

Index

ABANDONED OFFERINGS

- Rule 152, **6:9**
- Rule 155, **7:11**
- S series of registered offerings, **7:4**
- S series of registered offerings, rule 152, **7:8**

ABSTAIN RULE

- Inside trading, **10:6**

ABUSIVE TAX SHELTER IRS STANDARDS

- Private and limited offerings, **6:5**

ACCELERATED OR CURSORY REVIEW LETTER

- Securities and Exchange Commission, **8:7**

ACCELERATION OF DISCLOSURE

- Inside trading, **10:16**

ACCOUNTANTS

- Generally, **11:16 et seq.**
- Audit committee, **11:28**
- Auditor independence requirements, **11:17 to 11:20**
- Audit requirement, **11:25**
- Business relationship, **11:19**
- Cold comfort letter, form of, **11:22**
- Comfort letter, **11:21 to 11:23**
- Competitive business, **11:20**
- Criminal prosecution, improperly prepared financial statements, **5:65**
- Direct interest, **11:18**
- Foreseeability rule, **11:24**
- Form of cold comfort letter, **11:22**
- Illegal company activity, **11:25**
- Independence, **11:16 to 11:20**
- Letter, comfort, **11:21 to 11:23**
- Materiality, **11:27**
- PCAOB rules, **11:52**
- Primary securities fraud liability, **11:25**
- Red flag accounting areas, **11:26**

ACCOUNTANTS—Cont'd

- Role of professional, generally, **11:16 et seq.**
- Sarbanes-Oxley Act of 2002. See **Sarbanes-Oxley Act** (this index)
- SEC accounting rules, **11:52**
- SEC Rule 2(e), **11:32**
- SEC specific auditor independence requirements, **11:17 to 11:20**
- Third parties, liability for, **11:24**
- Typical letter, **11:23**

ACCOUNTS AND ACCOUNTING

- International Financial Reporting Standards, **7:64**
- International Financial Reporting Standards (IFRS), **11:50**
- Nominee and fictitious accounts, SEC proceeding, **5:53**
- PCAOB rules, **11:52**
- Preferred accounts, SEC proceeding, **5:54**
- Regulation A, **7:31**
- SEC accounting rules, **11:52**
- SEC proposes switch to international accounting standards, **11:51**
- SEC sample complaint against Chinese based U.S. public company for accounting fraud, **14:41**

ACCREDITED INVESTORS

- Definitions
- Generally, **6:11**

ADMINISTRATIVE LAW

- Enforcement by SEC, **8:9**
- State securities administrators and departments, **1A:22**
- Underwriter, ignorance of securities laws, administrative proceedings by SEC and NASD, **5:50**

ADMINISTRATIVE PROCEEDINGS

- Constitutionality, **14:33**
- SEC enforcement, **14:33**

**ADVANTAGES AND
DISADVANTAGES OF PUBLIC
AND PRIVATE SECURITIES
OFFERINGS**

Generally, **1A:18**

Private and limited offerings, **6:3, 6:4**

ADVERTISEMENT

Private and limited offerings, ban on
general solicitation and advertising
for, **6:12**

ADVICE OF CLEARANCE

Financial Industry Regulatory Authority
(FINRA), **8:16**

AFFILIATED OFFERINGS

Financial Industry Regulatory Authority
(FINRA), **8:17**

AFFILIATED PERSON

Release of information, **7:44**

AFFILIATES

Going private by issuer and/or affiliates,
7:52

AFTERMARKET

Generally, **9:1 et seq.**

Attorney letter

OTC Markets Group, Inc., **9:23.45**

Pink sheet attorney letter and agree-
ment, **9:23.35**

Blue sky standard exemption for
aftermarket trading, **9:21**

Controlled and uncontrolled distribution,
9:13

Corporations, open market repurchases,
9:25

Definition of hot issue market, **9:8**

Disclosure

OTC Markets Group, Inc., Rule
15c2-11 disclosures proposed
and adopted changes, **9:23.30**

Reporting company, timing of
disclosure, **9:4.10**

Underwriters' duty for continuing
disclosure after IPO, **9:20**

Distribution, trading during, **9:12**

Gifts of securities, **9:18**

Gray market for OTC stocks, **9:23 to
9:23.10**

AFTERMARKET—Cont'd

History or background, Pink Sheets,
9:23.15

Hot issue market, **9:8 to 9:11**

Maintenance agreements, **9:6**

Nonreporting company, **9:5**

One-time stock bonus, **9:17**

OTC bulletin board and Rule 15c2-11
requirements, **9:22**

OTC Markets Group, Inc. (Pink Sheets)
Generally, **9:23**

Attorney letter, **9:23.45**

Brief history of pink sheets, **9:23.15**

Getting stock quoted on OTC Markets
Group, Inc., **9:23.20**

Gray markets, **9:23 to 9:23.10**

Information requirements under Rule
15c2-11, **9:23.25**

Pink Market, **9:23.05, 9:23.40**

Pink sheet attorney letter and agree-
ment, **9:23.35**

Proposed and adopted changes to
Rule 15c2-11 disclosures,
9:23.30

QB Market, **9:23.05, 9:23.40**

QX Market, **9:23.05, 9:23.40**

Rule 15c2-11

Disclosures, proposed and adopted
changes, **9:23.30**

Information requirements, **9:23.25**

Proceeds, use of, **9:15**

Projections, **9:3**

Public statements by company, **9:3**

Reports and reporting

Generally, **9:4**

Disclosure, timing of, **9:4.10**

Security analysts, **9:26**

Special study report, **9:10**

Termination of status of reporting
company, **9:19**

Resales, **9:17, 9:18**

Rule 15c2-11, OTC Markets Group,
Inc., **9:23.25**

Rule 15c2-11 disclosures, proposed and
adopted changes, **9:23.30**

Section 12(g) company, **9:7**

Security analysts, reports, **9:26**

Special study report, **9:10**

Spin-off of subsidiary, **9:16**

INDEX

AFTERMARKET—Cont'd

- Termination of status of reporting company, **9:19**
- Underwriter, **5:56, 9:20**
- Websites, corporations, **9:24**

AGENTS

- Underwriter, **5:28**
- Working materials, suggested corporate minutes, **19:10**

AGGREGATE OFFERING PRICES

- Regulation D, calculations, **6:30**

AGREEMENTS

- See **Contracts and Agreements** (this index)

AIDERS AND ABETTORS

- Liability, basis for, **11:29**
- Professionals, **11:29**

ALLEGIANCE OF LAWYER

- Generally, **11:3**

ALL-OR-NONE OFFERINGS

- Underwriter, **5:15, 5:61, 5:64**

AMERICAN BAR ASSOCIATION MODEL CORPORATION ACT

- Indemnification, contribution, and insurance, **13:9**

ANTI-FORUM SHOPPING LAW

- Generally, **12:3.50, 12:32**

ANTITRUST

- Preclusion of antitrust claims against underwriters, **5:67**

APPEARANCE

- Successful offering, undisclosed arrangements to create appearance of, **5:64**

APPOINTMENT OF RECEIVER

- Fraudulent distribution, **5:61**

ARBITRATION

- Generally, **12:29, 12:30**
- Decisions, **12:30**

ATTESTATION

- Sarbanes-Oxley Act, **11:38**

ATTORNEY-CLIENT PRIVILEGE

- Issuers, **11:4.50**

ATTORNEY LETTERS

- OTC Markets Group, Inc., **9:23.45**
- Pink sheet attorney letter and agreement, **9:23.35**

ATTORNEYS

- Generally, **1A:23, 11:1 et seq.**
- Allegiance of lawyer, **11:3**
- Bond counsel, **11:6**
- Disbarment, **11:31**
- Hiring of specialists, **11:15**
- Issuer, attorney for, **11:4, 11:4.50**
- Regulators, **8:24**
- Role of professional, generally, **11:1 et seq.**
- Sanctions, **11:31**
- Sarbanes-Oxley Act of 2002. See **Sarbanes-Oxley Act** (this index)
- Suspension, **11:31**
- Underwriter, counsel for, **11:5**

AUDIT COMMITTEES

- Generally, **11:28**
- Sarbanes-Oxley Act. See **Sarbanes-Oxley Act** (this index)

AUDITS AND AUDITORS

- Primary securities fraud liability, **11:25**
- Reporting duties, **11:32.1**
- Requirement, **11:25**
- Sarbanes-Oxley Act of 2002. See **Sarbanes-Oxley Act** (this index)
- SEC specific auditor independence requirements, **11:17 to 11:20**

AUTHORIZATION

- Investigation, overview of SEC authority, **14:3**

AWARENESS

- Inside trading, trading on basis of “awareness” of inside information, Rule 10b5-1, **10:10**

BAD FAITH ACT

- Inside trading, springloading stock options, **10:19**

BANKS AND BANKERS

- Pricing, **2:16**

BANKS AND BANKERS—Cont'd

Underwriter, **5:8, 5:57**

Venture capital, **3:7**

BASIS

Stock disposition, figuring basis for tax purposes, **17:7**

BEDBUG LETTER

Securities and Exchange Commission, **8:6**

BEST EFFORTS

Underwriting arrangements—best efforts, at the market and forward stock arrangements, **5:17**

BLACKOUT PERIODS

Inside trading, pension plan blackout periods, **10:18**

BLANK CHECK OFFERINGS

Generally, **7:50**

Illegal distributions, **7:51**

BLIND POOL OFFERINGS

Generally, **7:50**

BLUE SKY LAWS

See **State Blue Sky Laws** (this index)

BOND COUNSEL

Generally, **11:6**

BONUS

Aftermarket, one-time stock bonus, **9:17**

BREXIT

S series of registered offerings, SEC comments on, **7:13.50**

BRIDGE FINANCING

Underwriter, **5:11**

BROKER

Salespersons not deemed to be brokers, Rule 3a4-1, **5:4**

BROKER-DEALER

Finders, registration of, **6:35**

Fraud, **12:12**

Registration with SEC, **6:35**

BULLETIN BOARD

See **OTC Bulletin Board** (this index)

BUSINESS DEVELOPMENT

Closed end fund offerings, 2020 reforms for, **1C:6**

S series of registered offerings, **7:14**

BUSINESS JUDGMENT RULE

Indemnification, contribution, and insurance, **13:3**

BUSINESS PLAN

Venture capital. See **Venture Capital** (this index)

BUSINESS RELATIONSHIP

Accountants, **11:19**

CAPITAL GAIN OR LOSS

Taxation of stock disposition, **17:2, 17:3, 17:5, 17:6**

CARTER'S INC.

Non-prosecution agreement, **14:18**

CERTIFICATION

Sarbanes-Oxley Act. See **Sarbanes-Oxley Act** (this index)

CHARTS

Limitation periods, **12:17**

Securities Act limited offering exemptions, **6:29**

S series of registered offerings, **7:9**

Working materials, securities flow chart, **19:16**

CHEAP STOCK

Pricing, **2:9**

CHECK

Blank check offerings, **7:50**

CHECKLISTS

Indemnification, contribution, and insurance, **13:15**

Working materials. See **Working Materials** (this index)

CHINA

Accounting fraud, sample SEC complaint against Chinese based U.S. public company, **14:41**

CHINESE WALL

Underwriter, avoiding potential liability, **5:30**

INDEX

CIVIL LIABILITY

- Disclaimers and Rule 10(b) liability in offering documents, **12:8.10**
- EDGAR (electronic data gathering analysis and retrieval), **15:24**
- State Blue Sky Laws, **12:14, 12:15**

CIVIL LITIGATION

- See **Litigation** (this index)

CIVIL MONETARY PENALTIES

- SEC Administrative enforcement, **8:9**

CLASS ACTIONS

- Anti-forum shopping law, **12:3.50**
- Class Action Fairness Act, **12:3.50, 12:32**
- Class certification, **12:3.10**
- Litigation and liability, **12:3, 12:3.50, 12:32**

CLASS CERTIFICATION

- Litigation, **12:3.10**

CLEARANCE

- Financial Industry Regulatory Authority (FINRA), **8:16**

CLIENT

- Sarbanes-Oxley Act, issuer as client, **11:10**
- Working materials, **19:1**

CLIMATE CHANGE DISCLOSURES

- S series of registered offerings, **7:20**

CLOSED-END FUNDS

- 2020 reforms, **1C:6**

CLOSINGS

- Working materials, **19:17**

COLD COMFORT LETTER

- Form, **11:22**

COMFORT LETTER

- Generally, **11:21 to 11:23**

COMMISSIONS

- Pricing, **2:8**

COMMITMENT

- Underwriting arrangements, **5:13, 5:14**

COMMUNICATIONS

- Internet, raising funds as a public company, **16:26, 16:28**
- SEC communications rules
- Securities offerings, **1A:11.20**
- Underwriters** (this index)

COMPANY OFFERING

- Regulatory consequences of, **1A:25, 1A:26**
- Rescission of offers, **1A:27**
- Underwritten offering distinguished, **1A:24 to 1A:27, 5:3 to 5:5**

COMPANY OFFICIALS

- Working materials, **19:12**

COMPENSATION

- Benefit plans, safe harbor rules, Regulation D, **6:20**
- Executive, springloading stock options, **10:19**
- Inside trading, springloading stock options, **10:19**
- Underwriting compensation and arrangements, **2:3, 5:11, 5:51, 8:14**

COMPETITIVE BUSINESS

- Accountants, **11:20**

COMPLETENESS

- Distribution, improper release of escrowed funds by bank, SEC proceeding, **5:57**

COMPLIANCE AND DISCLOSURE INTERPRETATIONS (C&DIs)

- Cross-border exemptions, **1A:36**
- FAST Act, **1A:32**
- Financial report manuals, **7:66**
- Forms, Security Act, **1A:30**
- Integration of securities offerings, C&DI No. 139.25, **7:11**
- Non-GAAP financial measures, **1A:35**
- Oil and gas interpretations, **7:67**
- Regulation AB, **1A:37**
- Regulation FD, **1A:34**
- Regulation S-K, **1A:33, 7:13.10**
- Rules, **1A:29**
- Securities Act
- Generally, **1A:29 to 1A:35**
- FAST Act, **1A:32**

**COMPLIANCE AND DISCLOSURE
INTERPRETATIONS (C&DIs)**

—Cont'd

Securities Act—Cont'd
Forms, **1A:29, 7:65**
Non-GAAP financial measures,
1A:35
Regulation FD, **1A:34**
Regulation S-K, **1A:33**
Rules, **1A:29, 7:65**

COMPUTERS

EDGAR. See **EDGAR** (this index)
Internet. See **Internet** (this index)

CONDITIONAL OFFERINGS

Underwriting arrangements, **5:19 to 5:22**

CONDITIONS

Regulation A, **7:29**
Safe harbor rules, Regulation D, **6:22**

CONFIDENCE

Inside trading, Rule 10b5-2 duties,
10:12

CONFIDENTIAL TREATMENT

Exchange Act (1934) filings, **1B:1**
Issuers, attorney-client privilege,
11:4.50
Release of information, **7:46**
Securities Act (1933) filings, **1B:1**

CONFLICTING STANDARDS

State Blue Sky Laws, **8:20, 8:21**

CONFLICTS OF INTEREST

Underwriters, **5:48**

CONSENT

EDGAR, **16:10**
Indemnification, contribution, and insurance, **13:16**
New National System Plan for Trading
Symbols, SEC approval, **1A:12.70**

