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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) [0001869974](#)
Name of Issuer [Ocean Biomedical, Inc.](#)
Jurisdiction of Incorporation/Organization [DELAWARE](#)
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year) [2021](#)
 Yet to Be Formed

Previous Names None
[Ocean Biomedical, Inc./DE](#)
[Aesther Healthcare Acquisition Corp.](#)

Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer [Ocean Biomedical, Inc.](#)
Street Address 1 [55 CLAVERICK STREET](#)
City [PROVIDENCE](#)
State/Province/Country [RHODE ISLAND](#)
Street Address 2 [ROOM 325](#)
ZIP/PostalCode [02903](#)
Phone Number of Issuer [401-444-7375](#)

3. Related Persons

Last Name [Ng](#)
Street Address 1 [c/o Ocean Biomedical Inc.](#)
City [Providence](#)
Relationship: Executive Officer Director Promoter

First Name [Elizabeth](#)
Street Address 2 [55 Claverick Street, Room 325](#)
State/Province/Country [RHODE ISLAND](#)
ZIP/PostalCode [02903](#)

Middle Name
City
ZIP/PostalCode

Clarification of Response (if Necessary):

Last Name [Kalra](#)
Street Address 1 [c/o Ocean Biomedical Inc.](#)
City [Providence](#)
Relationship: Executive Officer Director Promoter

First Name [Gurinder](#)
Street Address 2 [55 Claverick Street, Room 325](#)
State/Province/Country [RHODE ISLAND](#)
ZIP/PostalCode [02903](#)

Middle Name
City
ZIP/PostalCode

Clarification of Response (if Necessary):

Last Name [Kathuria](#)
Street Address 1 [c/o Ocean Biomedical Inc.](#)
City [Providence](#)
Relationship: Executive Officer Director Promoter

First Name [Inderjote](#)
Street Address 2 [55 Claverick Street, Room 325](#)
State/Province/Country [RHODE ISLAND](#)
ZIP/PostalCode [02903](#)

Middle Name
City
ZIP/PostalCode

Clarification of Response (if Necessary):

Last Name Behr	First Name Daniel	Middle Name
Street Address 1 c/o Ocean Biomedical Inc.	Street Address 2 55 Claverick Street, Room 325	
City Providence	State/Province/Country RHODE ISLAND	ZIP/PostalCode 02903
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name Sweeney	First Name Robert	Middle Name
Street Address 1 c/o Ocean Biomedical Inc.	Street Address 2 55 Claverick Street, Room 325	
City Providence	State/Province/Country RHODE ISLAND	ZIP/PostalCode 02903
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name Kathuria	First Name Chirinjeev	Middle Name
Street Address 1 c/o Ocean Biomedical Inc.	Street Address 2 55 Claverick Street, Room 325	
City Providence	State/Province/Country RHODE ISLAND	ZIP/PostalCode 02903
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name Angle	First Name Martin	Middle Name D.
Street Address 1 c/o Ocean Biomedical Inc.	Street Address 2 55 Claverick Street, Room 325	
City Providence	State/Province/Country RHODE ISLAND	ZIP/PostalCode 02903
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name Berrey	First Name Michelle	Middle Name
Street Address 1 c/o Ocean Biomedical Inc.	Street Address 2 55 Claverick Street, Room 325	
City Providence	State/Province/Country RHODE ISLAND	ZIP/PostalCode 02903
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name Elias	First Name Jack	Middle Name A.
Street Address 1 c/o Ocean Biomedical Inc.	Street Address 2 55 Claverick Street, Room 325	
City Providence	State/Province/Country RHODE ISLAND	ZIP/PostalCode 02903
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
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Kurtis Jonathan
Street Address 1 Street Address 2
c/o Ocean Biomedical Inc. 55 Claverick Street, Room 325
City State/Province/Country ZIP/PostalCode
Providence RHODE ISLAND 02903
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Owens William
Street Address 1 Street Address 2
c/o Ocean Biomedical Inc. 55 Claverick Street, Room 325
City State/Province/Country ZIP/PostalCode
Providence RHODE ISLAND 02903
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Peterson Michael
Street Address 1 Street Address 2
c/o Ocean Biomedical Inc. 55 Claverick Street, Room 325
City State/Province/Country ZIP/PostalCode
Providence RHODE ISLAND 02903
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Ringo Jerome
Street Address 1 Street Address 2
c/o Ocean Biomedical Inc. 55 Claverick Street, Room 325
City State/Province/Country ZIP/PostalCode
Providence RHODE ISLAND 02903
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Ajarapu Suren
Street Address 1 Street Address 2
c/o Ocean Biomedical Inc. 55 Claverick Street, Room 325
City State/Province/Country ZIP/PostalCode
Providence RHODE ISLAND 02903
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

