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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
Expires:	June 30, 2012
Estimated average burden hours per response:	4.00

**Notice of Exempt Offering of Securities**

**1. Issuer's Identity**

CIK (Filer ID Number)

0001136174

Name of Issuer

CATASYS, INC.

Jurisdiction of Incorporation/Organization  
DELAWARE

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

Previous Names  None

HYTHIAM, INC.
HYTHIAM INC
ALASKA FREIGHTWAYS INC

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

CATASYS, INC.

Street Address 1

11150 SANTA MONICA BLVD.

Street Address 2

SUITE 1500

City

LOS ANGELES

State/Province/Country

CALIFORNIA

ZIP/PostalCode

90025

Phone Number of Issuer

310 444 4300

**3. Related Persons**

Last Name

Anderson

First Name

Richard

Middle Name

A.

Street Address 1

Catasys, Inc.

Street Address 2

11150 Santa Monica Blvd., Suite 1500

City

Los Angeles

State/Province/Country

CALIFORNIA

ZIP/PostalCode

90025

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Peizer	Terren	S.
Street Address 1	Street Address 2	
Catasys, Inc.	11150 Santa Monica Blvd., Suite 1500	
City	State/Province/Country	ZIP/PostalCode
Los Angeles	CALIFORNIA	90025
Relationship: <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Etzel	Susan	
Street Address 1	Street Address 2	
Catasys, Inc.	11150 Santa Monica Blvd., Suite 1500	
City	State/Province/Country	ZIP/PostalCode
Los Angeles	CALIFORNIA	90025
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Barthwell	Andrea	G.
Street Address 1	Street Address 2	
Catasys, Inc.	11150 Santa Monica Blvd., Suite 1500	
City	State/Province/Country	ZIP/PostalCode
Los Angeles	CALIFORNIA	90025
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
McCann	Kelly	
Street Address 1	Street Address 2	
Catasys, Inc.	11150 Santa Monica Blvd., Suite 1500	
City	State/Province/Country	ZIP/PostalCode
Los Angeles	CALIFORNIA	90025
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
Wolf	Jay	A.
Street Address 1	Street Address 2	
Catasys, Inc.	11150 Santa Monica Blvd., Suite 1500	

City: Los Angeles State/Province/Country: CALIFORNIA ZIP/PostalCode: 90025  
 Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

**4. Industry Group**

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> Agriculture  | Health Care   | <input type="checkbox"/> Retailing                 |
| <input type="checkbox"/> Banking & Financial Services                                       | <input 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 checked="" 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"/> Yes <input type="checkbox"/> No                                    | <input type="checkbox"/> Commercial                   | <input type="checkbox"/> Lodging & Conventions     |
| <input type="checkbox"/> Other Banking & Financial Services                                 | <input type="checkbox"/> Construction                 | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Business Services  | <input type="checkbox"/> REITS & Finance              | <input type="checkbox"/> Other Travel              |
| Energy  | <input type="checkbox"/> Residential                  | <input type="checkbox"/> Other                     |
| <input type="checkbox"/> Coal Mining  | <input type="checkbox"/> Other Real Estate            |  |
| <input type="checkbox"/> Electric Utilities   |   |  |
| <input type="checkbox"/> Energy Conservation  |   |  |
| <input type="checkbox"/> Environmental Services   |   |  |
| <input type="checkbox"/> Oil & Gas  |   |  |
| <input type="checkbox"/> Other Energy   |   |  |

**5. Issuer Size**

- | Revenue Range   | OR | Aggregate Net Asset Value Range                       |
|---|----|---|
| <input type="checkbox"/> No Revenues                  |    | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input checked="" 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          |

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 505

Rule 504 (b)(1)(i)

Rule 506

Rule 504 (b)(1)(ii)

Securities Act Section 4(6)

Rule 504 (b)(1)(iii)

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 2011-07-01     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

Pooled Investment Fund Interests

Debt

Tenant-in-Common Securities

Option, Warrant or Other Right to Acquire Another Security

Mineral Property Securities

Security to be Acquired Upon Exercise of 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?     Yes     No

Clarification of Response (if Necessary):

**11. Minimum Investment**

Minimum investment accepted from any outside investor \$0 USD

**12. Sales Compensation**

Recipient

Recipient CRD Number  None

(Associated) Broker or Dealer  None

(Associated) Broker or Dealer CRD Number  None

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

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 \$127,500 USD or  Indefinite

Total Amount Sold \$127,500 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:

**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 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
CATASYS, INC.	/s/Susan Etzel	Susan Etzel	Chief Financial Officer	2011-07-14

*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.