CONSISTENCY

State Blue Sky Laws, **8:20, 8:21**

CONSTITUTIONAL LAW

SEC administrative proceedings,
constitutionality, **14:33**

CONTINUING DISCLOSURE

Aftermarket, **9:20**

CONTRACTS AND AGREEMENTS

Aftermarket
Maintenance agreements, **9:6**
Pink sheet attorney letter and agreement, **9:23.35**
Compensatory benefit plans and written
contracts, Rule 701, **6:20**
Dealer agreement, **5:28**
Escrow agreement. See **Escrow Agreements** (this index)
Letter of intent, lockup agreements, **4:7**
Lockup agreement, **4:7**
TARP agreements, **1A:11.02**
Underwriter
Agreement among underwriters, **5:27**
Dealer agreement, **5:28**
Escrow agreement, **5:21, 5:22**
Working materials, suggested
corporate minutes, **19:11**

CONTRIBUTION

See **Indemnification, Contribution,
and Insurance** (this index)

**CONTROLLED AND
UNCONTROLLED
DISTRIBUTION**

Aftermarket, **9:13**

CONTROL PERSON

Dodd-Frank Wall Street Reform and
Consumer Protection Act of 2010,
12:10.10
Litigation, **12:9 to 12:10.10, 12:22**
Securities Exchange Act of 1934, **12:9,
12:10**

COOPERATION AGREEMENTS

Foreign securities and financial regula-
tors, SEC supervisory cooperation
agreements, **14:47**

COPIES

EDGAR, **15:17**

CORONAVIRUS

Covid-19 Pandemic (this index)

INDEX

CORPORATIONS

- Aftermarket, open market repurchases, **9:25**
- Disclosures, Internet, **16:5 to 16:12**
- Indemnification, contribution, and insurance, ABA Model Corporation Act, **13:9**
- Inside Trading** (this index)
- Venture capital, divisions of major corporations, **3:8**
- Working materials. See **Working Materials** (this index)

CORRECTIVE PROCEDURES

- Professionals, **11:33**

COSTS

- Generally, **1A:17**
- Pricing, **2:8**
- Private offering, **1A:17**
- Public offering, **1A:17**

COURT PROCEEDING

- See also **Litigation** (this index)
- Securities and Exchange Commission, **8:11**
- Underwriter. See **Underwriters** (this index)

COVERED SECURITIES

- Private offerings, **1A:8**
- Public offerings, **1A:10**
- State pre-empted securities, **1A:6**

COVER PAGE

- Venture capital, business plan, **3:22**

COVID-19 PANDEMIC

- Special disclosures in SEC filing—sample disclosures, **7:20.20**

CREDIT ON NEW ISSUES

- Underwriting arrangements, **5:24**

CREDIT RATING AGENCY

- SEC reform of securities offering process, **1A:11.40**

CREDIT RATINGS

- Agency, SEC new credit agency rules, **1A:11.40**

CRIMINAL INVESTIGATIONS

- Generally, **14:43**

CRIMINAL INVESTIGATIONS

—Cont'd

- Sample SEC pleadings, **14:44**

CRIMINAL LIABILITY

- Generally, **12:18, 12:19**

CRIMINAL PROSECUTION

- Underwriter, **5:64 to 5:66**

CROSS-BORDER EXEMPTIONS

- Compliance and disclosure interpretations (C&DIs), **1A:36**

CROWDFUNDING

- FINRA regulation, **6:28**
- Private and limited offerings, **6:19**
- Regulation, **6:36**
- Resales, Rule 144 and Rule 144A, **6:27, 6:28**
- SAFE instruments, **6:37**
- SEC advisory, **6:37**

CURSORY REVIEW LETTER

- Securities and Exchange Commission, **8:7**

CYBERSECURITY

- Internet** (this index)

DEALER

- Agreement, **5:28**
- National Association of Securities Dealers. See **National Association of Securities Dealers** (this index)

DEATH SPIRALS

- Shareholder approval of issuances of stock, **1A:28**

DEBT SECURITIES

- Trust Indenture Act of 1939, **7:32**

DECISIONS

- Arbitration, **12:30**
- Litigation. See **Litigation** (this index)

DEFERRED PROSECUTION

AGREEMENT

- Herckis, **14:18**

DEFINITIONS

- Accredited investors
- Generally, **6:11**

DEFINITIONS—Cont'd

Exchange, **16:36**
 Hot issue market, **9:8**
 National securities exchange, **16:36**
 Sarbanes-Oxley Act, **11:9**
 Security, **1A:11**
 Small reporting company, **1C:3**
 Written communications, Internet, **16:28**

DELAWARE

Exculpation of liability, **13:6**
 Indemnification, contribution, and insurance, **13:6**

DELIVERY

EDGAR, **16:8**

DEPARTMENT OF JUSTICE (DOJ)

Enforcement Actions concerning Non-Fungible Token (NFTs), **1:8**

DESCRIPTION

S series of registered offerings, **7:14**

DILUTION

Release of information, **7:43**

DIRECT INTEREST

Accountants, **11:18**

DIRECTORS

See **Officers and Directors** (this index)

DIRECT TRANSMISSION

EDGAR, **15:8, 15:9**

DISBARMENT

Generally, **11:31**

DISCIPLINARY ACTIONS OR PROCEEDINGS

Sales representative of underwriter, SEC disciplinary proceeding against, **5:55**
 Sarbanes-Oxley Act, sanctions, **11:13, 11:40**

DISCLAIMER

Rule 10b liability in offering documents, **12:8.10**
 Venture capital, **3:22**

DISCLOSURES

Affiliated person, **7:44**

DISCLOSURES—Cont'd

Aftermarket. See **Aftermarket** (this index)
 Climate change disclosures, S series of registered offerings, **7:20**
Compliance and Disclosure Interpretations (C&DIs) (this index)
 Dilution, **7:43**
 Disclosing complex, SEC comments on, **7:13.50**
 Emerging growth companies, reduced disclosure burdens under JOBS Act, **1A:11.35**
 Fair disclosure, **10:7**
 Gaps in numbering sequence, **7:45**
 Improper all or none distribution, undisclosed arrangements to create appearance of successful offering, court proceeding, **5:64**
 Inside trading, **10:6, 10:7**
Internet (this index)
 Release of information. See **Release of Information** (this index)
 Request for confidential treatment for required disclosures, **7:46**
 Risk factors, **7:42**
 Sarbanes-Oxley Act, certification of disclosure controls and procedures, **11:44**
 Securities and Exchange Commission
 Disclosure reforms, rule and
 Closed end fund offerings, 2020 reforms for, **1C:6**
 Economic Growth, Regulatory Relief and Consumer Protection Act, **1C:8**
 Exhibits, omissions of information from, allowance of, **1C:2**
 FAST Act, **1C:8**
 Form 10-Q, SEC seeks comments on, **1C:4**
 JOBS Act, **1C:9**
 Legal proceedings, SEC reforms, **1C:7**
 Omissions of information from exhibits, allowance of, **1C:2**
 Regulation S-K, SEC reforms, **1C:7**

INDEX

DISCLOSURES—Cont'd

- Securities and Exchange Commission—Cont'd
 - Disclosure reforms, rule and—Cont'd
 - Regulation S-X, amendment of Rule 3-05, **1C:3**
 - Removal of duplicative and outdated requirements, **1C:1**
 - Risk factors, SEC reforms, **1C:7**
 - Schedule 13D and 13G beneficial ownership reports, SEC proposes changes to, **1C:5**
 - Small reporting companies, amendment of definition, **1C:3**
 - Governmental investigations, **14:22**
 - Special disclosures in SEC filing—sample disclosures, Covid-19 Pandemic, **7:20.20**
 - S series of registered offerings, **7:17, 7:20 to 7:22**
 - Start-ups, **7:41**
 - Working materials, corporate disclosures, **19:12.5**

DISGORGEMENT

- Inside trading, **10:8**

DISGORGEMENT FUNDS

- Remedy and penalty, **14:30.50**
- SEC policy on application of penalties, enforcement actions, **14:31**

DISKETTE SUBMISSIONS

- EDGAR, **15:11**

DISTRIBUTION

- Aftermarket, **9:12, 9:13**
- Litigation, SEC decisions, **12:25**
- Penny stock distributions, **7:49**
- Underwriter. See **Underwriters** (this index)

DIVISION OF CORPORATION FINANCE

- Publicly available telephone interpretations. See **Manual of Publicly Available Telephone Interpretations Compiled by Office of Chief Counsel, Division of Corporation Finance** (this index)

DIVORCE

- Taxation, disposition of stock received incident to divorce, **17:12**

DODD-FRANK WALL STREET REFORM AND CONSUMER PROTECTION ACT OF 2010

- Anti-Fraud and Anti-Manipulation Rule 9(j)-1, **12:8.30**
- Control person liability, SEC right to assert, **12:10.10**
- JOBS Act of 2012, **1A:11.35**
- Limited offerings, safe harbor rules of Regulation D, proposed “Bad Actor” disqualification rule, **6:17**

DUE DILIGENCE

- Underwriter, **5:31**

ECONOMIC GROWTH, REGULATORY RELIEF AND CONSUMER PROTECTION ACT

- Generally, **1C:8**

ECONOMICS

- Pricing, **2:14**

EDGAR

- Generally, **15:1 et seq.**
- Civil liability, **15:24**
- Copies to be filed, number of, **15:17**
- Corrections, **15:4**
- Cybersecurity risks, Internet, **16:10**
- Deletions, **15:4**
- Earnings conference calls, Internet, **16:8**
- EDGAR II, new features of, **15:22**
- Equipment and software requirements
 - Generally, **15:7 et seq.**
 - Direct transmission using EDGARlink filer assistance software, **15:8**
 - Direct transmission without EDGARlink, **15:9**
- Diskette submissions, specifications for, **15:11**
- Tape submissions, specifications for, **15:10**
- Exhibits, **15:16**
- FAQs, **15:1**
- Fee payment, **15:13**
- Filer identification, **15:5, 15:6**

EDGAR—Cont'd

Financial information, Internet, **16:7**
 General usage issues, **15:1**
 Hardship paper filings, **15:4**
 HTML, transition to, **15:21**
 Hyperlinking, **15:23**
 Information updates, **15:4**
 Internet
 Corporate disclosures, **16:5**
 Cybersecurity risks, **16:10**
 Earnings conference calls, **16:8**
 Financial information, **16:7**
 Form 8-k, **16:4**
 Forms 3, 4, and 5, **16:44**
 Liability for financial data schedule, **15:19**
 Liability for transmission errors or omissions, **15:18**
 Mandated filing, generally, **15:2**
 Modernization of, **15:20**
 New features of EDGAR II, **15:22**
 New IDEA system, **15:1**
 Required electronic filing, generally, **15:3**
 SEC FAQ, **15:1**
 Signature page, **15:16**
 Software. Equipment and software requirements, above
 S series of registered offerings, electronic filing and interactive data filing requirement, **7:3.50**
 Transmission restrictions, **15:14, 15:15**
 Withdrawals, **15:4**

**ELECTRONIC DATA GATHERING
 ANALYSIS AND RETRIEVAL
 (EDGAR)**

See **EDGAR** (this index)

ELECTRONIC FILINGS

Mandated filings. See **EDGAR** (this index)
 Rule 144 and ARS, SEC mandates electronic filing, **1:7**

ELIMINATION OF BAN

Rule 506, SEC rule to eliminate ban on general solicitation for private offerings, **6:18**

EMERGING GROWTH COMPANIES

Fixing America's Surface Transportation (FAST) Act, **6:20.70**
 Opt-out of classification, **1A:11.35**
 Reduced disclosure burdens, **1A:11.35**

EMPLOYEES

Benefit plans, form S-8, employee benefit plans, **7:24**

ENFORCEMENT

Civil litigation, enforcement action, **14:24**
 Disgorgement funds, SEC policy on application of penalties, **14:31**
 Disgorgement remedy and penalty, **14:30.50**
 FINRA. See **Financial Industry Regulatory Authority (FINRA)** (this index)
 Fraud and Enforcement Recovery Act of 2009 (FERA), **12:33**
 Illegal or unregistered offerings, SEC enforcement actions, **14:17**
 Insider trading
 Insider Trading and Securities Fraud Enforcement Act of 1988, **10:4**
 SEC cases, **14:1**
 Sarbanes-Oxley Act (2002), SEC enforcement powers, **14:30**
Securities and Exchange Commission (SEC) (this index)
 Securities Enforcement Remedies and Penny Stock Reform Act (1990), SEC enforcement powers, **14:32**
 State Blue Sky Laws, **8:23**

**ENVIRONMENTAL, SOCIAL AND
 GOVERNANCE (ESG)**

Recent developments in SEC regulatory affairs, **1:1**

ENVIRONMENTAL DISCLOSURES

S series of registered offerings, **7:20 to 7:22**

EQUIPMENT

EDGAR. See **EDGAR** (this index)

EQUITABLE REVIEW

State Blue Sky Laws, **8:21, 8:22**

INDEX

EQUITABLE VOTING RIGHTS

Pricing, **2:12**

EQUITY OWNERSHIP

Venture capital, **3:19**

ERRORS

EDGAR, **15:18**

ESCROW AGREEMENT

FINRA escrow form, **5:22**

Form of, conditional offerings, **5:21, 5:22**

Underwriting arrangements, **5:21, 5:22**

ESCROWED FUNDS

Conditional offerings, **5:19**

Incomplete distribution, improper release of escrowed funds by bank, SEC proceeding, **5:57**

ETHICS STANDARDS

Internet, code of ethics. **Internet** (this index)

Sarbanes-Oxley Act, **11:38**

EVALUATION

Venture capital, evaluation of business situations, **3:17 to 3:20**

EXCHANGE

Definitions, **16:36**

Nasdaq national marketing listing standards, **7:39**

National securities exchanges and self regulatory organizations, **16:36**

New York Stock exchange listing, **7:40**

EXCULPATION OF LIABILITY

Delaware, **13:6**

EXECUTION

Underwriting agreement, **19:11**

EXECUTIVES

Springloading stock options, compensation, **10:19**

EXEMPTIONS

Aftermarket, **9:21**

Model accredited investor exemption, **1A:5.100**

EXEMPTIONS—Cont'd

Regulation D, exemptions to Section 5 registration. See **Investigations** (this index)

Rule 1001 exemption, **1A:5.100**

Safe harbor rules, Regulation D, **6:25**

Sarbanes-Oxley Act, **11:28.35**

Securities, generally, **1A:4**

Securities Act limited offering exemptions, chart of, **6:29**

Traditional Section 4(2) exemption, **6:6**

Transactions, affiliate and control issues

Section 4(a)(1), **1A:5.50**

Section 5, **1A:5.50**

Transactions, generally, **1A:5**

EXHIBITS

Disclosure reforms, rule and, omissions of information from exhibits, allowance of, **1C:2**

EDGAR, **15:16**

S series of registered offerings, **7:19**

Venture capital, **3:33**

EXPENSES

Pricing, **2:8**

EXTRATERRITORIALITY

Securities Exchange Act Section 10(b), Morrison v. National Australian Bank, **12:8.20**

FAIRNESS

Class Action Fairness Act, **12:3.50, 12:32**

Inside trading, **10:7**

State Blue Sky Laws, **8:21**

Underwriter compensation, **5:51**

FALSE FINANCIAL STATEMENT

Litigation, SEC decisions, **12:26**

Underwriter, **5:66**

FALSE STATEMENTS

SEC informal investigations, responses, **14:20**

FAMILY

Tax on disposition of shares of stock, loss on sale to relative, **17:5**

FAST ACT

Generally, **1C:8**

FAST ACT—Cont'd

Fixing America's Surface Transportation Act (this index)

FEE PAYMENTS

Disclosure and fee calculator, SEC filing fees, **7:62**

EDGAR, **15:13, 16:2**

Fee calculator, **7:61**

SEC filing fees, **7:61, 7:62**

FICTITIOUS ACCOUNTS

Underwriter, **5:53**

FILING SYSTEM

EDGAR, **16:1 to 16:4**

Internet, **16:1 to 16:4**

Reference and guidance, **16:1**

FINANCIAL CONDITION

Pricing, **2:10**

FINANCIAL CRISIS

Impact on SEC and TARP, **1A:11.02**

FINANCIAL DATA

EDGAR, **15:19**

FINANCIAL INDUSTRY

REGULATORY AUTHORITY (FINRA)

