04-22 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)

<input checked="" type="checkbox"/> Equity	<input type="checkbox"/> Pooled Investment Fund Interests
<input type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<input checked="" type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	<input checked="" type="checkbox"/> 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 \$0 USD

12. Sales Compensation

Recipient (Associated) Broker or Dealer X None	Recipient CRD Number X None (Associated) Broker or Dealer CRD Number X None
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**Street Address 1**

**Street Address 2**

City	State/Province/Country	ZIP/Postal Code
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State(s) of Solicitation (select all that apply)  
 Check "All States" or check individual States All States Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount	\$1,660,000 USD	or	Indefinite
Total Amount Sold	\$1,660,000 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 investors, and enter the number of such non-accredited investors who already have invested in the offering. 3

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: 3

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):

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 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.

<b>Issuer</b>	<b>Signature</b>	<b>Name of Signer</b>	<b>Title</b>	<b>Date</b>
POINTS INTERNATIONAL LTD	/s/ Christopher Barnard	Christopher Barnard	President	2014-05-05

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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