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.

UN	IGE COMMISSION	OMB APPROVAL OMB 3235- Number: 0076			
Washington, D.C. 20549 FORM D Notice of Exempt Offering of Securities				Number: 0076 Estimated average burden	
	Notice of Exempt	Offering of Secu	irities	hours per response: 4.00	
1. Issuer's Identity					
CIK (Filer ID Nu	mber) Previous Names	X None		Entity Type	
<u>0001493761</u>			X Corpora	tion	
Name of Issu	er		-	Partnership	
Parametric Sound Corp				Liability Company	
Jurisdiction			General Partnership		
Incorporation/Orga	nization		Busines	s Trust	
NEVADA	tion/Organization		Other (S	Specify)	
-	ation/Organization				
Over Five Years Ago					
X Within Last Five Years (Specify Year) 2010				
Yet to Be Formed					
2. Principal Place of Busine	ss and Contact Information				
Name	of Issuer				
Parametric Sound Corp					
Street	Address 1		Street Address 2		
1941 RAMROD AVENUE,	SUITE 100				
City	State/Province/Country		stalCode Phone N	umber of Issuer	
HENDERSON	NEVADA	88014	888-477-2	150	
3. Related Persons					
Last Name	Firs	t Name	Middle	Name	
Norris	Elwood		G.		
Street Address 1	Street	Address 2			
1941 Ramrod Avenue, Suite	e 100				
City	State/Prov	ince/Country	ZIP/Posta	alCode	
Henderson	NEVADA		89014		
Relationship: X Executive	Officer X Director Promote	er			
Clarification of Response (i	f Necessary):				
Last Name	Firs	t Name	Middle	Name	
Daniel	Hunter				
Street Address 1	Street	Address 2			
1941 Ramrod Avenue, Suite	e 100				
City	State/Prov	ince/Country	ZIP/Posta	alCode	
Henderson	NEVADA		89014		

