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

**DELAWARE** 

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

0001738021 Olivia Ventures, Inc. X Corporation

> Name of Issuer Limited Partnership

Compass Therapeutics, Inc. Limited Liability Company

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

Year of Incorporation/Organization

Over Five Years Ago

X Within Last Five Years (Specify Year) 2018

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

Compass Therapeutics, Inc.

**Street Address 2 Street Address 1** 

245 FIRST STREET, 3RD FLOOR

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

**CAMBRIDGE MASSACHUSETTS** 02142 617-500-8099

3. Related Persons

**Last Name** First Name Middle Name

Sunderland Julie

> **Street Address 1 Street Address 2**

c/o Compass Therapeutics, Inc. 245 First Street

> State/Province/Country ZIP/PostalCode City

Cambridge **MASSACHUSETTS** 02142

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name First Name** Middle Name

Gordon Carl L.

> **Street Address 1 Street Address 2**

c/o Compass Therapeutics, Inc. 245 First Street

> City State/Province/Country ZIP/PostalCode

Cambridge **MASSACHUSETTS** 02142

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Schuetz Thomas J.

Street Address 1 Street Address 2

c/o Compass Therapeutics, Inc. 245 First Street

City State/Province/Country ZIP/PostalCode

Cambridge MASSACHUSETTS 02142

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

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Ferneau Philip

Street Address 1 Street Address 2

c/o Compass Therapeutics, Inc. 245 First Street

City State/Province/Country ZIP/PostalCode

Cambridge MASSACHUSETTS 02142

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Squinto Stephen P.

Street Address 1 Street Address 2

c/o Compass Therapeutics, Inc. 245 First Street

City State/Province/Country ZIP/PostalCode

Cambridge MASSACHUSETTS 02142

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Bisker-Leib Vered

Street Address 1 Street Address 2

c/o Compass Therapeutics, Inc. 245 First Street

City State/Province/Country ZIP/PostalCode

Cambridge MASSACHUSETTS 02142

**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

Investing

Investment Banking

Pharmaceuticals

Telecommunications

Hospitals & Physicians

Computers

Pooled Investment Fund Other Health Care Other Technology

Is the issuer registered as Manufacturing Travel

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

the Investment Company
Act of 1940?

Real Estate

Airlines & Airports

Commercial

Lodging & Conventions

Yes No Construction Tourism & Travel Services

Other Banking & Financial Services REITS & Finance Other Travel

Business Services

Energy Residential X Other

Coal Mining Other Real Estate

**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
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)	Section 3(c)(2)	Section 3(c)(10)	
	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)	Section 3(c)(5)	Section 3(c)(13)	
Rule 506(c) Securities Act Section 4(a)(5)		. , , ,	
Securites Net Section 4(a)(3)	Section 3(c)(6)	Section 3(c)(14)	
	Section 3(c)(7)		

# 7. Type of Filing

X New Notice Date of First Sale 2020-06-17 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)

X Equity
Debt
Option, Warrant or Other Right to Acquire Another Security
Security to be Acquired Upon Exercise of Option, Warrant or
Other Right to Acquired Option, Warrant or
Other Right to Acquired Option, Warrant or

Other Right to Acquire Security

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?

Clarification of Response (if Necessary):

Merger with Olivia Ventures, Inc.

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient CRD Number X None Recipient

(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 States

States

Foreign/non-US

13. Offering and Sales Amounts

**Total Offering Amount** \$195,276,780 USD or Indefinite

**Total Amount Sold** \$195,276,780 USD

Total Remaining to be Sold \$0 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. 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:

114

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 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
Compass Therapeutics, Inc.	/s/ Thomas Schuetz	Thomas Schuetz	Chief Executive Officer	2020-07-01

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.