Generally, **8:12 et seq.**

Advice of clearance, **8:16**

Affiliated offerings, **8:17**

Corporate actions filings by OTC companies pursuant to SEC Rule 10b-17, **1A:21**

Crowdfunding portals, regulation of, **6:28**

Enforcement, generally, **8:18**

Filing requirements, **8:13**

FINRA Rule 5122 for private placements by FINRA members, **6:33**

Formerly National Association of Securities Dealers (NASD), **8:12 et seq.**

IPO allocations, spinning, **5:68**

Market surveillance, **8:25**

Overview, **1A:21**

Pricing an offering, **2:3**

Private placements and FINRA, **6:32, 6:33**

Regulation A /Regulation A+, **7:35**

FINANCIAL INDUSTRY

REGULATORY AUTHORITY (FINRA)—Cont'd

Regulators, FINRA district offices, **18:2**

Rules 5110 and 5190, underwriter compensation and arrangements, **8:14**

Underwriter compensation, **2:3**

Underwriters and underwritings, generally, **5:2**

FINANCIAL RATIOS

Venture capital, **3:34**

FINANCIAL REPORTS

Securities and exchange commission (SEC), manuals, **7:66**

FINANCIALS

Venture capital, **3:31**

FINANCIAL STABILITY

OVERSIGHT COUNCIL (FSOC)

Generally, **8:3.50**

Financial Stability Oversight Council (FSOC), **8:3.50**

FINANCIAL STATEMENT

Generally, **1A:19**

Accountants, criminal prosecution of, improperly prepared financial statements, court proceeding, **5:65**

False financial statements, **5:66, 12:26**

Fraud in registration statement, **5:66**

S series of registered offerings, **7:16**

FINDERS

Limited offerings, **6:34**

Underwriter, **5:28**

Unregistered broker dealers, SEC enforcement against, **6:34**

FINES AND PENALTIES

Civil monetary penalties, **8:9**

FINRA (FINANCIAL INDUSTRY REGULATORY AUTHORITY)

See **Financial Industry Regulatory Authority (FINRA)** (this index)

FINRA RULE 5122

Notice for private placements by members, **6:33**

INDEX

FIRM COMMITMENT

Underwriting arrangements, **5:13, 5:18**

FIXING AMERICA'S SURFACE TRANSPORTATION ACT (FAST)

Compliance and disclosure interpretations (c&dis), **1A:32**

Private and limited offerings, **6:20.70**

FLOW CHART

Working materials, securities flow chart, **19:16**

FOREIGN CORRUPT PRACTICES ACT

Generally, **12:34**

FOREIGN PRIVATE ISSUERS

Sarbanes-Oxley Act, **11:28.20**

FOREIGN SECURITIES AND FINANCIAL AUTHORITIES

Contact information, **18:5**

FOREIGN VENTURE CAPITALISTS

Generally, **3:36**

FORESEEABILITY RULE

Accountants, **11:24**

FORMAL LETTER OF INTENT

Generally, **4:4, 4:5**

FORM D

Federal covered offerings under Rule 506, late filing of Form D, **6:16**

Filing, safe harbor rules of Regulation D, **6:23**

State requirement to file, pre-emption under Rule 506, **6:15**

FORM 8-K

Internet, EDGAR, **16:4**

Underwriters and underwriting, **5:35**

FORM OF COLD COMFORT LETTER

Generally, **11:22**

FORM S-1

S series of registered offerings, **7:3**

FORM S-3

SEC division of corporation finance manual of publicly available

FORM S-3—Cont'd

telephone interpretations compiled by office of chief counsel, division of corporation finance, **7:57**

S series of registered offerings, **7:3**

Underwriters, **5:37**

FORM S-8

Employee benefit plans, **7:24**

FORM 10-Q

SEC seeks comments on, **1C:4, 1C:5**

FORUM SHOPPING

Class Action Fairness Act, **12:3.50, 12:32**

FORWARD-LOOKING STATEMENTS

Release of information, **7:47**

FOURTH MARKET

Generally, **1A:15**

FRAUD

Accountants, primary securities fraud liability, **11:25**

Accounting fraud, sample SEC complaint against Chinese based U.S. public company, **14:41**

Broker-dealer fraud, **12:12**

Distribution, **5:61**

Fraud and Enforcement Recovery Act of 2009 (FERA), **12:33**

Inside trading, **10:9, 10:14**

Interstate transactions, Securities Act of 1933, **12:7**

Litigation, generally, **12:8**

Material fact, false representation, **1A:11.01**

Proxy fraud, **12:11**

Registration statement, **5:66**

Securities Exchange Act of 1934, **12:8, 12:8.40, 12:11, 12:12**

FRAUD AND ENFORCEMENT RECOVERY ACT OF 2009 (FERA)

Generally, **12:33**

FUTURE SALES

Improper offer during waiting period, offer to sell shares in future, court proceeding, **5:60**

GAAP (GENERALLY ACCEPTED ACCOUNTING PRACTICES)

Compliance and disclosure interpretations (c&dis), non-GAAP financial measures, **1A:35**
Non-GAAP financial measures and guidance, **1A:35, 7:16.10**

GAAS (GENERALLY ACCEPTED ACCOUNTING STANDARDS)

Sarbanes-Oxley Act, rule requiring that auditors cease referring to GAAS (PCAOB PS No.1), **11:36.50**

GENERAL SOLICITATION

Rule 506
Guidance, **6:18.50**
SEC rule to eliminate ban on general solicitation for private offerings, **6:18**

GIFTS OF SECURITIES

Aftermarket, **9:18**
Taxation of disposition, stock received as gift, **17:11**

GLOSSARY OF TERMS

Working materials, **19:15**

GOING PRIVATE BY ISSUER AND/OR AFFILIATES

Generally, **7:52**

GRAY MARKET

OTC stocks, aftermarket, **9:23 to 9:23.10**

HEADHUNTERS

Venture capital, **3:15**

HEDGE FUNDS

Short selling in PIPE offering, **10:20**

HERCKIS

Deferred prosecution agreement, **14:18**

HIRING

Attorneys, **11:15**

HOLDING FOREIGN COMPANIES ACCOUNTABLE ACT

New developments, **1:4**

HOLDING PERIOD

Taxation of stock disposition, calculation, **17:3**

HOT ISSUE MARKET

Generally, **9:8 to 9:11**

HTML

EDGAR (electronic data gathering analysis and retrieval), transition to HTML, **15:21**

HYPERLINKING

EDGAR (electronic data gathering analysis and retrieval), **15:23**

IDEA (INTERACTIVE DATA ELECTRONIC APPLICATIONS)

Filing system, **15:1**

IDENTIFICATION

EDGAR, **15:5, 15:6**
Shares of stock sold or transferred, identification for tax purposes, **17:4**

IGNORANCE

Underwriter, ignorance of securities laws, administrative proceedings by SEC ad NASD, **5:50**

ILLEGAL COMPANY ACTIVITY

Accountants, **11:25**

IMMUNITY

Regulators, **8:26**

IMPLEMENTATION OF IFRS

Generally, **7:64**

INCUBATORS

Venture capital, **3:14**

INDEMNIFICATION, CONTRIBUTION, AND INSURANCE

Generally, **13:1 et seq.**
ABA Model Corporation Act, **13:9**
Business judgment rule, **13:3**
Consent of insurer, **13:16**
Contribution, generally, **13:11**
Delaware statute, **13:6**
Directors, **13:14, 13:15**
Federal securities laws
Indemnification under, **13:10**

INDEX

INDEMNIFICATION, CONTRIBUTION, AND INSURANCE—Cont'd

Federal securities laws—Cont'd
Insurance under, **13:13**
Indemnification, generally, **13:5 et seq.**
Inquiry checklist for potential directors,
13:15
Inside director or outside director, **13:14**
Insurance, generally, **13:12**
Massachusetts statute, **13:7**
New York statutes, **13:8**
Officers and directors, **13:2, 13:4**
Ohio statutes, **13:8**
Outside director, **13:14**
Settlements and consent of insurer,
13:16
Venture capital, **3:9**

INDENTURE ACT

Regulation A, **7:32**

INDEPENDENCE

Accountants
Generally, **11:16**
SEC specific auditor independence
requirements, **11:17 to 11:20**
Underwriter, **5:26**

INDIVIDUALS

Venture capital, **3:6**

INDUSTRY GUIDES

S series of registered offerings, **7:22**

INFLUENCE

Racketeer Influenced and Corrupt
Organizations Act, **12:19**

INFORMAL INVESTIGATIONS

SEC enforcement actions and investiga-
tions, **14:19, 14:20**

INFORMAL LETTER OF INTENT

Generally, **4:3**

INHERITANCE

Taxation of stock disposition, **17:9,**
17:10

INJUNCTIONS

SEC enforcement actions, **14:34**

INQUIRY CHECKLIST

Indemnification, contribution, and insur-
ance, **13:15**

INSIDE DIRECTOR

Indemnification, contribution, and insur-
ance, **13:14**

INSIDER TRADING AND SECURITIES FRAUD ENFORCEMENT ACT OF 1988

Generally, **10:4**

INSIDER TRADING SANCTIONS ACT OF 1984

Generally, **10:3**

INSIDE TRADING

Generally, **10:1 et seq.**
Accelerating disclosure of, **10:16**
Anti-fraud statutes application, **10:5**
Case law, **10:11.10**
Corporate insider trading policy,
10:20.10
Disclose or abstain rule, **10:6**
Disclosure, acceleration, **10:16**
Disgorgement of illegally obtained
profits, **10:8**
Enforcement cases, SEC, **14:1**
Fraud on marketplace, **10:9**
Insider Trading and Securities Fraud
Enforcement Act of 1988, **10:4**
Insider Trading Sanctions Act of 1984,
10:3
Legislation, recent, **10:2**
Liability of tipper and tippee, **10:11,**
10:11.10
Mail fraud statute, **10:14**
Pension plan blackout periods, **10:18**
Policy, corporate, **10:20.10**
Regulation FD (fair disclosure), **10:7**
Regulation M and short selling prior to
registered offering, **10:21**
Rule 10b5-1, trading on basis of
“awareness” of inside information,
10:10
Rule 10b5-2 duties of trust or confidence
in misappropriation insider trading
cases, **10:12**
Rule 14e-3 under Securities Exchange
Act of 1934, securities transactions

INSIDE TRADING—Cont’d

- based on material nonpublic information, **10:13**
- Section 16 of Securities Exchange Act of 1934, **10:15**
- Springloading stock options, **10:19**
- State statutes, **10:17**

INSPECTIONS

- Cybersecurity initiative, SEC Office of Compliance, **16:11**
- Sarbanes-Oxley Act, inspections by Public Company Accounting Oversight Board (PCAOB), **11:39**

INSTITUTIONAL INVESTORS

- Underwriter, **5:9**

INSTITUTIONAL MARKET

- Generally, **1A:14**

INSURANCE

- See **Indemnification**
- Contribution, and Insurance (this index)

INTEGRATION

- Former rule 155, **6:7**
- Form S series of registered offerings, **7:11**
- New rule 152, **6:7**
- Regulation A, **7:26**
- Rule 152, **7:11**
- Rule 155, **7:11**
- Safe harbor rules, Regulation D, **6:24**

INTENT

- Letter of intent. See **Letter of Intent** (this index)

INTERNAL CONTROLS OVER FINANCIAL REPORTING (ICFR)

- Auditor’s duties, **11:32.1**

INTERNAL REVENUE SERVICE

- Abusive tax shelter IRS standards, **6:5**

INTERNATIONAL ACCOUNTING STANDARDS

- Switch to, SEC proposal, **11:51**

INTERNATIONAL FINANCIAL REPORTING STANDARDS

- Generally, **7:64, 11:50**

INTERNET

- Generally, **16:1 et seq.**
- Aftermarket, **16:2**
- Annual meetings of shareholders.
 - Shareholders, annual meetings, below
- Annual reports, EDGAR, Form 10-k, **16:3**
- Code of ethics
 - Corporate governance guidelines, Sarbanes-Oxley Act, **16:41**
 - Disclosures, senior financial officers, Sarbanes-Oxley Act, **16:41**
 - Stock exchanges, **16:38**
- Company stocks, trading in defunct, **16:45**
- Crowdfunding portals, **6:27, 6:28**
- Cybersecurity
 - Initiative, SEC Office of Compliance, inspections and examinations, **16:11**
 - Risks, **16:10**
- Defunct company stocks, trading in, **16:45**
- Delisting. Deregistration and delisting, below
- Disclosures
 - Corporate disclosures, **16:5 to 16:12**
 - Non-GAAP, Sarbanes-Oxley Act, **16:40**
 - Real time disclosures, Sarbanes-Oxley Act, **16:43**
 - Senior financial officers, Sarbanes-Oxley Act, **16:41**
 - Stock exchanges, **16:37**
- Earnings conference calls, EDGAR, **16:8**
- EDGAR. See **EDGAR** (this index)
- Electronic road shows, **16:30, 16:31**
- Examinations, cybersecurity initiative, SEC Office of Compliance, **16:11**
- Filings made electronically on EDGAR website, reference and guidance, **16:1**
- Filing system, **16:2**
- FINRA district offices, **18:2**
- Form 8-k, EDGAR, **16:4**
- Insider reporting obligations, **16:13, 16:14**

INDEX

INTERNET—Cont'd

- Inspections, cybersecurity initiative, SEC Office of Compliance, **16:11**
- Offshore offerings, **16:35**
- Proxy rules
 - Generally, **16:21 to 16:24**
 - Board committees, **16:22**
 - Delivery of proxy materials, **16:23**
 - Electronic delivery of proxy materials, **16:24**
 - “Notice and access” of proxy materials, **16:24**
- Raising funds as a public company
 - Generally, **16:25 to 16:36**
 - Communications and offering process, **16:26**
 - Definition of written communication, **16:28**
 - Electronic road shows, **16:30, 16:31**
 - Free writing prospectuses, **16:27**
 - Information on company’s website, **16:32**
 - Live road shows, **16:29**
 - Offshore offerings, **16:35**
 - Research reports, **16:34**
 - Shelf registration statements for smaller and non-reporting issuers, **16:33**
 - Transmission providers of electronic road shows, **16:31**
- Regulation FD, **16:6**
- Road shows, **16:29 to 16:31**
- Sarbanes-Oxley Act
 - Generally, **16:39 to 16:44**
 - Corporate governance guidelines and code of ethics, **16:41**
 - Electronic filing of Forms 3, 4, and 5, **16:44**
 - Non-GAAP disclosures, **16:40**
 - Real-time disclosures, **16:43**
 - Senior financial officers, disclosures, code of ethics, **16:42**
 - Website postings, **16:44**
- Securities market, company use of internet for, **16:1**
- Shareholders, annual meetings
 - Generally, **16:15 to 16:20**
 - Electronic proxy voting, **16:19**
 - Federal law overview, **16:15**

INTERNET—Cont'd

- Shareholders, annual meetings—Cont'd
 - Physical arrangements, **16:17**
 - Requirement to hold, **16:16**
 - State law overview, **16:15**
 - Virtual meetings, **16:18**
- Shelf registration statements for smaller and non-reporting issuers, **16:33**
- Social meeting, SEC guidance on—Netflix, Inc. Investigation Report, **16:6.10**
- Stock exchanges
 - Generally, **16:36 to 16:38**
 - Code of ethics, **16:38**
 - Disclosure, **16:37**
 - Ethics code, **16:38**
 - National securities exchanges and self regulatory organizations, **16:36**
- Trading in defunct company stocks, **16:45**
- Website postings, **16:44**