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Barnes	James	А.
Street Address 1	Street Address 2	
1941 Ramrod Avenue, Suite 100		
City Henderson	State/Province/Country NEVADA	ZIP/PostalCode 89014
Relationship: X Executive Officer		09014
Kelationship: A Executive Officer	Director Promoter	
Clarification of Response (if Necessa	ary):	
Last Name	First Name	Middle Name
Putterman	Seth	
Street Address 1	Street Address 2	
1941 Ramrod Avenue, Suite 100 City	State/Province/Country	ZIP/PostalCode
Henderson	NEVADA	89014
Relationship: Executive Officer <i>></i>		05011
Clarification of Response (if Necessa		
Last Name	First Name Robert	Middle Name M.
Kaplan Street Address 1	Street Address 2	IVI.
Suter Address 1	Street Address 2	
1941 Ramrod Avenue, Suite 100		
1941 Ramrod Avenue, Suite 100 City	State/Province/Country	ZIP/PostalCode
1941 Ramrod Avenue, Suite 100 City Henderson	State/Province/Country NEVADA	ZIP/PostalCode 89014
City	NEVADA & Director Promoter	
City Henderson Relationship: Executive Officer X Clarification of Response (if Necessa 4. Industry Group	NEVADA & Director Promoter ary):	
City Henderson Relationship: Executive Officer A Clarification of Response (if Necessa 4. Industry Group Agriculture	NEVADA & Director Promoter	
City Henderson Relationship: Executive Officer X Clarification of Response (if Necessa 4. Industry Group Agriculture Banking & Financial Services	NEVADA & Director Promoter ary):	89014
City Henderson Relationship: Executive Officer A Clarification of Response (if Necessa 4. Industry Group Agriculture Banking & Financial Services Commercial Banking	NEVADA & Director Promoter ary): Health Care	89014 Retailing
City Henderson Relationship: Executive Officer X Clarification of Response (if Necessa 4. Industry Group Agriculture Banking & Financial Services Commercial Banking Insurance	NEVADA C Director Promoter ary): Health Care Biotechnology	89014 Retailing Restaurants
City Henderson Relationship: Executive Officer 2 Clarification of Response (if Necessa 4. Industry Group Agriculture Banking & Financial Services Commercial Banking Insurance Investing	NEVADA & Director Promoter ary): Health Care Biotechnology Health Insurance	89014 Retailing Restaurants Technology
City Henderson Relationship: Executive Officer A Clarification of Response (if Necessa (if Necessa) Agriculture Banking & Financial Services Commercial Banking Insurance Investing Investment Banking	NEVADA C Director Promoter ary): Health Care Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals	89014 Retailing Restaurants Technology Computers Telecommunications
City Henderson Relationship: Executive Officer A Clarification of Response (if Necessa Clarification of Response (if Necessa Agriculture Agriculture Banking & Financial Services Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund	NEVADA C Director Promoter ary): Health Care Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care	89014 Retailing Restaurants Technology Computers Telecommunications X Other Technology
City Henderson Relationship: Executive Officer A Clarification of Response (if Necessa (if Necessa) Agriculture Banking & Financial Services Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund Is the issuer registered as an investment company under	NEVADA C Director Promoter ary): Health Care Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals	89014 Retailing Restaurants Technology Computers Telecommunications X Other Technology Travel
City Henderson Relationship: Executive Officer X Clarification of Response (if Necessa (if Necessa) Agriculture Banking & Financial Services Commercial Banking Insurance Investing Investing Investment Banking Pooled Investment Fund Is the issuer registered as an investment company under the Investment Company	NEVADA C Director Promoter ary): Health Care Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care Manufacturing Real Estate	89014 Retailing Restaurants Technology Computers Telecommunications X Other Technology Travel Airlines & Airports
City Henderson Relationship: Executive Officer A Clarification of Response (if Necessa Clarification of Response (if Necessa Agriculture Agriculture Banking & Financial Services Commercial Banking Insurance Investing Investing Investment Banking Pooled Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940?	NEVADA C Director Promoter ary): Health Care Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care Manufacturing Real Estate Commercial	89014 Retailing Restaurants Technology Computers Telecommunications X Other Technology Travel Airlines & Airports Lodging & Conventions
City Henderson Relationship: Executive Officer 2 Clarification of Response (if Necessa Clarification of Response (if Necessa Agriculture Banking & Financial Services Commercial Banking Insurance Investing Investing Pooled Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No	NEVADA C Director Promoter ary): Health Care Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care Manufacturing Real Estate Commercial Construction	89014 Retailing Restaurants Technology Computers Telecommunications X Other Technology Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services
City Henderson Executive Officer 2 Clarification of Response (if Necessa Clarification of Response (if Necessa Agriculture Banking & Financial Services Commercial Banking Insurance Investing Investing Investment Banking Pooled Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No Other Banking & Financial Services	NEVADA C Director Promoter ary): Health Care Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care Manufacturing Real Estate Commercial Construction vices REITS & Finance	89014 Retailing Restaurants Technology Computers Telecommunications X Other Technology Travel Airlines & Airports Lodging & Conventions
City Henderson Relationship: Executive Officer 2 Clarification of Response (if Necessa Clarification of Response (if Necessa Agriculture Banking & Financial Services Commercial Banking Insurance Investing Investing Pooled Investment Fund Is the issuer registered as an investment company under the Investment Com	NEVADA C Director Promoter ary): Health Care Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care Manufacturing Real Estate Commercial Construction vices REITS & Finance Residential	89014 Retailing Restaurants Technology Computers Telecommunications X Other Technology Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services
City Henderson Relationship: Executive Officer 2 Clarification of Response (if Necessa Clarification of Response (if Necessa Agriculture Banking & Financial Services Commercial Banking Insurance Investing Investing Investing Investment Banking Pooled Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No Other Banking & Financial Services Business Services Energy	NEVADA C Director Promoter ary): Health Care Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care Manufacturing Real Estate Commercial Construction vices REITS & Finance	89014 Retailing Restaurants Technology Computers Telecommunications X Other Technology Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services Other Travel
City Henderson Relationship: Executive Officer 2 Clarification of Response (if Necessa Agriculture Banking & Financial Services Commercial Banking Insurance Investing Investing Investing Pooled Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No Other Banking & Financial Services Business Services Energy Coal Mining	NEVADA C Director Promoter ary): Health Care Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care Manufacturing Real Estate Commercial Construction vices REITS & Finance Residential	89014 Retailing Restaurants Technology Computers Telecommunications X Other Technology Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services Other Travel
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City Henderson Relationship: Executive Officer 2 Clarification of Response (if Necessa Agriculture Banking & Financial Services Commercial Banking Insurance Investing Investing Investing Investment Banking Pooled Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No Other Banking & Financial Services Energy Coal Mining Electric Utilities Energy Conservation	NEVADA C Director Promoter ary): Health Care Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care Manufacturing Real Estate Commercial Construction vices REITS & Finance Residential	89014 Retailing Restaurants Technology Computers Telecommunications X Other Technology Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services Other Travel
City Henderson Relationship: Executive Officer 2 Clarification of Response (if Necessa Agriculture Banking & Financial Services Commercial Banking Insurance Investing Investing Investing Pooled Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No Other Banking & Financial Services Energy Coal Mining Electric Utilities	NEVADA C Director Promoter ary): Health Care Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care Manufacturing Real Estate Commercial Construction vices REITS & Finance Residential	89014 Retailing Restaurants Technology Computers Telecommunications X Other Technology Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services Other Travel
City Henderson Relationship: Executive Officer 2 Clarification of Response (if Necessa Agriculture Banking & Financial Services Commercial Banking Insurance Investing Investing Investing Investment Banking Pooled Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No Other Banking & Financial Services Energy Coal Mining Electric Utilities Energy Conservation	NEVADA C Director Promoter ary): Health Care Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care Manufacturing Real Estate Commercial Construction vices REITS & Finance Residential	89014 Retailing Restaurants Technology Computers Telecommunications X Other Technology Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services Other Travel

