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 OMB APPROVAL Washington, D.C. 20549 3235-OMB Number: FORM D 0076 Estimated average burden hours per Notice of Exempt Offering of Securities 4 00 response: 1. Issuer's Identity Previous X None CIK (Filer ID Number) Entity Type Names 0001763597 X Corporation Name of Issuer Limited Partnership gradient A.I. Corp. Limited Liability Company Jurisdiction of Incorporation/Organization **General Partnership** DELAWARE Year of Incorporation/Organization **Business Trust** Over Five Years Ago Other (Specify) Within Last Five Years (Specify Year) Yet to Be Formed 2. Principal Place of Business and Contact Information Name of Issuer gradient A.I. Corp. Street Address 1 Street Address 2 **1 MARINA PARK DRIVE SUITE 305** ZIP/PostalCode City State/Province/Country Phone Number of Issuer BOSTON MASSACHUSETTS 02210 857-706-1352 3. Related Persons Last Name First Name Middle Name Smith Stanford Street Address 1 Street Address 2 1 Marina Park Drive Suite 305 Citv State/Province/Country ZIP/PostalCode **MASSACHUSETTS** 02210 **Boston** Relationship: X Executive Officer X Director Promoter Clarification of Response (if Necessary): Last Name First Name Middle Name Eric **Emmons** Street Address 1 Street Address 2 1 Marina Park Drive Suite 305

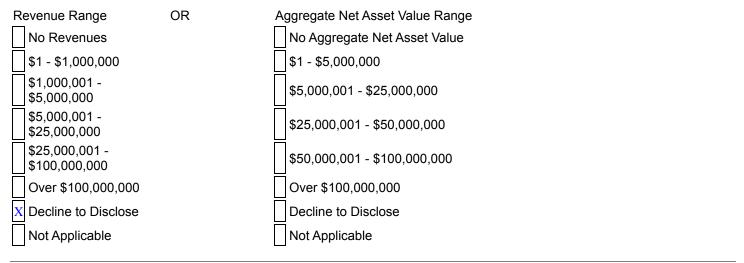
/9/24, 8:56 AM	SEC FO	DRM D		
City	State/Province/Country	ZIP/PostalCode		
Boston	MASSACHUSETTS	02210		
Relationship: Executive Officer X	Director Promoter			
Clarification of Response (if Necessa	ry):			
Last Name	First Name	Middle Name		
Alfieri	Matthew			
Street Address 1	Street Address 2			
1 Marina Park Drive	Suite 305			
City	State/Province/Country	ZIP/PostalCode		
Boston	MASSACHUSETTS	02210		
Relationship: Executive Officer X	Director Promoter			
Clarification of Response (if Necessa	ry):			
Last Name	First Name	Middle Name		
Zock	Christopher			
Street Address 1	Street Address 2			
1 Marina Park Drive	Suite 305			
City	State/Province/Country	ZIP/PostalCode		
Boston	MASSACHUSETTS	02210		
Relationship: Executive Officer X	Director			
Clarification of Response (if Necessa	ry):			
Last Name	First Name	Middle Name		
Carr	Jim			
Street Address 1	Street Address 2			
1 Marina Park Drive	Suite 305			
City	State/Province/Country	ZIP/PostalCode		
Boston	MASSACHUSETTS	02210		
Relationship: X Executive Officer	Director			
Clarification of Response (if Necessa	ry):			
4. Industry Group				
Agriculture	Health Care	Retailing		
Banking & Financial Services	Biotechnology			
Commercial Banking		Restaurants		
	Health Insurance	Technology		
	Hospitals & Physicians	Computers		
Investing				
Investment Banking	Pharmaceuticals			
Pooled Investment Fund	Other Health Care	Other Technology		
Is the issuer registered as	Manufacturing	Travel		
an investment company under	Real Estate	Airlines & Airports		
the Investment Company Act of 1940?	Commercial			
		Lodging & Conventions		

https://www.sec.gov/Archives/edgar/data/1763597/000176359724000002/xslFormDX01/primary_doc.xml

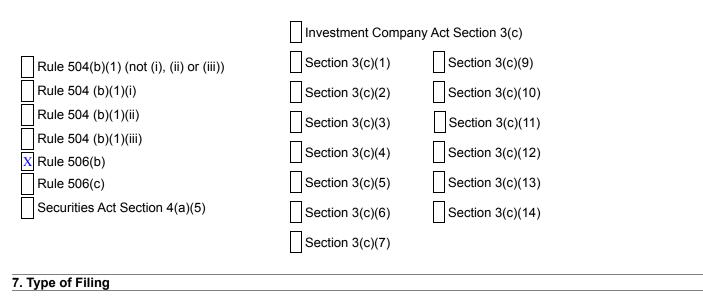
SEC FORM D

Yes	No	Construction	Tourism & Travel Services
Other Banking	& Financial Services	REITS & Finance	Other Travel
Business Service	s	Residential	X Other
Energy		Other Real Estate	
Electric Utilities	s		
Energy Conse	rvation		
Environmental	Services		
Oil & Gas			
Other Energy			

5. Issuer Size



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



X New Notice Date of First Sale 2024-06-28 First Sale Yet to Occur

9/24, 8:56 AM	SEC FORM D			
8. Duration of Offering				
Does the Issuer intend this offering to last more than	n one year? Yes X No			
9. Type(s) of Securities Offered (select all that app	ply)			
X Equity	Pooled Investment Fund Interests			
	Tenant-in-Common Securities			
Option, Warrant or Other Right to Acquire Another Security to be Acquired Upon Exercise of Option, or Other Right to Acquire Security				
10. Business Combination Transaction				
Is this offering being made in connection with a busin such as a merger, acquisition or exchange offer?	ness combination transaction, \Box Yes X No			
Clarification of Response (if Necessary):				
11. Minimum Investment				
Minimum investment accepted from any outside inve	estor \$0 USD			
12. Sales Compensation				
Recipient	Recipient CRD Number X None			
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number	е		
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	Foreign/non-US			
13. Offering and Sales Amounts				
Total Offering Amount \$56,130,635 USD or Ir	ndefinite			
Total Amount Sold \$36,130,641 USD				
Total Remaining to be Sold \$19,999,994 USD or Ir	ndefinite			
Clarification of Response (if Necessary):				
14. Investors				
	hay be sold to persons who do not qualify as accredited redited investors who already have invested in the			
Regardless of whether securities in the offering h	have been or may be sold to persons who do not mber of investors who already have invested in the	5		
15. Sales Commissions & Finder's Fees Expense	s			

SEC FORM D

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
	Loundle

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
gradient A.I. Corp.	/s/ Stanford Smith	Stanford Smith	Chief Executive Officer	2024-07-08

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.