INTERSTATE TRANSACTIONS

- Fraudulent interstate transactions, Securities Act of 1933, **12:7**

INTRASTATE OFFERINGS

- Rule 147, **7:36**

INVESTIGATIONS

- Applicability of Section 10(b) and SEC Rule 10b-5, **14:29**
- Authority of SEC to investigate, **14:3**
- Criminal investigations, **14:43**
- Defenses, claims under SA § 5, **14:26**
- False statements in response to SEC informal investigations, **14:20**
- Filing requirements, **14:9**
- Formal order of investigation by SEC, **14:42**
- Formal SEC investigations, **14:21**
- Guidelines on providing information in response to SEC investigation or subpoena, **14:22**
- Illegal or unregistered offerings, SEC investigations and enforcement actions, **14:17**
- Informal SEC investigations, **14:19, 14:20**
- Injunctive actions by SEC, **14:34**

INVESTIGATIONS—Cont'd

- Overview of SEC authority to investigate, **14:3**
- Overview of Securities Act (1933) statutory framework, **14:4 et seq.**
- Regulation D, exemptions to Section 5 registration
 - Generally, **14:10**
 - Definitions inherent to Regulation D, **14:13**
 - Exemptions, generally, **14:11**
 - Preliminary considerations, **14:12**
 - Rule 504 exception, offerings totaling less than \$1,500,000, **14:14**
 - Rule 506 exception, **14:16**
 - Specific exemptions, **14:14, 14:15**
- Report of investigation pursuant to SEA § 21(a) and SEC statement on relationship of cooperation to Agency enforcement decisions, SEA Release No. 44969 (Oct. 23, 2001), **14:38**
- Sample SEC financial questionnaire, **14:36**
- Sample SEC pleadings, **14:40, 14:44**
- Sample SEC subpoena, **14:45**
- Sample SEC witness background questionnaire, **14:37**
- Sarbanes-Oxley Act, investigations by Public Company Accounting Oversight Board (PCAOB), **11:40**
- Seaboard 21(a) Report, SEA Release No. 44969 (Oct. 23, 2001), **14:38**
- SEC disclosure of other governmental investigations, **14:22**
- SEC Form 1662, supplemental information for persons requested to supply information voluntarily or directed to supply information pursuant to a Commission subpoenas, **14:35**
- SEC formal order of investigation, **14:42**
- SEC Press Release 2006-4, "Statement of Securities and Exchange Commission Concerning Financial Penalties" (Jan. 4, 2006), **14:39**
- SEC report of investigation pursuant to SEA § 21(a) and SEC statement on relationship of cooperation to Agency enforcement decisions,

INVESTIGATIONS—Cont'd

- SEA Release No. 44969 (Oct. 23, 2001), **14:38**
- SEC Rule 10b-5, applicability, **14:29**
- SEC subpoena, sample, **14:45**
- Section 10(b), applicability, **14:29**
- Securities Act (1933)
 - Section 5
 - Basic requirement for SA § 5 registration, **14:7**
 - Defenses, SEC claims, **14:26**
 - Definition of security, **14:8**
 - Elements of SEC claims, **14:25**
 - Exemptions from registration requirements, **14:7**
 - Exemptions to registration, **14:4**
 - Overview, **14:4**
 - Registration requirements and exemptions from registration, **14:10 to 14:16**
 - Regulation D, exemptions to registration, **14:11**
 - Related regulatory issues, **14:27**
 - Remedies, **14:28**
 - SEC claims under SA § 5, **14:25 to 14:28**
- Statutory framework
 - Basic requirement, SA § 5 registration, **14:7**
 - Definition of security, **14:8**
 - Exemptions to SA § 5 registration requirements, **14:7, 14:10 to 14:16**
 - Regulation D, exemptions to SA § 5 registration, **14:10 to 14:16**
 - SA § 3(a)(11), **14:6**
 - SA § 4, **14:5**
 - SA § 4(2), **14:6**
 - SA § 5, **14:4**
 - SA § 5 registration requirements and exemptions from registration, **14:7**
- SEC Whistleblower Program, **14:46**
- Subpoena
 - Response to SEC subpoena, SEC guidelines, **14:33**
 - Sample SEC subpoena, **14:45**

INDEX

INVESTIGATIONS—Cont'd

- Subpoena—Cont'd
 - SEC Form 1662, supplemental information for persons directed to supply information, **14:35**
- Underwriter, **5:32**
- Voluntary response in SEC investigation
 - SEC guidelines, **14:33**
 - Supplemental information, SEC Form 1662, **14:35**
- Wells notice and wells submission, **14:23**
- Whistleblower program, **14:46**

INVESTMENT

- Venture capital, **3:32**

INVESTMENT BANKER

- Pricing, **2:16**

INVESTMENT BANKING FIRMS

- Venture capital, **3:7**

INVESTMENT COMPANIES

- Sarbanes-Oxley Act, certification of investment company reports, **11:43**

INVESTMENT COMPANY NAMES

- SEC rule, **1:9**

INVESTORS

- Working materials, **19:13**

IPO

- As to public offerings, generally. See **Public Offerings** (this index)
- Aftermarket, **9:20**
- Pricing, **2:6, 2:18**
- Share allocation and spinning, **2:18**
- Spinning, **2:18, 5:68**

ISSUERS

- Attorney-client privilege, **11:4.50**
- Attorney for, **11:4, 11:4.50**
- Going private by issuer and/or affiliates, **7:52**
- Public offerings, generally, **7:1 et seq.**
- Sarbanes-Oxley Act. See **Sarbanes-Oxley Act** (this index)
- Securities Act of 1933
 - Regulation of issuers under Act, **7:2**
- Shareholder approval of issuances of stock involving 20 percent or more

ISSUERS—Cont'd

- of outstanding common stock, Nasdaq and NYSE rules requiring, **1A:28**

JOBS ACT

- Jumpstart Our Business Startups Act** (this index)
 - SEC rule-making, **1C:9**

JUDGMENT

- Business judgment rule, **13:3**

JUMPSTART OUR BUSINESS

STARTUPS ACT (JOBS ACT)

- Accredited investors, elimination of ban on advertising and general solicitation, **1A:11.35**
- Dodd-Frank Act of 2010, **1A:11.35**
- Emerging growth companies, reduced disclosure burdens, **1A:11.35**
- Internet** (this index)
 - SEC delay in implementation of certain provisions, **1A:11.35**
- Web site, **1A:11.35**

JUMPSTART OUR BUSINESS

STARTUPS (JOBS) ACT

- See **JOBS Act** (this index)

JUST

- State Blue Sky Laws, **8:21**

LETTER

- Accelerated or cursory review letter of SEC, **8:7**
- Aftermarket
 - OTC attorney letter, **9:23.45**
 - Pink sheet attorney letter and agreement, **9:23.35**
- Bedbug letter of SEC, **8:6**
- Comfort letter, **11:21 to 11:23**
- Comment letters of SEC, **8:4**
- Form of cold comfort letter, **11:22**
- Intent. See **Letter of Intent** (this index)
- S series of registered offerings, SEC comment letters and comment process, **7:7.10**
- Typical comfort letter, **11:23**

LETTER OF INTENT

- Generally, **4:1 et seq.**

LETTER OF INTENT—Cont'd

- Agreements, **4:7**
- Formal letter of intent, **4:4, 4:5**
- Informal letter of intent, **4:3**
- Legal significance, **4:2**
- Litigation, **4:6**
- Lockup agreements, **4:7**
- Registered public offering, formal letter of intent, **4:4**
- Regulation A public offering, formal letter of intent, **4:5**

LIABILITY

- Generally, **12:1 to 12:3.50**
- Civil liability under State Blue Sky Laws, **12:14, 12:15**
- Class Action Fairness Act, anti-forum shopping law, **12:3.50, 12:32**
- Control person liability, **12:9 to 12:10.10**
- Criminal liability, **12:18, 12:19**
- Disclaimers and Rule 10(b) liability in offering documents, **12:8.10**
- EDGAR (electronic data gathering analysis and retrieval), **15:18, 15:19, 15:24**
- Financial data schedule, liability for, **15:19**
- Inside trading, liability of tipper and tippee, **10:11**
- Limitation of actions, **12:16, 12:17**
- Limitation periods, chart of, **12:17**
- Misleading reports and filings, Liability for, **12:13**
- Primary securities fraud liability, **11:25**
- Racketeer Influenced and Corrupt Organizations Act, **12:19**
- Section 11, **12:5.50**
- State Blue Sky Laws, civil liability, **12:14, 12:15**
- Transmission ERRORS or omissions, liability for, **15:18**
- Underwriters, **5:44**
- Unregistered offerings, liability for, Securities Act of 1933, **12:6**

LIMITATION OF ACTIONS

- Statute of Limitations** (this index)

LIMITATION PERIODS

- Chart of, **12:17**

LIMITATIONS AND RESTRICTIONS

- EDGAR, transmission restrictions, **15:14, 15:15**
- Regulation A, **7:27 to 7:30**
- Underwriting arrangements, Regulation M market distribution restrictions, **5:25**

LIMITED OFFERINGS

- Generally, **6:1 et seq.**
- Abandoned private and/or public offerings, Rule 152, **6:9**
- Abusive tax shelter IRS standards, **6:5**
- Ban on general solicitation and advertising for private and limited offerings, **6:12**
- Calculation of aggregate offering prices under Regulation D, **6:30**
- Chart of Securities Act limited offering exemptions, **6:29**
- Determining availability of private offering exemption, **6:31**
- Finders, **6:34**
- Integration, New Rule 152 and Former Rule 155, **6:7**
- Integration, Rule 152 and Rule 155, **7:11**
- New York State's Martin Act, **6:16**
- Not over \$1 million, **6:19**
- Piggy back registration rights, **6:8**
- Public resales of restricted securities, Rule 144, **6:26**
- Regulation D. Safe harbor rules, Regulation D, below
- Resales, **6:26**
- Safe harbor rules, Regulation D
 - Generally, **6:10 et seq.**
 - Compensatory benefit plans and written contracts, Rule 701, **6:20**
 - Crowdfunding, **6:19**
 - Disqualifying provisions relating to Rule 504, and 506 exemptions, Rule 507, **6:21**
 - Dodd-Frank Act Section 926 proposed "Bad Actor" disqualification rule, **6:17**
 - Elimination of ban on general solicitation, Rule 506, **6:18**

INDEX

LIMITED OFFERINGS—Cont'd

- Safe harbor rules, Regulation D
 - Cont'd
 - Exempt private funds, **6:25**
 - Form D. See **Form D** (this index)
 - General. solicitation, Rule 506, guidance, **6:18.50**
 - Insignificant deviations from term, condition, or requirement of Regulation D, Rule 508, **6:22**
 - Integration, **6:24**
 - Limited offerings not over \$1 million, **6:19**
 - National Securities Markets Improvement Act of 1996, **6:14**
 - Pre-emption issues under Rule 506, **6:15, 6:16**
 - Private offering exemptions, **6:13**
 - Rule 144A, **6:20.60**
 - Rule 504, **6:19**
 - Section 4(a)(7) and Fixing America's Surface Transaction Act (FAST), **6:20.70**
 - State blue sky regulatory systems, **6:33**
 - Traditional Section 4(2) exemption, **6:6**
 - Unregistered offerings, Section 4(a)(1) and Section 4(a)(2), **6:2**

LISTINGS

- Delisting. **Internet** (this index)
- Release of information
 - Nasdaq listing requirements, **7:39**
 - New York Stock Exchange listing requirements, **7:40**

LIST OF INDUSTRY GUIDES

- S series of registered offerings, **7:22**

LITIGATION

- Generally, **12:1 et seq.**
- Anti-forum shopping law, **12:3.50, 12:32**
- Anti-Fraud and Anti-Manipulation Rule 9(j)-1, **12:8.30**
- Broker-dealer fraud, **12:12**
- Changes in law, **12:3**
- Class Action Fairness Act, **12:3.50, 12:32**
- Class action issues, **12:3**
- Class certification, **12:3.10**

LITIGATION—Cont'd

- Control person, **12:9 to 12:10.10, 12:22**
- Decisions. SEC decisions, below
- Direct listing of securities, **12:5.50**
- False financial statements, **12:26**
- Foreign Corrupt Practices Act, **12:34**
- Fraud, **12:7, 12:8, 12:8.40, 12:11, 12:12**
- Fraud and Enforcement Recovery Act of 2009 (FERA), **12:33**
- Interstate transactions, fraudulent, Securities Act of 1933, **12:7**
- Letter of intent, **4:6**
- Misleading registration statements, Securities Act of 1933, **12:5**
- Misleading reports and filings, **12:13**
- Price, market, **12:24**
- Private Securities Litigation Reform Act, **12:8.60**
- Proxy fraud, **12:11**
- Safe harbor, Private Securities Litigation Reform Act, **12:8.60**
- SEC decisions
 - Generally, **12:20 et seq.**
 - Distribution, **12:25**
 - Enforcement actions, **14:24**
 - False financial statements, **12:26**
 - Market price, **12:24**
 - Materiality, **12:21**
 - Officers, directors, control persons, **12:22**
 - Proceeds, use of, **12:23**
 - Stop order statements, **12:27**
 - Underwriter, **12:25**
- SEC disclosure of other government investigations, **14:22**
- Section 11 liability, **12:5.50**
- Section 17(b) anti-touting of securities violations, **12:7.50**
- Securities Act of 1933, **12:4 to 12:7**
- Securities Exchange Act of 1934, generally, **12:8 et seq.**
- Securities Litigation Uniform Standards Act of 1998 (SLUSA), **12:31**
- Security-based swaps, conduct involving, **12:8.30**
- Standing to sue, **12:10**
- Unregistered offerings, liability for, Securities Act of 1933, **12:6**

LOCATORS

Venture capital, **3:4**

LOCK-UP AGREEMENTS

Letter of intent, **4:7**

LONG TERM CAPITAL GAIN OR LOSS

Taxation of stock disposition, **17:3**

MAIL FRAUD STATUTE

Inside trading, **10:14**

MAINTENANCE AGREEMENTS

Aftermarket, **9:6**

MANAGEMENT

SEC guidance on management's report on internal control over financial reporting, **11:46**
S series of registered offerings, management and security holder disclosures, **7:17**

MANIPULATION

Underwriter, **5:52**

MANUAL

Publicly available telephone interpretations. See **Manual of Publicly Available Telephone Interpretations Compiled by Office of Chief Counsel, Division of Corporation Finance** (this index)

MANUAL EXEMPTION

Aftermarket trading, **9:21**

MANUAL OF PUBLICLY AVAILABLE TELEPHONE INTERPRETATIONS COMPILED BY OFFICE OF CHIEF COUNSEL, DIVISION OF CORPORATION FINANCE

Introduction, **7:53**
Form S-3, SEC Division of Corporation Finance manual, **7:57**
Regulation D and Rule 701, SEC Division of Corporation Finance manual, **7:59**
Regulation S-K, SEC Division of Corporation Finance manual, **7:60**
Rule 415, SEC Division of Corporation Finance manual, **7:58**

MANUAL OF PUBLICLY AVAILABLE TELEPHONE INTERPRETATIONS COMPILED BY OFFICE OF CHIEF COUNSEL, DIVISION OF CORPORATION FINANCE —Cont'd

SEC Division of Corporation Finance manual
Form S-3, **7:57**
Regulation D and Rule 701, **7:59**
Regulation S-K, **7:60**
Rule 415, **7:58**
Securities Act rules, **7:55**
SEC manual
Securities Act forms, **7:56**
Securities Act sections, **7:54**
Securities Act forms, SEC manual, **7:56**
Securities Act rules, SEC Division of Corporation Finance manual, **7:55**
Securities Act sections, SEC manual, **7:54**

MANUFACTURING

Venture capital, **3:30**

MARKETPLACE

Inside trading, fraud on marketplace, **10:9**

MARKET PRICE

SEC decisions, **12:24**

MARKETS

Aftermarket. See **Aftermarket** (this index)
FINRA surveillance, **8:25**
Regulation M market distribution restrictions, **5:25**
Venture capital, **3:27**

MASSACHUSETTS

Indemnification, contribution, and insurance, **13:7**

MATERIAL INFORMATION

Inside trading, **10:13**

MATERIALITY

Generally, **1A:11.01**
Accountants, **11:27**
SEC decisions, **12:21**

INDEX

MEETINGS

Working materials. See **Working Materials** (this index)

MEMORANDUM

Working materials, **19:1, 19:17**

MINI-MAXI

Underwriting arrangements, **5:16**

MINIMUM EQUITY

Pricing, **2:9**

MINUTES OF MEETINGS

Working materials. See **Working Materials** (this index)

MISAPPROPRIATION

Inside trading, **10:12**

MISLEADING ACTS AND MATTERS

Financial statement, **5:66**

Registration statements, Securities Act of 1933, **12:5**

Reports and filings, **12:13**

Sales personnel, misleading statements by, **5:56**

MODERNIZATION OF EDGAR

Generally, **15:20**

MONEY PENALTIES

Securities and Exchange Commission, **8:11**

MORRISON v. NATIONAL AUSTRALIA BANK, INC.