- | | | |
|--|---|--|
| <input type="checkbox"/> Agriculture | Health Care | <input type="checkbox"/> Retailing |
| Banking & Financial Services | <input checked="" type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Commercial Banking | <input type="checkbox"/> Health Insurance | Technology |
| <input type="checkbox"/> Insurance | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers |
| <input type="checkbox"/> Investing | <input type="checkbox"/> Pharmaceuticals | <input type="checkbox"/> Telecommunications |
| <input type="checkbox"/> Investment Banking | <input type="checkbox"/> Other Health Care | <input type="checkbox"/> Other Technology |
| <input type="checkbox"/> Pooled Investment Fund | <input type="checkbox"/> Manufacturing | Travel |
| Is the issuer registered as
an investment company under
the Investment Company
Act of 1940? | Real Estate | <input type="checkbox"/> Airlines & Airports |
| | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |

- Yes No Construction Tourism & Travel Services
 Other Banking & Financial Services REITS & Finance Other Travel
 Business Services Residential Other
 Energy Other Real Estate
 Coal Mining
 Electric Utilities
 Energy Conservation
 Environmental Services
 Oil & Gas
 Other Energy

5. Issuer Size

- | Revenue Range | OR | Aggregate Net Asset Value Range |
|---|----|---|
| <input checked="" type="checkbox"/> No Revenues | | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000 | | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000 | | <input type="checkbox"/> 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)

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

7. Type of Filing

- New Notice Date of First Sale [2023-05-25](#) 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 type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input checked="" 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 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 No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$7,560,000 USD

12. Sales Compensation

Recipient Maxim Group LLC
(Associated) Broker or Dealer None
None
Street Address 1 300 PARK AVENUE
City NEW YORK
State(s) of Solicitation (select all that apply) All States Foreign/non-US
Check "All States" or check individual States

Recipient CRD Number None
120708
(Associated) Broker or Dealer CRD Number None
None
Street Address 2 16TH FLOOR
State/Province/Country NEW YORK
ZIP/Postal Code 10022

CALIFORNIA
CONNECTICUT
FLORIDA
MASSACHUSETTS
MINNESOTA
NEW YORK

13. Offering and Sales Amounts

Total Offering Amount \$27,000,000 USD or Indefinite
Total Amount Sold \$7,560,000 USD
Total Remaining to be Sold \$19,440,000 USD or Indefinite

Clarification of Response (if Necessary):

The total amount remaining to be sold represents the total principal amount of two additional convertible promissory notes that may be issued if and when all closing conditions are satisfied.

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:

1

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 \$1,750,000 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

The amount above assumes all securities will be issued in the offering. \$490,000 in commissions were paid in connection with the initial closing.

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.

\$1,600,000 USD Estimate

Clarification of Response (if Necessary):

A portion of the proceeds were used to repay loans made by and through Aesther Healthcare Sponsor, LLC (the "Sponsor") to the Company. Mr. Ajjarapu, who is a director of the Company, is also an officer, director and stockholder of the Sponsor.

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
Ocean Biomedical, Inc.	/s/ Elizabeth Ng	Elizabeth Ng	Chief Executive Officer	2023-06-14

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.