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
X 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 X Rule 506 Securities Act Investment Co Section 3(c)(2 Section 3(c)(2 Section 3(c)(4 Section 3(c)(4 Section 3(c)(4 Section 3(c)(4 Section 3(c)(7	ompany Act Section 3(c)1)Section 3(c)(9)2)Section 3(c)(10)3)Section 3(c)(11)4)Section 3(c)(12)5)Section 3(c)(13)6)Section 3(c)(14)
7. Type of Filing		
X New Notice Date of First Sale 2011-06-30 Amendment	First Sale Yet to	Occur
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 a	pply)	
X Equity Debt Option, Warrant or Other Right to Acquire An Security to be Acquired Upon Exercise of Op 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 a merger, acquisition or exchange offer?	business combinat	tion transaction, such as Yes X No
Clarification of Response (if Necessary):		
11. Minimum Investment		
Minimum investment accepted from any outside	e investor \$15,000	USD
12. Sales Compensation		

Recipient

(Associated) Broker or Dea	aler X None		(Associated) Broker or Dealer CRD Number X Nor	ne
Street	Address 1		Street Address 2	
City		c.	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation (sele Check "All States" or chec	11 0 /	All States	Foreign/non-US	
13. Offering and Sales Amo	unts			
Total Offering Amount	\$707,671 USD or	Indefinite		
Total Amount Sold	\$707,671 USD			
Total Remaining to be Sold	\$0 USD or	Indefinite		
Clarification of Response (i	f Necessary):			

1,400,000 common shares issued upon exercise of warrants at an exercise price of \$0.30 per share and 410,963 common shares issued upon conversion of outstanding principal and interest owing under previously issued notes at a price of \$0.70 per share.

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:

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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 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
Parametric Sound Corp	James A. Barnes	James A. Barnes	Chief Financial Officer	2011-07-08

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.