Litigation, Securities Exchange Act Section 10(b), **12:8.20**

NASD

See **National Association of Securities Dealers (NASD)** (this index)

NASDAQ

See **National Association of Securities Dealers Automated Quotations (NASDAQ)** (this index)

NATIONAL ASSOCIATION OF SECURITIES DEALERS (NASD)

Generally, **8:25**

FINRA as successor, **8:12 et seq.**

NASD Stock Market, Inc., **8:25**

Stockwatch, **8:25**

NATIONAL ASSOCIATION OF SECURITIES DEALERS (NASD)

—Cont'd

Underwriter. See **Underwriters** (this index)

NATIONAL ASSOCIATION OF SECURITIES DEALERS AUTOMATED QUOTATIONS (NASDAQ)

Deregistration and delisting for, **7:39.10**

Disclosures, **7:39**

Global select market, **9:14**

Listing risk on a national securities exchange, **9:14**

Listing standards and maintenance criteria, Nasdaq National Market System, **7:39**

Public marketplace, **1A:12**

Release of information, **7:39**

Shareholder approval of issuances of stock involving 20 percent or more of outstanding common stock, Nasdaq and NYSE rules requiring, **1A:28**

NATIONAL MARKET SYSTEM

Securities markets, **1A:12.60**

NATIONAL MARKET SYSTEM SECURITIES

Trading symbols, SEC approval of New National System Plan for Trading Symbols, **1A:12.70**

NATIONAL SECURITIES EXCHANGE

Definitions, **16:36**

NATIONAL SECURITIES MARKETS IMPROVEMENT ACT OF 1996

Safe harbor rules of Regulation D, Rule 506, **6:14**

NET CAPITAL

Underwriting arrangements, **5:18**

NET RETURN ON INVESTMENT

Venture capital, **3:18**

NEW DEVELOPMENTS

Cases challenge constitutionality, SEC administrative proceedings, **1:6**

NEW DEVELOPMENTS—Cont'd

- Clearing agency rules, **1:5**
- Disclosure rules SPACs, **1:3**
- Electronic filing of Rule 144 and ARS, **1:7**
- Holding Foreign Companies Accountable Act, **1:4**
- Investment company names, SEC rule, **1:9**
- Investor Alert, SPACs, **1:3**
- Non-fungible token (NFT), DOJ enforcement actions, **1:8**
- PCAOB determinations, **1:4**
- Regulation of issuances by Shell companies, **1:2**
- SPACs, **1:2**
- SPACs, regulation of issuances, **1:2**

NEW ISSUES

- Underwriting arrangements, **5:24**

NEW YORK

- Indemnification, contribution, and insurance, **13:8**
- Limited offerings, Martin Act, **6:16**

NEW YORK STOCK EXCHANGE (NYSE)

- Deregistration and delisting, **7:40.10**
- Listing risk on a national securities exchange, **9:14**
- Listing standards and maintenance criteria, **7:40**
- Release of information, **7:40**
- Shareholder approval of issuances of stock involving 20 percent or more of outstanding common stock, Nasdaq and NYSE rules requiring, **1A:28**

NOMINEE AND FICTITIOUS ACCOUNTS

- Underwriter, **5:53**

NON-COVERED SECURITIES

- Generally, **1A:7, 1A:9**

NON-FUNGIBLE TOKEN (NFTS)

- DOJ Enforcement Actions, **1:8**

NON-PROSECUTION AGREEMENT

- Carter's Inc., **14:18**

NON-PROSECUTION AGREEMENT —Cont'd

- Seaboard Report, **14:18**

NONPUBLIC INFORMATION

- Inside trading, Rule 14e-3 under Securities Exchange Act of 1934, securities transactions based on material nonpublic information, **10:13**

NONREPORTING COMPANY

- Aftermarket, **9:5**

NOTICE

- EDGAR, **16:5**
- SEC enforcement actions and investigations, Well notice and wells submission, **14:23**

NUMBERING SEQUENCE

- Release of information, gaps in numbering sequence, **7:45**

NYSE

- See **New York Stock Exchange** (this index)

OFFER AND SALE OF SECURITIES

- Generally. See **Sales** (this index)

OFFICERS AND DIRECTORS

- Indemnification, contribution, and insurance, **13:2, 13:4, 13:14, 13:15**
- Internet, insider reporting obligations, **16:14**
- Sarbanes-Oxley Act
 - Director relationships, **11:28.15**
 - Disclosures, senior financial officers, **16:42**

SEC

- Bars, suspensions, **8:10**
- Decisions, **12:22**

OFFSHORE REGISTRATION

- Generally, **7:48**
- Regulation S, **7:48**

OHIO

- Indemnification, contribution, and insurance, **13:8**

OMISSIONS

- EDGAR, **15:18**

INDEX

ONE-TIME STOCK BONUS

Aftermarket, **9:17**

OPENING MEMORANDUM TO CLIENT

Working materials, **19:1**

OPTIONS

Inside trading, springloading stock options, **10:19**

Pricing, **2:11**

ORDER

Improper distribution, regulation of suspension order upheld, court proceeding, **5:59**

Stop order statements, **12:27**

OTC BULLETIN BOARD

Contact information for OTC Bulletin Board Offices, **18:4**

Rule 15c2-11, **9:22**

OTC BULLETIN BOARD OFFICES

Contact information for regulators, **18:4**

OTC MARKETS GROUP, INC. (PINK SHEETS)

Generally, **9:23**

Attorney letter, **9:23.40, 9:23.45**

Brief history of pink sheets, **9:23.15**

Getting stock quoted on OTC Markets Group, Inc., **9:23.20**

Gray market for OTC stocks, **9:23 to 9:23.10**

Information requirements under Rule 15c2-11, **9:23.25**

Letter from attorney, **9:23.45**

Pink Market, **9:23.05, 9:23.40**

Pink sheet attorney letter and agreement, **9:23.35**

Proposed and adopted changes to Rule 15c2-11 disclosures, **9:23.30**

QB Market, **9:23.05, 9:23.40**

QX Market, **9:23.05, 9:23.40**

Rule 15c2-11

Disclosures, proposed and adopted changes, **9:23.30**

Information requirements, **9:23.25**

OTHER INVESTIGATIONS

SEC enforcement disclosure, **14:22**

OUTSIDE DIRECTOR

Indemnification, contribution, and insurance, **13:14**

OWNERSHIP

Venture capital, **3:19**

PAPER FILINGS

EDGAR, **15:4**

PAST PROSPECTUS

Working materials, **19:18**

PAYMENTS

Fee Payments (this index)

PENALTIES

Disgorgement funds, penalties, SEC enforcement actions, **14:31**

Investigations, SEC Press Release 2006-4, "Statement of Securities and Exchange Commission Concerning Financial Penalties" (Jan. 4, 2006), **14:39**

Securities and Exchange Commission, **8:11**

PENNY STOCK DISTRIBUTIONS

Generally, **7:49**

PENSION FUNDS OR PLANS

Inside trading, pension plan blackout periods, **10:18**

Venture capital, **3:10**

PEOPLES REPUBLIC OF CHINA

Accounting fraud, sample SEC complaint against Chinese based U.S. public company, **14:41**

PERCENTAGES

Venture capital, **3:19**

PIGGY BACK REGISTRATION RIGHTS

Private and limited offerings, **6:8**

PINK OTC MARKETS

Aftermarket. See **Aftermarket** (this index)

PINK SHEETS

Aftermarket considerations, OTC

Markets Group, Inc., **9:23 et seq.**

Attorney letter and agreement, **9:23.35**

PIPE TRANSACTIONS

- Hedge fund short selling in PIPE offering, **10:20**
- Underwriters, **5:39**

PLAIN ENGLISH PROSPECTUS

- S series of registered offerings, **7:12**

PLANS

- Pension plans. See **Pension Funds or Plans** (this index)

PLEADINGS

- Accounting fraud, sample SEC complaint against Chinese based U.S. public company, **14:41**
- SEC investigations, sample SEC pleadings, **14:40, 14:44**

POTENTIAL DIRECTORS

- Indemnification, contribution, and insurance, **13:15**

POTENTIAL FOR INCONSISTENT AND CONFLICTING STANDARDS

- State Blue Sky Laws, **8:20, 8:21**

POTENTIAL VIOLATIONS

- Underwriting arrangements, **5:20**

PREEMPTION

- Safe harbor rules of Regulation D, Rule 506, **6:15, 6:16**
- State pre-empted securities, **1A:6**

PREFERRED ACCOUNTS

- Underwriter, **5:54**

PRESENT PROSPECTUS

- Working materials, **19:18**

PRESUMPTIVE UNDERWRITER

- Generally, **5:10**

PRICING AN OFFERING

- Generally, **2:1 et seq.**
- Bankers, **2:16**
- Calculation of aggregate offering prices under Regulation D, **6:30**
- Cheap stock, **2:9**
- Commissions, **2:8**
- Economics of pricing, **2:14**
- Expenses, **2:8**

PRICING AN OFFERING—Cont'd

- Federal securities laws, **2:2**
- Financial condition as unsound, **2:10**
- FINRA, **2:3**
- Inequitable voting rights, **2:12**
- Initial public offerings, **2:6**
- Investment banker, **2:16**
- IPO share allocation, **2:18**
- Market price, **12:24**
- Merit review, NASAA CR equity review, **2:3.10**
- Minimum equity, **2:9**
- NASAA CR equity review, Merit review, **2:3.10**
- Offering price, **2:7**
- Options, **2:11**
- Projections, **2:13, 5:56**
- Promoters, **2:11**
- Regulation D, Rule 504, **2:4**
- Rule 144, **2:17**
- Rule 504, **2:4**
- SEC, **2:3**
- Spinning, **2:18**
- State securities laws, **2:5**
- Underpricing, **2:7**
- Underwriter, **5:56**
- Unsound financial condition, **2:10**
- Venture capitalist, **2:15**
- Voting rights, inequitable, **2:12**
- Warrants, **2:11**

PRIMARY OFFERINGS

- Registration statements, Form S series of registered offerings, **7:3**

PRIMARY SECURITIES FRAUD LIABILITY

- Role of professional accountant, **11:25**

PRIVATE AND LIMITED OFFERINGS

- Ban on general solicitation and advertising for, **6:12**
- SEC's 2020 revision of private offering regulatory framework, **6:1.10**

PRIVATE FUNDS

- Safe harbor rules, Regulation D, **6:25**

INDEX

PRIVATE INVESTMENTS IN PUBLIC EQUITIES

Hedge fund short selling in PIPE offering, **10:20**

PRIVATE MARKET

Generally, **1A:13**

PRIVATE OFFERINGS

Generally, **6:1 et seq.**

For detailed matters, see more specific entries throughout this index

Advantages and disadvantages of private securities offerings, **1A:18**

Costs, **1A:17**

PRIVATE OFFERINGS IN 2020

Securities offering reform, **1A:11.10**

PRIVATE PLACEMENT

FINRA and private placements, **6:32**

PRIVATE REMEDIES

Generally, **8:26**

PRIVATE RIGHT OF ACTION

Sarbanes-Oxley Act, **11:14**

PRIVATE SECURITIES LITIGATION REFORM ACT

Litigation, **12:8.60**

Securities Exchange Act of 1934, litigation under, **12:8**

PRIVILEGES

Attorney-client privilege, **11:4.50**

PROCEEDS

Aftermarket, **9:15**

Fraudulent distribution, improper all or none offering, failure to segregate proceeds, appointment of receiver, **5:61**

SEC decisions, **12:23**

PROFESSIONALS

Generally, **11:1 et seq.**

Accountants. See **Accountants** (this index)

Aiders and abettors, **11:29**

Attorneys. See **Attorneys** (this index)

Corrective procedures, **11:33**

SEC Rule 2(e), **11:30 to 11:33**

PROFITS

Inside trading, disgorgement of illegally obtained profits, **10:8**

PROFIT SHARING PLANS

Venture capital, **3:10**

PROJECTIONS

Aftermarket, **5:56, 9:3**

Pricing, **2:13, 5:56**

PROMOTERS

Pricing, **2:11**

PROSPECTUSES

Free writing prospectus or “FWP,” **5:43, 7:10, 16:27**

Internet, **16:27**

Rule 144, court proceeding, **5:62**

S series of registered offerings, **7:10, 7:12, 7:18**

Underwriters (this index)

Working materials, **19:18**

PROXIES

Fraud

Litigation, **12:11**

Securities Exchange Act of 1934, **12:11**

Internet (this index)

Shareholders, annual meetings, electronic proxy voting, **16:19**

PUBLIC COMMUNICATIONS

Generally, **7:37**

PUBLIC COMPANY ACCOUNTING OVERSIGHT BOARD (PCAOB)

See **Sarbanes-Oxley Act** (this index)

PUBLIC MARKET

Generally, **1A:12**

Venture capital, **3:13**

PUBLIC OFFERINGS

Generally, **7:1 et seq.**

As to particular matters, see more specific entries throughout this index

Costs, **1A:17**

Direct primary offerings, **7:1.50**

PUBLIC RESALES

Restricted securities, Rule 144, **6:26**

QUALIFICATIONS

Dodd-Frank Act Section 926 proposed
“Bad Boy” disqualification, **6:17**
Safe harbor rules, Regulation D, **6:17**,
6:21
Underwriter, independent, **5:26**

QUALITY CONTROL

Sarbanes-Oxley Act, **11:38**

QUESTIONNAIRES

SEC investigations
Sample financial questionnaire, **14:36**
Sample SEC witness background
questionnaire, **14:37**

**RACKETEER INFLUENCED AND
CORRUPT ORGANIZATIONS
ACT**

Liability, **12:19**

RATINGS

Credit rating agencies, **1A:11.40**

REASONABLENESS

Underwriting terms and arrangements,
Financial Industry Regulatory
Authority, **8:15**

RECEIVER

Fraudulent distribution, improper all or
none offering, failure to segregate
proceeds, appointment of receiver,
5:61

RECKLESSNESS

Litigation, generally, **12:8**

RECORDS AND RECORDING

Electronic mandated filing. See
EDGAR (this index)
Financial Industry Regulatory Authority
(FINRA), **8:13**
Misleading reports and filings, **12:13**

RED FLAG ACCOUNTING AREAS

Generally, **11:26**

REFORM

Securities Offering Reform (this
index)

