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| FORM D |
| Notice of Exempt Offering of Securities |

**UNITED STATES SECURITIES
AND EXCHANGE COMMISSION
Washington, D.C.**

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| OMB APPROVAL |
| OMB Number: 3235-0076 |
| Expires: August 31, 2015 |
| Estimated Average burden hours per response: 4.0 |

1. Issuer's Identity

| | | |
|---|--|--|
| CIK (Filer ID Number) | Previous Name(s) <input type="checkbox"/> None | Entity Type |
| <input type="text" value="0001583648"/> | <input type="text" value="Marika Inc."/> | <input checked="" type="radio"/> Corporation <input type="radio"/> Limited Partnership <input type="radio"/> Limited Liability Company <input type="radio"/> General Partnership <input type="radio"/> Business Trust <input type="radio"/> Other |
| Name of Issuer | | |
| <input type="text" value="PIERIS PHARMACEUTICALS, INC."/> | | |
| Jurisdiction of Incorporation/Organization | | |
| <input type="text" value="NEVADA"/> | | |
| Year of Incorporation/Organization | | |
| <input type="radio"/> Over Five Years Ago <input checked="" type="radio"/> Within Last Five Years (Specify Year) <input type="text" value="2013"/> <input type="radio"/> Yet to Be Formed | | |

2. Principal Place of Business and Contact Information

| | | | |
|---|--------------------------------------|------------------------------------|--|
| Name of Issuer | | | |
| <input type="text" value="PIERIS PHARMACEUTICALS, INC."/> | | | |
| Street Address 1 | | Street Address 2 | |
| <input type="text" value="30 Lise-Meitner-Strasse"/> | | <input type="text"/> | |
| City | State/Province/Country | ZIP/Postal Code | Phone No. of Issuer |
| <input type="text" value="Freising-Weihenstephan"/> | <input type="text" value="GERMANY"/> | <input type="text" value="85354"/> | <input type="text" value="4.90816E+13"/> |

3. Related Persons

| | | |
|--|---|--|
| Last Name | First Name | Middle Name |
| <input type="text" value="Yoder"/> | <input type="text" value="Stephen"/> | <input type="text" value="S."/> |
| Street Address 1 | | Street Address 2 |
| <input type="text" value="c/o Pieris Pharmaceuticals, Inc.,"/> | | <input type="text" value="30 Lise-Meitner-Strasse"/> |
| City | State/Province/Country | ZIP/Postal Code |
| <input type="text" value="Freising-Weihenstephan"/> | <input type="text" value="GERMANY"/> | <input type="text" value="85354"/> |
| Relationship: | <input checked="" type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter |
| Clarification of Response (if Necessary) | | |
| <input type="text" value="Chief Executive Officer and President"/> | | |

| | | |
|--|--------------------------------------|---------------------------------|
| Last Name | First Name | Middle Name |
| <input type="text" value="Deptula-Hicks"/> | <input type="text" value="Darlene"/> | <input type="text" value="M."/> |
| Street Address 1 | | Street Address 2 |
| <input type="text"/> | | <input type="text"/> |

c/o Pieris Pharmaceuticals, Inc. , 30 Lise-Metner-Strasse

City: Freising-Weihenstephan State/Province/Country: GERMANY ZIP/Postal Code: 85354

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary): Acting Chief Financial Officer

Last Name: Khuong First Name: Chau Middle Name: Street Address 1: c/o Pieris Pharmaceuticals, Inc. , Street Address 2: 30 Lise-Metner-Strasse

City: Freising-Weihenstephan State/Province/Country: GERMANY ZIP/Postal Code: 85354

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary): Chairman of the Board of Directors

Last Name: Takke First Name: Christina Middle Name: Street Address 1: c/o Pieris Pharmaceuticals, Inc. , Street Address 2: 30 Lise-Metner-Strasse

City: Freising-Weihenstephan State/Province/Country: GERMANY ZIP/Postal Code: 85354

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name: Richman First Name: Michael Middle Name: Street Address 1: c/o Pieris Pharmaceuticals, Inc. , Street Address 2: 30 Lise-Metner-Strasse

City: Freising-Weihenstephan State/Province/Country: GERMANY ZIP/Postal Code: 85354

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name: Prelack First Name: Steven Middle Name:

Street Address 1

Street Address 2

c/o Pieris Pharmaceuticals, Inc. ,

30 Lise-Metner-Strasse

City

State/Province/Country

ZIP/Postal Code

Freising-Weihenstephan

GERMANY

85354

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

4. Industry Group

- Agriculture
- Banking & Financial Services
 - Commercial Banking
 - Insurance
 - Investing
 - Investment Banking
 - Pooled Investment Fund
 - Other Banking & Financial Services
- Business Services
- Energy
 - Coal Mining
 - Electric Utilities
 - Energy Conservation
 - Environmental Services
 - Oil & Gas
 - Other Energy
- Health Care
 - Biotechnology
 - Health Insurance
 - Hospitals & Physicians
 - Pharmaceuticals
 - Other Health Care
- Manufacturing
- Real Estate
 - Commercial
 - Construction
 - REITS & Finance
 - Residential
 - Other Real Estate
- Retailing
- Restaurants
- Technology
 - Computers
 - Telecommunications
 - Other Technology
- Travel
 - Airlines & Airports
 - Lodging & Conventions
 - Tourism & Travel Services
 - Other Travel
- Other

5. Issuer Size

Revenue Range

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Aggregate Net Asset Value Range

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- 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"/> | Rule 505 |
| <input type="checkbox"/> | Rule 504 (b)(1)(i) | <input checked="" type="checkbox"/> | Rule 506(b) |
| <input type="checkbox"/> | Rule 504 (b)(1)(ii) | <input type="checkbox"/> | Rule 506(c) |
| <input type="checkbox"/> | Rule 504 (b)(1)(iii) | <input type="checkbox"/> | Securities Act Section 4(a)(5) |

| | | | |
|--------------------------|--------------------------|--------------------------|--|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> Investment Company Act Section 3(c) |
|--------------------------|--------------------------|--------------------------|--|

7. Type of Filing

- New Notice Date of First Sale 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)

- Pooled Investment Fund Interests Equity
- Tenant-in-Common Securities Debt
- Mineral Property Securities Option, Warrant or Other Right to Acquire Another Security
- 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 \$ USD

12. Sales Compensation

| | | |
|---|--|--|
| Recipient | Recipient CRD Number | <input checked="" type="checkbox"/> None |
| <input type="text" value="Northland Securities, Inc."/> | <input type="text"/> | |
| (Associated) Broker or Dealer <input type="checkbox"/> None | (Associated) Broker or Dealer CRD Number <input type="checkbox"/> None | |
| <input type="text" value="Trout Capital LLC"/> | <input type="text" value="131589"/> | |
| Street Address 1 | Street Address 2 | |
| <input type="text" value="45 S. 7th Street, Suite 2000"/> | <input type="text"/> | |
| City | State/Province/Country | ZIP/Postal Code |
| <input type="text" value="Minneapolis"/> | <input type="text" value="MINNESOTA"/> | <input type="text" value="55402"/> |
| State(s) of Solicitation | <input checked="" type="checkbox"/> All States <input type="checkbox"/> Foreign/Non-US | |

| | | |
|--|-------------------------------------|-------------------------------|
| Recipient | Recipient CRD Number | <input type="checkbox"/> None |
| <input type="text" value="Katalyst Securities LLC"/> | <input type="text" value="112494"/> | |

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

American Portfolios Financial Services, Inc.

18487

Street Address 1

Street Address 2

15 Maiden Lane, Room 601

City

State/Province/Country

ZIP/Postal Code

New York

NEW YORK

10038

State(s) of Solicitation

All States

Foreign/Non-US

ARIZONA

CALIFORNIA

COLORADO

CONNECTICUT

FLORIDA

INDIANA

IOWA

MARYLAND

MASSACHUSETTS

MICHIGAN

MINNESOTA

NEW YORK

NORTH CAROLINA

OHIO

PENNSYLVANIA

TEXAS

VIRGINIA

Recipient

Recipient CRD Number

None

Katalyst Securities LLC

112494

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

Dinosaur Securities, L.L.C.

104446

Street Address 1

Street Address 2

470 Park Avenue South

9th Floor

City

State/Province/Country

ZIP/Postal Code

New York

NEW YORK

10016

State(s) of Solicitation

All States

Foreign/Non-US

ARIZONA

CALIFORNIA

COLORADO

CONNECTICUT

FLORIDA

INDIANA

IOWA

MARYLAND

MASSACHUSETTS

MICHIGAN

- MINNESOTA
- NEW YORK
- NORTH CAROLINA
- OHIO
- PENNSYLVANIA
- TEXAS
- VIRGINIA

13. Offering and Sales Amounts

Total Offering Amount \$ USD Indefinite

Total Amount Sold \$ USD

Total Remaining to be Sold \$ USD 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,

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 & Finders' 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 \$ USD Estimate

Finders' Fees \$ USD Estimate

Clarification of Response (if Necessary)

Two placement agents and their designees received (i) cash commissions in the aggregate of up to 8% of the offerings gross proceeds and (ii) five-year warrants to purchase an aggregate of 8% of the number of shares sold in the offering.

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.

\$ 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, 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 Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) 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 |
|---|---|-----------------------------------|---|-------------------|
| PIERIS PHARMACEUTICALS, INC. | /s/ Darlene M. Deptula-Hicks | Darlene Deptula- Hicks | Acting Chief Financial Officer | 2014-12-31 |