

AXCELUS FINANCIAL LIFE INSURANCE CO SEPARATE ACCOUNT VA 393

FORM D

(Small Company Offering and Sale of Securities Without Registration)

Filed 01/13/25

Address	ONE LIBERTY PLACE 1650 MARKET ST., 8TH FLOOR PHILADELPHIA, PA, 19103
Telephone	(484) 530-4800
CIK	0002051680
Fiscal Year	12/31

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

OMB APPROVAL
OMB Number: 3235-0076
Estimated Average burden hours per response: 4.0

FORM D

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)	Previous Name(s) <input checked="" type="checkbox"/> None	Entity Type
0002051680		<input type="checkbox"/> Corporation
Name of Issuer		<input type="checkbox"/> Limited Partnership
Axcelus Financial Life Insurance Co		<input type="checkbox"/> Limited Liability Company
Separate Account VA 393		<input type="checkbox"/> General Partnership
Jurisdiction of		<input type="checkbox"/> Business Trust
Incorporation/Organization		<input checked="" type="checkbox"/> Other
PENNSYLVANIA		insurance company separate account

Year of Incorporation/Organization

☐ Over Five Years Ago

☒ Within Last Five Years (Specify Year) 2024

☐ Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer			
Axcelus Financial Life Insurance Co Separate Account VA 393			
Street Address 1		Street Address 2	
ONE LIBERTY PLACE		1650 MARKET ST., 8TH FLOOR	
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
PHILADELPHIA	PENNSYLVANIA	19103	(484) 530-4800

3. Related Persons

Last Name	First Name	Middle Name
Axcelus Financial Life Insurance Company	Axcelus Financial	
Street Address 1	Street Address 2	
One Liberty Place	1650 Market St., 8th Floor	
City	State/Province/Country	ZIP/Postal Code
Philadelphia	PENNSYLVANIA	19103
Relationship:	<input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		
Issuer is an insurance company separate account formed under Pennsylvania insurance law.		

4. Industry Group

<input type="checkbox"/> Agriculture	<input type="checkbox"/> 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	<input type="checkbox"/> 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 checked="" type="checkbox"/> Pooled Investment Fund	<input type="checkbox"/> Manufacturing	<input type="checkbox"/> Travel
<input type="checkbox"/> Hedge Fund	<input type="checkbox"/> Real Estate	<input type="checkbox"/> Airlines & Airports
<input checked="" type="checkbox"/> Other Investment Fund	<input type="checkbox"/> Commercial	<input type="checkbox"/> Lodging & Conventions
<input type="checkbox"/> Private Equity Fund	<input type="checkbox"/> Construction	<input type="checkbox"/> Tourism & Travel Services
<input type="checkbox"/> Venture Capital Fund	<input type="checkbox"/> REITs & Finance	<input type="checkbox"/> Other Travel
 *Is the issuer registered as an investment company under the Investment Company Act of 1940?	<input type="checkbox"/> Residential	<input type="checkbox"/> Other
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Other Real Estate	
<input type="checkbox"/> Other Banking & Financial Services		
<input type="checkbox"/> Business Services		
<input type="checkbox"/> Energy		
<input type="checkbox"/> Coal Mining		
<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	Aggregate Net Asset Value Range
<input 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 checked="" 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)

- ☐ Rule 504(b)(1) (not (i), (ii) or (iii))
- ☐ Rule 504 (b)(1)(i)
- ☐ Rule 504 (b)(1)(ii)
- ☐ Rule 504 (b)(1)(iii)
- ☐ Rule 505
- ☒ Rule 506(b)
- ☐ Rule 506(c)
- ☐ Securities Act Section 4(a)(5)
- ☒ 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 2024-12-30
- ☐ 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)
- variable annuity contracts

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		<input type="checkbox"/>	None
Kestra Investment Services, LLC		42046			
(Associated) Broker or Dealer		<input type="checkbox"/>	None	(Associated) Broker or Dealer CRD Number	<input type="checkbox"/> None
Mayur T. Dalal		1853077			
Street Address 1		Street Address 2			
5707 Southwest Parkway		Building 2, Suite 400			
City		State/Province/Country		ZIP/Postal Code	
Austin		TEXAS		78735	
State(s) of Solicitation		<input type="checkbox"/>	All States	<input type="checkbox"/>	Foreign/Non-US
FLORIDA					

Recipient		Recipient CRD Number		<input type="checkbox"/>	None
Kestra Investment Services, LLC		42046			
(Associated) Broker or Dealer		<input type="checkbox"/>	None	(Associated) Broker or Dealer CRD Number	<input type="checkbox"/> None
Benjamin W. Rainey		4527546			
Street Address 1		Street Address 2			
5707 Southwest Parkway		Building 2, Suite 400			
City		State/Province/Country		ZIP/Postal Code	
Austin		TEXAS		78735	
State(s) of Solicitation		<input type="checkbox"/>	All States	<input type="checkbox"/>	Foreign/Non-US
FLORIDA					

13. Offering and Sales Amounts

Total Offering Amount	\$ USD	<input checked="" type="checkbox"/> Indefinite
Total Amount Sold	\$ 1500000 USD	
Total Remaining to be Sold	\$ USD	<input checked="" type="checkbox"/> 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: 2

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	\$ 26 USD	<input type="checkbox"/> Estimate
Finders' Fees	\$ 0 USD	<input type="checkbox"/> Estimate

Clarification of Response (if Necessary)

Issuer pays no sales commissions or finders' fees. Axcelus Financial also pays sales commissions from its corporate resources.

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	<input type="checkbox"/> Estimate
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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 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
Axcelus Financial Life Insurance Co Separate Account VA 393	/s/ Paul Ryan Henry	Paul Ryan Henry	SVP & Deputy General Counsel	2025-01-13