REGIONAL OFFICES

U.S. Securities and Exchange Commis-
sion Offices, contact information,
18:3

REGISTRATION

Generally, **1A:3**
Broker dealers and registration with
SEC, **6:35**
Deregistration. **Internet** (this index)
Fee calculator, **7:61**
Fraud, **5:66**
Letter of intent, **4:4**
Misleading registration statements,
Securities Act of 1933, **12:5**
Offshore registration, **7:48**
Piggy back registration rights, private
and limited offerings, **6:8**
Restrictions on public communications
for a registered public offering,
19:6
Sarbanes-Oxley Act, registration of pub-
lic accounting firms, **11:37**
SEC filing fees, **7:61**
Section 4(a)(1) and Section 4(a)(2),
unregistered offerings, **6:2**
S series of registered offerings, **7:18**
Unregistered offerings, **6:2, 12:6**

REGULATION AB

Compliance and disclosure interpreta-
tions (C&DIs), **1A:37**

REGULATION A /REGULATION A+

Generally, **7:25 et seq.**
Accounting standards, **7:31**
Bad Actor Rule, waiver from
disqualification, Rule 262, **7:33**
Debt securities under Trust Indenture
Act of 1939, **7:32**
FINRA review, **7:35**
Formats, **7:30**
Insignificant deviations from term,
condition, or requirement of
Regulation A, **7:29**
Integration with other offerings, safe
harbor rule, **7:26**
Letter of intent, **4:5**
Limitations, **7:27 to 7:30**

INDEX

REGULATION A /REGULATION A+ —Cont'd

New Developments. See **New Developments** (this index)
Rule 254, solicitation of interest, **7:28**
SEC enforcement actions for significant deviations, **7:29**
SEC guidance, **7:27**
SEC summary, **7:34**

REGULATION D

Investigations, exemptions to SA § 5 registration requirements, **14:15**
Generally, **14:10**
Definitions inherent to Regulation D, **14:13**
Exemptions, generally, **14:11**
Preliminary considerations, **14:12**
Rule 504 exception, offerings totaling less than \$1,500,000, **14:14**
Rule 506 exception, **14:16**
Specific exemptions, **14:14, 14:15**
Limited offerings not over \$1 million, **6:19**
Pricing, Rule 504 public offerings, **2:4**
Rule 506
General solicitation, guidance, **6:18.50**
Rule to eliminate ban on general solicitation for private offerings, **6:18**
Rule 701, SEC Division of Corporation Finance Manual of Publicly Available Telephone Interpretations compiled by Office of Chief Counsel, **7:59**
Safe harbor rules, **6:10 to 6:25**

REGULATION FD (FAIR DISCLOSURE)

Compliance and disclosure interpretations (c&dis), **1A:34**
Inside trading, **10:7**

REGULATION M

Inside trading, **10:21**
Underwriter compensation and arrangements, **8:14**
Underwriting arrangements, Regulation M market distribution restrictions, **5:25**

REGULATION S

Offshore offers and sales, generally, **7:48**

REGULATION S-B

(Discontinued February 4, 2008)
Termination by SEC, **1A:11.50**

REGULATION S-K

Generally, **7:13.05**
Compliance and Disclosure Interpretations (C&DIs), **1A:33, 7:13.10**
Disclosures
Changes for, **1C:7**
Regulation S-K Item 303(a): SEC Guidance on Management's Discussion and Analysis of Financial Condition and Results of Operations, **7:13.05**

REGULATION S-X

Rule 3-05 amendments, **1C:3**

REGULATORS

Generally, **1A:20 to 1A:23, 8:1 et seq.**
Attorneys, **1A:23, 8:24**
Clearing agencies, **8:2**
Contact information for regulators, **18:1 to 18:3**
FINRA district offices, **18:2**
Foreign securities and financial authorities contact information, **18:5**
Immunity, **8:26**
NASDAQ stock exchanges, **8:25**
NASDAQ Stock Market, Inc., **8:25**
NASDAQ StockWatch, **8:25**
National Association of Securities Dealers. See **National Association of Securities Dealers** (this index)
National securities exchanges, **8:2**
OTC Bulletin Board Offices, **18:4**
Private remedies, **8:26**
Registered securities association, **8:2**
SEC supervisory cooperation agreements with foreign regulators, **14:47**
Securities and Exchange Commission. See **Securities and Exchange Commission** (this index)
State Blue Sky Laws. See **State Blue Sky Laws** (this index)

REGULATORS—Cont'd

- State Securities, contact information, **18:1**
- State securities administrators and departments, **1A:22**
- U.S. Securities and Exchange Commission Offices, contact information for regulators, **18:3**

RELATIVES

- Tax on disposition of shares of stock, loss on sale to relative, **17:5**

RELEASE OF INFORMATION

- Generally, **7:37 et seq.**
- Affiliated person, **7:44**
- Dilution, **7:43**
- Forward-looking statements, **7:47**
- Gaps in numbering sequence, **7:45**
- Gun jumping, **7:37**
- Incomplete distribution, improper release of escrowed funds by bank, SEC proceeding, **5:57**
- Mandatory quiet periods, **7:37**
- NASDAQ National Market System listing standards and maintenance criteria, **7:39**
- New York Stock Exchange listing requirements, **7:40**
- Public communications, **7:37**
- Request for confidential treatment for required disclosures, **7:46**
- Restrictions on public communications for a registered public offering, **19:6**
- Risk factors, **7:42**
- Roadshow presentations, **7:38**
- Special disclosure areas, generally, **7:41 et seq.**
- Start-ups, **7:41**

REPORTS

- Financial reports, **7:66**

REPORTS AND REPORTING

- Aftermarket. See **Aftermarket** (this index)
- Forms. See more specific entries
- Misleading reports and filings, **12:13**
- Safe harbor rules, Regulation D, Form D filing, **6:23**

REPORTS AND REPORTING—Cont'd

- Sarbanes-Oxley Act, certification of investment company reports, **11:43**

RESALES

- Aftermarket, **9:17, 9:18**
- Crowdfunding portals, **6:27, 6:28**
- Limited offerings, **6:26**

RESCISSION

- Company offering, **1A:27**
- Underwritten offering, **1A:27**
- Working materials, **19:19**

RESEARCH REPORTS

- Internet, raising funds as a public company, **16:34**
- Underwriters, **5:45**

RESPONSES

- False statements, SEC informal investigation, **14:20**
- Guidelines on providing information in response to SEC investigation or subpoena, **14:22**

RESTRICTED SECURITIES

- Public resales, Rule 144, **6:26**

REVIEW

- Securities and Exchange Commission, **8:5 to 8:7**
- State Blue Sky Laws, **8:21, 8:22**

REVIVAL OF ACTIONS

- Sarbanes-Oxley Act, revival of time-barred federal securities claims, **11:34.50**

RISK FACTORS

- Regulation S-K disclosures, changes for, **1C:7**
- Release of information, **7:42**

ROADSHOW PRESENTATIONS

- Generally, **7:38**
- Internet, **16:29 to 16:31**

RULE 2(e)

- Professionals, **11:30 to 11:33**

RULE 3-05

- Amendments, **1C:3**

INDEX

RULE 3a4-1

Salespersons not deemed to be brokers, **5:4**

RULE 10A-3

See **Sarbanes-Oxley Act** (this index)

RULE 10b

Disclaimers and liability in offering documents, **12:8.10**

RULE 10b-5

Digest of legal proceedings against underwriters, prospectus information, Rule 10b-5 liability, **5:63**
Inside trading, trading on basis of “awareness” of inside information, Rule 10b5-1, **10:10**
Investigations, applicability of SEC Rule 10b-5, **14:29**
Securities Exchange Act of 1934, litigation under, **12:8**

RULE 10b5-1

Inside trading, trading on basis of “awareness” of inside information, **10:10**

RULE 10b5-2

Inside trading, duties of trust or confidence in misappropriation insider trading cases, **10:12**

RULE 14e-3

Inside trading, material nonpublic information, **10:13**

RULE 15c2-11

Aftermarket, OTC Markets Group, Inc., **9:23.25, 9:23.30**
OTC bulletin board, **9:22**
Proposed and adopted changes to disclosures, **9:23.30**

RULE 144

Crowdfunding portals, **6:27, 6:28**
Digest of legal proceedings against underwriters, prospectus information, **5:62**
Limited offerings, **6:26**
Pricing, **2:17**
Prospectus information, **5:62**
SEC mandates electronic filing, **1:7**

RULE 144A

Crowdfunding portals, **6:27, 6:28**
Limited offerings, safe harbor rules, Regulation D, **6:20.60**

RULE 147

Intrastate offerings, **7:36**

RULE 152

Abandoned private and/or public offerings, **6:9**
Integration, New Rule 152, **6:7**
Integration, Rule 152, **7:11**

RULE 155

Abandoned private and/or public offerings, **7:11**
Integration, Former Rule 155, **6:7**
Integration, Rule 155, **7:11**
Withdrawal of public offering, integration, **7:11**

RULE 254

Solicitation of interest, **7:28**

RULE 262

Bad Actor Rule, waiver from disqualification under, **7:33**

RULE 415

SEC division of corporation finance manual of publicly available telephone interpretations compiled by office of chief counsel, **7:58**
Shelf offerings, **7:23**

RULE 502(a)

Integration, **6:24**

RULE 503

Notice of sales report, **6:23**

RULE 504

Disqualifying provisions, **6:21**
Investigations, exemptions for offerings totaling less than \$1,500,000, **14:14**
Limited offerings not over \$1 million, **6:19**
Pricing, **2:4**

RULE 506

Covered securities, **6:14**
Disqualifying provisions, **6:17, 6:21**

RULE 506—Cont'd

- Federal covered offerings, late filing of Form D, **6:16**
- General solicitation
 - Guidance, **6:18.50**
 - Private offerings, rule to eliminate ban on, **6:18**
- Investigations, exemptions to SA § 5 registration, **14:15**
- National Securities Markets Improvement Act of 1996, **6:14**
- Pre-emption issues, **6:15**
- Safe harbor rules
 - Accredited investors, **6:11**
 - State requirement to file Form D, **6:15**

RULE 506(B)

- Safe harbor rules
 - Private offering exemptions, **6:13**

RULE 506(C)

- Safe harbor rules
 - Private offering exemptions, **6:13**

RULE 507

- Disqualifying provisions, **6:21**

RULE 508

- Insignificant deviations from term, condition, or requirement, **6:22**

RULE 701

- Compensatory benefit plans and written contracts, **6:20**

SAFE HARBOR

- Integration, **7:11**
- Limited Offerings. See **Limited Offerings** (this index)
- Private Securities Litigation Reform Act, **12:8.60**
- Regulation A, **7:26**
- Regulation D. See **Limited Offerings** (this index)
- Rule 152, abandoned private and/or public offerings, **6:9**
- Rule 152 and 155, abandoned private and/or public offerings, **7:11**

SALES

- Brokers, salespersons not deemed to be, Rule 3a4-1, **5:4**

SALES—Cont'd

- Form D, safe harbor rules. See **Form D** (this index)
- Improper distribution through improper sales activities, SEC proceeding, **5:58**
- Improper offer during waiting period, offer to sell shares in future, court proceeding, **5:60**
- Misleading statement by sales personnel, projections of price increases in stock, SEC proceeding, **5:56**
- Regulation S, offshore offers and sales, **7:48**
- Resales, **6:26**
- Stock disposition. See **Taxation of Stock Disposition** (this index)
- Underwriter, sales representative of, SEC disciplinary proceeding against, **5:55**
- Venture capital, **3:29**

SANCTIONS

- Attorneys, **11:13, 11:31**
- Sarbanes-Oxley Act, **11:13, 11:40**

SARBANES-OXLEY ACT

- Generally, **11:7 et seq., 11:34 et seq.**
- Accountants. See entries throughout this topic
- Adoption of rules of Public Company Accounting Oversight Board (PCAOB), **11:36**
- Attestation, **11:38**
- Attorneys, generally, **11:7 to 11:14**
- Audit committee, Act's impact on, generally, **11:28.5 et seq.**
- Audit committee responsibilities, generally, **11:28.30**
- Auditor independence, frequently asked questions to Office of Chief Accountant on application of SEC rules on, **11:28.40**
- Audits and auditors. See entries throughout this topic
- Background, **11:34**
- Certification
 - Disclosure controls and procedures/internal controls, **11:44**
 - Investment company reports, certification of, **11:43**

INDEX

SARBANES-OXLEY ACT—Cont'd

Certification—Cont'd

Issuers, certification rules for, **11:42**

Client, issuer as, **11:10**

Compliance with Sarbanes-Oxley Act, **11:45**

Definitions, **11:9**

Director relationships, **11:28.15**

Disciplinary actions or disciplinary proceedings, **11:13, 11:40**

Disclosure controls and procedures, certification of, **11:44**

Ethics standards, **11:38**

Exemptions, **11:28.35**

Foreign private issuers, **11:28.20**

GAAS (generally accepted accounting standards), rule requiring that auditors cease referring to (PCAOB PS No.1), **11:36.50**

Impact on attorneys, generally, **11:7 et seq.**

Independence of audit committee of listed companies, **11:28.10**

Independence of auditor, frequently asked questions to Office of Chief Accountant on application of SEC rules on, **11:28.40**

Inspections by PCAOB, **11:39**

Internal controls

Certification of internal and disclosure controls and procedures, **11:44**

SEC guidance on management's report on ICFR, **11:46**

Internet (this index)

Investigations by PCAOB, **11:40**

Investment company reports, certification of, **11:43**

Issuers

Certification rules for, **11:42**

Client, issuer as, **11:10**

Foreign private issuers, **11:28.20**

Limitation of actions, revival of time-barred federal securities claims, **11:34.50**

Listing requirements and compliance with Sarbanes-Oxley Act, **11:45**

Management's report on internal control over financial reporting, SEC guidance, **11:46**

SARBANES-OXLEY ACT—Cont'd

Non-audit services, Public Company

Accounting Oversight Board (PCAOB), **11:41**

No private right of action, **11:14**

Office of Chief Accountant: frequently asked questions on application of SEC rules on auditor independence, **11:28.40**

Overview, **11:34**

PCAOB. See Public Company Accounting Oversight Board (PCAOB), below

Private right of action (none), **11:14**

Public Company Accounting Oversight Board (PCAOB)

Generally, **11:35 et seq.**

Accounting rules, **11:52**

Adoption of rules, **11:36**

Auditing, attestation, quality control and ethics standards, **11:38**

GAAS (generally accepted accounting standards), rule requiring that auditors cease referring to (PCAOB PS No.1), **11:36.50**

Inspections by, **11:39**

Investigations, disciplinary proceedings, and sanctions, **11:40**

Non-audit services, **11:41**

Registration of public accounting firms, **11:37**

Section 404 compliance, **7:63**

Quality control, **11:38**

Registration of public accounting firms, **11:37**

Reports, certification of investment company reports, **11:43**

Responsibilities of audit committee, generally, **11:28.30**

Revival of time-barred federal securities claims, **11:34.50**

Rule 10A-3

Independence of audit committee of listed companies, **11:28.10**

Listing requirements and compliance with Sarbanes-Oxley Act, **11:45**

SRO compliance, **11:28.25**

Sanctions, **11:13, 11:40**

SEC accounting rules, **11:52**

SARBANES-OXLEY ACT—Cont'd

- SEC enforcement powers, **14:30**
- SEC guidance on management's report on internal control over financial reporting, **11:46**
- SEC rules on auditor independence, frequently asked questions to Office of Chief Accountant on application of, **11:28.40**
- Section 205.1, purpose and scope, **11:8**
- Section 205.2, definitions, **11:9**
- Section 205.3, issuer as client, **11:10**
- Section 205.4, supervisory attorneys, responsibilities of, **11:11**
- Section 205.5, subordinate attorneys, responsibilities of, **11:12**
- Section 205.6, sanctions and discipline, **11:13**
- Section 205.7, no private right of action, **11:14**
- Section 404 compliance, **7:63**
- Section 806, whistleblowers, **11:47**
- SRO compliance and Rule 10A-3, **11:28.25**
- Statute of limitations, revival of time-barred federal securities claims, **11:34.50**
- Subordinate attorneys, responsibilities of, **11:12**
- Supervisory attorneys, responsibilities of, **11:11**

SCHEDULES

- EDGAR, liability for financial data schedule, **15:19**

SEABOARD REPORT

- Non-prosecution agreement, **14:18**

SEASONED OR UNSEASONED UNDERWRITER

- Generally, **5:6**

SEC LEGAL BULLETIN NO. 19

- Legality and tax opinions in registered offerings, **17:13**

SECONDARY OFFERINGS

- Registration statements, Form S series of registered offerings, **7:3**

SEC PRESS RELEASE 2006-4

- "Statement of Securities and Exchange Commission Concerning Financial Penalties" (Jan. 4, 2006), **14:39**

SECTION 4(2) EXEMPTION

- Generally, **6:6**

SECTION 4(A)(1) AND SECTION 4(A)(2) UNREGISTERED OFFERINGS

- Background, **6:2**

SECTION 5 EXEMPTION

- Regulation D, exemptions to SA § 5 registration. See **Investigations** (this index)

SECTION 10(B) OF SEA

- Digest of legal proceedings against underwriters, Section 10(b) liability, **5:63**
- Securities Exchange Act of 1934, litigation under, **12:8, 12:8.20**

SECTION 12(G) COMPANY

- Aftermarket, **9:7**

SECTION 16

- Inside trading, **10:15**

SECURITIES ACT OF 1933

- Chart of Securities Act limited offering exemptions, **6:29**
- Classifications of issuers, **7:2**
- Confidential treatment requests to SEC, documents in filing, **1B:1**
- Five-factor analysis, integration of securities offerings, **7:11**
- Integration of abandoned offerings, Rule 152 and Rule 155, **7:11**
- Issuers** (this index)
- Litigation, **12:4 to 12:7**
- Registration, **1A:3**
- Regulation of issuers under Act, **7:2**

SECURITIES AND EXCHANGE COMMISSION (SEC)

- Generally, **1A:20, 8:3 et seq.**
- Accelerated or cursory review letter, **8:7**
- Accountants, **11:17 to 11:21, 11:32**
- Accounting rules, **11:52**
- Administrative enforcement, **8:9**

INDEX

SECURITIES AND EXCHANGE COMMISSION (SEC)—Cont'd

- Auditors, **11:32.1**
- Bedbug letter, **8:6**
- Cases challenge constitutionality, SEC administrative proceedings, **1:6**
- Civil monetary penalties, **8:9**
- Clearing agency rules, **1:5**
- Comment, letter of, **8:4**
- Communications rules
 - Securities offerings, **1A:11.20**
- Compliance and Disclosure Interpretations (C&DIs)** (this index)
- Confidential treatment requests, documents in filings, **1B:1**
- Contact information for regulators, **18:3**
- Control person liability under Dodd-Frank Act, **12:10.10**
- Court proceedings, **8:11**
- Credit rating agencies, **1A:11.40**
- Cursory review letter, **8:7**
- Defunct company, stock continues to trade, **16:45**
- Disclosure rules SPACs, **1:3**
- Disclosures** (this index)
- Dodd-Frank Act, SEC right to assert control person liability, **12:10.10**
- Duty of auditor, **11:32.1**
- EDGAR, SEC FAQs, **15:1**
- Electronic filing of Rule 144 and ARS, **1:7**
- Electronic filings, mandated. See **EDGAR** (this index)
- Enforcement
 - Generally, **8:8**
 - Administrative, **8:9**
 - Disgorgement funds, **14:31**
 - Finders as unregistered broker dealers, **6:34**
 - Insider trading cases, **14:1**
 - Regulation a, actions for significant deviations, **7:29**
 - Statements about enforcement policy, **14:2**
- Examinations
 - Cybersecurity initiative, SEC Office of Compliance, **16:11**

SECURITIES AND EXCHANGE COMMISSION (SEC)—Cont'd

- Filing fees disclosure and fee calculator, **7:62**
- Financial crisis, impact on SEC, **1A:11.02**
- Financial reports, manuals, **7:66**
- Finders as unregistered broker dealers, **6:34**
- Holding Foreign Companies Accountable Act, **1:4**
- Internal financial controls, auditor's duty, **11:32.1**
- International accounting standards, SEC proposal for use, **11:51**
- International Financial Reporting Standards (IFRS), **11:50**
 - Implementation, **7:64**
- Investigations** (this index)
- Investment company names, SEC rule, **1:9**
- Investor Alert, SPACs, **1:3**
- JOBS Act** (this index)
- Legal bulletins, staff, **17:13**
- Letters, **8:4, 8:6, 8:7**
- Litigation. See **Litigation** (this index)
- Manuals, financial reports, **7:66**
- Money penalties, **8:11**
- NASD matters. See **National Association of Securities Dealers (NASD)** (this index)
- National market system securities, SEC approval of New National System Plan for Trading Symbols, **1A:12.70**
- National Recognized Statistical Rating Organizations, **1A:11.40**
- Netflix, Inc. Investigation Report, guidance on social meeting, **16:6.10**
- New Developments** (this index)
- Officer and director bar, **8:10**
- Oil and gas interpretations, **7:67**
- PCAOB determinations, **1:4**
- Pricing an offering, **2:3**
- Professionals, **11:30 to 11:33**
- Recent developments in regulatory affairs, **1:1**
- Regional offices, contact information, **18:3**

**SECURITIES AND EXCHANGE
COMMISSION (SEC)—Cont'd**

Registered offerings, legality and tax
opinions, SEC Legal Bulletin No.
19, **17:13**
Regulation A+, summary, **7:34**
Regulation S-B, termination, **1A:11.50**
Review procedures, **8:5 to 8:7**
Rules, **1:4**
Sample SEC subpoena, **14:45**
Shell company rule changes, securities
offering reform, **1A:11.30**
Social meeting, guidance on—Netflix,
Inc. Investigation Report, **16:6.10**
Speeches, **11:17, 11:21, 11:22**
Summary
Defunct company, stock continues to
trade, **16:45**
Regulation A+, **7:34**
Supervisory cooperation agreements
with foreign regulators, **14:47**
Trust Indenture Act of 1939, SEC FAQs,
7:69
Underwriter compensation, **2:3**
Whistleblower program, **14:46**

**SECURITIES ENFORCEMENT
REMEDIES AND PENNY STOCK
REFORM ACT (1990)**

Administrative enforcement proceed-
ings, **14:33**
SEC enforcement powers, **14:32**

**SECURITIES EXCHANGE ACT OF
1934**

Anti-Fraud and Anti-Manipulation Rule
9(j)-1, **12:8.30**
Broker-dealer fraud, **12:12**
Confidential treatment requests to SEC,
documents in filing, **1B:1**
Control person liability, **12:9, 12:10**
Disclaimers and Rule 10(b) liability in
offering documents, **12:8.10**
Disclosure of pending legal proceedings,
12:8.50
Extraterritorial application of Section
10(b), Morrison case, **12:8.20**
Fraud, **12:8, 12:11, 12:12**
Inside trading, **10:13, 10:15**

**SECURITIES EXCHANGE ACT OF
1934—Cont'd**

Investigations, Release No. 44969 (Oct.
23, 2001), Seaboard 21(a) Report,
14:38
Litigation, generally, **12:8 et seq.**
Misleading reports and filings, liability
of, **12:13**
Morrison case, extraterritorial applica-
tion of Section 10(b), **12:8.20**
National Securities Exchange, **16:36**
Private Securities Litigation Reform Act
of 1995, **12:8**
Proxy fraud, **12:11**
Rule 10b-5, **12:8**
Safe harbors for disclaimers, **12:8.60**
Section 10(b), **5:63, 12:8, 12:8.20**
Security-based swaps, Anti-Fraud and
Anti-Manipulation Rule 9(j)-1,
12:8.30
Self-reporting violations, **14:38**

SECURITIES FLOW CHART

Working materials, **19:16**

**SECURITIES LITIGATION
UNIFORM STANDARDS ACT
(SLUSA)**

Litigation and liability, **12:31**

SECURITIES MARKETS

Generally, **1A:12 to 1A:15**
Fourth market, **1A:15**
Institutional market, **1A:14**
Internet, **16:1**
National Market System, **1A:12.60**

SECURITIES OFFERING REFORM

International accounting standards, SEC
proposal for use, **11:51**
International Financial Reporting Stan-
dards (IFRS) implementation, **7:64**
Private offerings in 2020, **1A:11.10**
SEC communications rules, **1A:11.20**
SEC securities act reforms in 2005,
1A:11.15
Shell companies, changes to rules,
1A:11.30
2005 and 2020 reforms to securities
public offering regulation,
1A:11.15

INDEX

SECURITY

- Cryptocurrencies, **1A:11**
- Definition, **1A:11**
- Non-fungible tokens, **1A:11**
- Statutory and case law, **1A:11**

SECURITY-BASED SWAPS

- Dodd-Frank Anti-Fraud and Anti-Manipulation Rule 9(j)-1, **12:8.30**

SECURITY HOLDER

- S series of registered offerings, **7:17**

SEGREGATION OF PROCEEDS

- Fraudulent distribution, improper all or none offering, failure to segregate proceeds, appointment of receiver, **5:61**

SELECTION

- Underwriter, **5:7**

SELF-REGULATED ORGANIZATIONS

- Rule 10A-3, compliance, **11:28.25**

SETTLEMENTS

- Indemnification, contribution, and insurance, **13:16**

SHAREHOLDERS

- Annual meetings. **Internet** (this index)
- Approval
 - Death spirals, stock issuances, **1A:28**
 - Issuances of stock involving 20 percent or more of outstanding common stock, NASDAQ and NYSE rules requiring shareholder approval, **1A:28**

SHELF OFFERINGS

- Rule 415, **7:23**

SHELL COMPANIES

- Regulation of issuances, **1:2**
- Securities reform, changes to rules, **1A:11.30**

SHORT SELLING

- Hedge fund short selling in PIPE offering, **10:20**
- Inside trading, **10:20, 10:21**
- Prior to registered offering, **10:21**

SHORT TERM CAPITAL GAIN OR LOSS

- Taxation of stock disposition, **17:3**

SIGNATURE PAGE

- EDGAR, **15:16**

SMALL BUSINESS INVESTMENT COMPANIES (SBICS)

- Venture capital, **3:12**

SOFTWARE

- EDGAR. See **EDGAR** (this index)

SOLICITATION

- Regulation A, Rule 254, **7:28**
- Rule 506
 - General solicitation, guidance, **6:18.50**
 - Proposed to eliminate ban on general solicitation for private offerings, **6:18**

SOUNDNESS OF FINANCIAL CONDITION

- Pricing, **2:10**

SPECIALISTS

- Hiring of, **11:15**

SPECIAL OFFERINGS

- Generally, **7:49 to 7:52**
- Blank check/blind pool offerings, **7:50**
- Going private by issuer and/or affiliates, **7:52**
- Illegal distributions by blank check companies, **7:51**
- Penny stock distributions, **7:49**

SPECIAL PURPOSE ACQUISITION CORPORATIONS (SPACS)

- Disclosure rules, **1:3**
- Investor Alert, SEC, **1:3**
- Regulation of issuances, **1:2**

SPECIAL STUDY REPORT

- Aftermarket, **9:10**

SPINNING

- Pricing, **2:18**

SPIN-OFF OF SUBSIDIARY

- Aftermarket, **9:16**

SPRINGLOADING STOCK OPTIONS

Inside trading, **10:19**

S SERIES OF REGISTERED OFFERINGS

Generally, **7:3 et seq.**

Abandoned private and/or public offerings, Rule 152 and Rule 155, **7:11**

Abandoned public offerings, **7:4**

Abandoned public offerings, rule 152, **7:8**

Asset backed issuers, regulation AB, **7:3.10**

Brexit, SEC comments on, **7:13.50**

C&DI No. 139.25, integration of securities offerings, **7:11**

Chart of public offerings, **7:9**

Climate change disclosures, **7:20**

Disclosing complex, SEC comments on, **7:13.50**

Draft registration statements

Confidential, **7:7.20**

Non-public submission, **7:7.20**

EDGAR, electronic filing and interactive data filing requirement, **7:3.50**

Electronic filing and interactive data filing requirement, EDGAR, **7:3.50**

Eligibility requirements

Form S-1, **7:5**

Form S-3, **7:6**

Environmental disclosures, **7:20 to 7:22**

Filing and SEC review of Securities Act registration statements, **7:7**

Form S-1

Eligibility requirements, **7:5**

Registration statements, generally, **7:3**

Form S-3

Generally, **7:3**

Eligibility requirements, **7:6**

Form S-8, employee benefit plans, **7:24**

Free writing prospectuses, **7:10**

Integration, **7:11**

List of industry guides, **7:22**

Plain English prospectus, **7:12**

Registration statements

Primary and secondary offerings, Securities Act (1933), **7:3**

Regulation AB, asset backed issuers, **7:3.10**

S SERIES OF REGISTERED OFFERINGS—Cont'd

Regulation S-K

Generally, **7:13**

Compliance and Disclosure

Interpretations (C&DIs), **1A:33, 7:13.10**

Description of registrant's business development, **7:14**

Exhibits, **7:19**

Financial statement requirements, **7:16**

Management and security holder disclosures, **7:17**

Registration statement and prospectus provisions, **7:18**

SEC Division of Corporation Finance manual of publicly available telephone interpretations compiled by Office of Chief Counsel, **7:60**

Securities of registrant, **7:15**

Review

Draft registration statements, **7:7.20**

Risks, uncertain and evolving, SEC comments on, **7:13.50**

SEC comment letters and comment process, **7:7.10**

Securities Act (1933) registration statements for primary and secondary offerings, **7:3**

Shelf offerings (Rule 415), **7:23**

Withdrawn public offerings, **7:4**

STAGES OF FINANCING

Venture capital, **3:20**

STANDARD MANUAL EXEMPTION

Aftermarket trading, **9:21**

STANDBY COMMITMENT

Underwriting arrangements, **5:14**

STANDING TO SUE

Litigation, **12:10**

START-UPS

JOBS Act (this index)

Release of information, **7:41**

STATE BLUE SKY LAWS

Generally, **8:19 et seq.**

INDEX

STATE BLUE SKY LAWS—Cont'd

- Aftermarket trading, blue sky standard manual, **9:21**
- Civil liability, **12:14, 12:15**
- Enforcement, **8:23**
- Fair, just, and equitable review, **8:21**
- Limited offerings, **6:33**
- Potential for inconsistent and conflicting standards, **8:20, 8:21**
- State coordinated equity review, **8:22**
- Working materials, **19:9**

STATE COORDINATED EQUITY REVIEW

- Generally, **8:22**

STATE PREEMPTED SECURITIES

- Generally, **1A:6**

STATES AND STATE LAWS

- Blue sky laws. See **State Blue Sky Laws** (this index)
- Delaware, **13:6**
- Indemnification, contribution, and insurance
 - Delaware statute, **13:6**
 - Massachusetts statute, **13:7**
 - New York statutes, **13:8**
 - Ohio statutes, **13:8**
- Inside trading, **10:17**
- New York. See **New York** (this index)
- Pricing, **2:5**
- Safe harbor rules of Regulation D, pre-emption issues under Rule 506, **6:15**
- Shareholder meetings, **16:15**

STATE SECURITIES ADMINISTRATORS AND DEPARTMENTS

- Generally, **1A:22**

STATE SECURITIES REGULATORS

- Contact information for regulators, **18:1**

STATUTE OF LIMITATIONS

- Liability, **12:16, 12:17**
- Sarbanes-Oxley Act, revival of time-barred federal securities claims, **11:34.50**

STATUTES

- See specific statutes for complete list
- ABA Model Corporation Act, **13:9**
- Delaware statute, **13:6**
- Foreign Corrupt Practices Act, **12:34**
- Fraud and Enforcement Recovery Act of 2009 (FERA), **12:33**
- Insider Trading and Securities Fraud Enforcement Act of 1988, **10:4**
- Insider Trading Sanctions Act of 1984, **10:3**
- Institutional investors as statutory underwriters, **5:9**
- Mail fraud statute, **10:14**
- Massachusetts statute, **13:7**
- New York statutes, **13:8**
- Ohio statutes, **13:8**
- Racketeer Influenced and Corrupt Organizations Act, **12:19**
- Securities Act of 1933. See **Securities Act of 1933** (this index)
- Securities Exchange Act of 1934. See **Securities Exchange Act of 1934** (this index)
- State statutes, generally, **10:17**
- Trust Indenture Act of 1939, **7:32**

STOCK EXCHANGES

- Internet** (this index)
- NASD. See **National Association of Securities Dealers (NASD)** (this index)
- NASDAQ. See **National Association of Securities Dealers Automated Quotations (NASDAQ)** (this index)
- NYSE. See **New York Stock Exchange (NYSE)** (this index)
- Underwriters, **5:47**

STOP ORDER STATEMENTS

- SEC decisions, **12:27**

SUBORDINATE ATTORNEYS

- Sarbanes-Oxley Act, responsibilities of subordinate attorneys, **11:12**

SUBPOENAS

- Guidelines on providing information in response to SEC investigation or subpoena, **14:22**

SUBPOENAS—Cont'd

SEC investigations, sample subpoena, **14:45**

SUBSIDIARY

Aftermarket, **9:16**

SUCCESSFUL OFFERING

Underwriter, **5:64**

SUGGESTED CORPORATE MINUTES

Working materials. See **Working Materials** (this index)

SUITABILITY MATTERS

Underwriter, avoiding potential liability, **5:33**

SUPERVISION

SEC supervisory cooperation agreements with foreign securities and financial regulators, **14:47**

SUPERVISORY ATTORNEYS

Sarbanes-Oxley Act, responsibilities of supervisory attorneys, **11:11**

SUSPENSION

Attorneys, **11:31**

SUSPENSION ORDER

Improper distribution, regulation of suspension order upheld, court proceeding, **5:59**

SYMBOLS

New National System Plan for Trading Symbols, SEC approval, **1A:12.70**

TAPE SUBMISSIONS

EDGAR, **15:10**

TAXATION

Abusive tax shelter IRS standards, **6:5**
Disposition of stock. See **Taxation of Stock Disposition** (this index)

TAXATION OF STOCK DISPOSITION

Generally, **17:1 et seq.**
Capital gain or loss, **17:2, 17:3, 17:5, 17:6**
Decedent, stock acquired from, **17:9, 17:10**

TAXATION OF STOCK DISPOSITION —Cont'd

Divorce, stock acquired incident to, **17:12**
Gift, stock acquired as, **17:11**
Holding period, how calculated, **17:3**
Identification of shares, **17:4**
Long term capital gain or loss, **17:3**
Purchase or exchange, stock acquired by, **17:8**
SEC Legal Bulletin No. 19, legality and tax opinions in registered offerings, **17:13**
Short term capital gain or loss, **17:3**
Tax basis, figuring, **17:7**

TERMINATION

Aftermarket, **9:19**

TERMS

Venture capital, **3:38**

THIRD PARTIES

Accountants, **11:24**

TRANSFER AGENT

Working materials, suggested corporate minutes, **19:10**

TRANSMISSIONS

EDGAR, **15:14, 15:15, 15:18**

TROUBLED ASSET RELIEF PROGRAM (TARP)

Financial crisis, impact, **1A:11.02**

TRUST

Inside trading, **10:12**

TRUST INDENTURE ACT OF 1939

Public offerings, **7:68**
Regulation A, **7:32**
SEC FAQs on Act, **7:69**

UNDERWRITERS

Generally, **5:1 et seq.**
Accountants, criminal prosecution of, **5:65**
Aftermarket, **5:56, 9:20**
Agreements
Among underwriters, **5:27**
Dealer agreement, **5:28**

INDEX

UNDERWRITERS—Cont'd

Agreements—Cont'd

- Escrow agreement, form of, conditional offerings, **5:21, 5:22**
- Working materials, suggested corporate minutes, **19:11**

Arrangements. Underwriting arrangements, below

Attorneys, **11:5**

Avoiding potential liability

- Generally, **5:30 et seq.**
- Abandonment of public offering, **5:34**
- Chinese wall consideration, **5:30**
- Due diligence, **5:31**
- Proposed NASD underwriter investigation standards, **5:32**
- Suitability matters, **5:33**

Banks as underwriters, **5:8**

Best efforts arrangement, **5:17**

Bridge financing, **5:11**

Brokers, salespersons not deemed to be, Rule 3a4-1, **5:4**

Communications

- Generally, **5:40 to 5:42**
- After filing registration statement, **5:42**
- Before filing registration statement, **5:41**
- During offering, **5:40**

Company offerings, **1A:24 to 1A:27, 5:3 to 5:5**

Compensation, **2:3, 5:11, 5:51**

Conflicts of interest, **5:48**

Contracts. Agreements, above

Court proceeding. Digest of legal proceedings against, below

Criminal prosecution, **5:64 to 5:66**

Dealer agreement, **5:28**

Digest of legal proceedings against

- Generally, **5:49 et seq.**
- Accountants, criminal prosecution of, improperly prepared financial statements, court proceeding, **5:65**
- Aftermarket, misleading statement by sales personnel, projections of price increases in stock, SEC proceeding, **5:56**

UNDERWRITERS—Cont'd

Digest of legal proceedings against—Cont'd

All or none distribution, improper, **5:64**

All or none offering, improper, **5:61**

Failure to note applicability of Rule 144, court proceeding in prospectus information, **5:62**

Fairness of underwriting compensation, NASD proceeding, **5:51**

Fraud in registration statement which contained false and misleading financial statement, court proceeding, **5:66**

Fraudulent distribution, improper all or none offering, failure to segregate proceeds, appointment of receiver, **5:61**

Ignorance of securities laws, administrative proceedings by SEC ad NASD, **5:50**

Improper distribution, **5:52 to 5:55, 5:58, 5:59, 5:64**

Improper offering, **5:60, 5:61**

Incomplete distribution, improper release of escrowed funds by bank, SEC proceeding, **5:57**

Manipulation, SEC proceeding, **5:52**

Nominee and fictitious accounts, SEC proceeding, **5:53**

Preferred accounts, SEC proceeding, **5:54**

Proceeds, failure to segregate, improper all or none offering, appointment of receiver, **5:61**

Prospectus information, **5:62, 5:63**

Sales activities as improper, improper distribution through, SEC proceeding, **5:58**

Sales representative of underwriter, SEC disciplinary proceeding against, **5:55**

Statements by underwriters and brokers and Section 10(b) and Rule 10b-5 liability, prospectus information, **5:63**

Successful offering, undisclosed arrangements to create appearance of, improper all or none

UNDERWRITERS—Cont'd

- Digest of legal proceedings against —Cont'd
 - distribution, court proceeding, **5:64**
 - Suspension order upheld, regulation of, improper distribution, court proceeding, **5:59**
 - Waiting period, improper offer during, offer to sell shares in future, court proceeding, **5:60**
- Direct offerings, registered, **5:38**
- Distribution
 - Fraudulent distribution, improper all or none offering, failure to segregate proceeds, appointment of receiver, **5:61**
 - Improper distribution against underwriter
 - Generally, **5:5**
 - Digest of legal proceedings, **5:52 to 5:55, 5:58, 5:59, 5:64**
 - Incomplete distribution, improper release of escrowed funds by bank, SEC proceeding, **5:57**
 - Regulation M market distribution restrictions, **5:25**
- Fairness of underwriting compensation, NASD proceeding, **5:51**
- Financial Industry Regulatory Authority (FINRA)
 - FINRA Rules 5110 and 5190, **8:14**
 - Underwriting arrangements, **5:22, 8:14, 8:15**
 - Underwriting compensation, FINRA Rules 5110 and 5190, **8:14**
 - Underwriting terms, **8:15**
- Finders, **5:29**
- Form 8-K, **5:35**
- Form S-3, **5:37**
- Fraud, **5:61, 5:66**
- Free writing prospectus or “FWP,” **5:43**
- Ignorance of securities laws, administrative proceedings by SEC ad NASD, **5:50**
- Improper distribution against underwriter. Distribution, above
- Improper offering, **5:60, 5:61**
- Incomplete distribution, improper release of escrowed funds by bank,

UNDERWRITERS—Cont'd

- SEC proceeding, **5:57**
- Ineligible issuers, **5:36**
- Institutional investors as statutory underwriters, **5:9**
- IPO allocations, spinning, **5:68**
- Legal proceedings against underwriters. Digest of legal proceedings against, above
- Liability, **5:44**
- Liability. Avoiding potential liability, above
- Manipulation, SEC proceeding, **5:52**
- National Association of Securities Dealers (NASD)
 - Fairness of underwriting compensation, **5:51**
 - Ignorance of securities laws, administrative proceedings, **5:50**
- Nominee and fictitious accounts, SEC proceeding, **5:53**
- PIPE transactions, **5:39**
- Potential liability. Avoiding potential liability, above
- Preclusion of antitrust claims against underwriters, **5:67**
- Preferred accounts, SEC proceeding, **5:54**
- Presumptive underwriter, **5:10**
- Prospectuses
 - Delivery, **5:46**
 - Failure to note applicability of Rule 144, court proceeding, **5:62**
 - Free writing prospectuses, **5:43**
 - Statements by underwriters and brokers, Section 10(b) and Rule 10b-5 liability, **5:63**
- Regulation M, compensation and arrangements, **8:14**
- Regulatory consequences of underwritten offering, **1A:25, 1A:26**
- Rescission offers, **1A:27**
- Research reports, **5:45**
- Rule 3a4-1, **5:4**
- Sales activities, **5:58**
- Sales personnel, **5:56**
- Salespersons not deemed to be brokers, Rule 3a4-1, **5:4**

INDEX

UNDERWRITERS—Cont'd

- Sales representative of underwriter, SEC disciplinary proceeding against, **5:55**
- Seasoned or unseasoned underwriter, **5:6**
- SEC proceedings. Digest of legal proceedings against, above
- Selection of underwriter, **5:7**
- Spinning IPO allocations, **5:68**
- Statutory underwriters, **5:9**
- Stock exchanges, **5:47**
- Sweeteners, **5:23**
- Underwriter/underwriting arrangements
 - Generally, **5:12 et seq.**
 - All-or-none, **5:15**
 - Arrangements, **8:14**
 - Best efforts, **5:17**
 - Compensation and arrangements, **8:14**
 - Conditional offerings, **5:19 to 5:22**
 - Credit on new issues, **5:24**
 - Escrow agreement, form of, conditional offerings, **5:21, 5:22**
 - Escrow of funds requirement, conditional offerings, **5:19**
 - Financial Industry Regulatory Authority (FINRA), **8:14, 8:15**
 - FINRA escrow form, **5:22**
 - Firm commitment, **5:13, 5:18**
 - Forward stock arrangements, **5:17**
 - Improper all or none distribution, undisclosed arrangements to create appearance of successful offering, court proceeding, **5:64**
 - At the market arrangements, **5:17**
 - Mini-maxi, **5:16**
 - Net capital considerations for firm-commitment offerings, **5:18**
 - Potential violations, conditional offerings, **5:20**
 - Qualified independent underwriter, **5:26**
 - Regulation M market distribution restrictions, **5:25**
 - Standby commitment, **5:14**
 - Underwriting sweeteners, **5:23**
 - Working materials, **19:5, 19:11**

UNDERWRITER/UNDERWRITING ARRANGEMENTS

See **Underwriters** (this index)

VENTURE CAPITAL

- Generally, **3:1 et seq.**
- Approaching venture capitalist, **3:35**
- Banks, investment banking firms, **3:7**
- Business plan
 - Generally, **3:21 et seq.**
 - Company, **3:26**
 - Cover page, **3:22**
 - Disclaimer, **3:22**
 - Exhibits, **3:33**
 - Financials, **3:31**
 - Investment, **3:32**
 - Manufacturing, **3:30**
 - Market, **3:27**
 - Products, **3:28**
 - Sales, **3:29**
 - Summary, **3:23**
 - Text of plan, **3:24, 3:25**
- Companies, generally, **3:11**
- Corporations, **3:8**
- Divisions of major corporations, **3:8**
- Equity ownership, **3:19**
- Evaluation of business situations, **3:17 to 3:20**
- Family offices, **3:5**
- Financial ratios, **3:34**
- Foreign venture capitalists, **3:36**
- Headhunters, **3:15**
- Incubators, **3:14**
- Individuals, **3:6**
- Insurance companies, **3:9**
- Investment banking firms, **3:7**
- Locators, **3:4**
- Net return on investment, **3:18**
- Ownership, **3:19**
- Pension funds, **3:10**
- Percentage of equity ownership, **3:19**
- Pricing, **2:15**
- Profit sharing plans, **3:10**
- Public market, **3:13**
- Small business investment companies (SBICs), **3:12**
- Sources, generally, **3:3 et seq.**
- Stages of financing, **3:20**

VENTURE CAPITAL—Cont'd

- Summary, **3:37**
- Terms, **3:38**
- Venture capital companies, **3:11**
- Venture capitalists, generally, **3:2**
- Wealthy families, **3:5**

VOTING

- Pricing, inequitable voting rights, **2:12**

WAITING PERIOD

- Improper offer during, **5:60**

WARRANTS

- Pricing, **2:11**

WEALTHY FAMILIES

- Venture capital, **3:5**

WEBSITES

- Aftermarket, corporations, **9:24**
- JOBS Act of 2012, **1A:11.35**
- Sarbanes-Oxley Act, postings, **16:44**

WELLS NOTICE

- SEC enforcement actions and investigations, **14:23**

WELLS SUBMISSION

- SEC enforcement actions and investigations, **14:23**

WHISTLEBLOWING

- Audit requirements, **11:25**
- Sarbanes-Oxley Act Section 806, **11:47**
- SEC whistleblowing program, **14:46**

WITHDRAWAL

- S series of registered offerings, withdrawn public offerings, **7:4, 7:11**

WORKING MATERIALS

- Generally, **19:1 et seq.**

WORKING MATERIALS—Cont'd

Checklists

- Generally, **19:2**
- Private offering, **19:4**
- Public or private offering, **19:3**
- Underwritten offering, **19:5**
- Company officials, questionnaire, **19:12**
- Corporate disclosures, **19:12.5**
- Corporations. Suggested corporate minutes, below
- Glossary of terms, **19:15**
- Investors in private offering, questionnaire, **19:13**
- Meetings. Suggested corporate minutes, below
- Memorandum of closing, **19:17**
- Minutes. Suggested corporate minutes, below
- Opening memorandum to client outlining relationship, **19:1**
- Past prospectus, **19:18**
- Present prospectus, **19:18**
- Prospectus, **19:18**
- Questionnaire, **19:12, 19:13**
- Rescission offers, **19:19**
- Securities flow chart, **19:16**
- Suggested corporate minutes
 - Blue Sky offering, **19:9**
 - Private offering, **19:8**
 - Public offering, **19:7**
 - Transfer agent, **19:10**
 - Underwriting agreement execution, **19:11**
- Summary of restrictions on public communications for a registered public offering, **19:6**

WRITTEN CONTRACTS

- Safe harbor rules, Regulation D, **6:20**