

Index

Abandoned nonpublic offerings

Restructured transactions, **9:7**

ABA task force guidelines

Integration, Rule 502(a), **3:12**

A / B exchange offers

Unusual nonpublic offerings, **9:10**

Aborted transactions

Rule 503, **4:7**

Accredited investors

Generally, **11:20 to 11:23**

Broadening of category, **11:5**

Definitions. See **Rule 501** (this index)

Information requirements, Rule 502(b), **3:16, 3:31**

Nonaccredited investors

Compared, **11:23**

Offerings to both accredited and nonaccredited investors, **11:22**

Rule 502. See **Rule 502** (this index)

Offerings limited to, **11:21**

Offerings to both accredited and nonaccredited investors, **11:22**

Prior exemptions, Rule 505 (former) vs. Rule 242, **1:17**

Rule 501. See **Rule 501** (this index)

Rule 502. See **Rule 502** (this index)

Rule 506

Purchasers, **7:14**

Verification, **7:15**

State blue sky laws, accredited investor exemption, **10:15**

2023 SEC Report to Congress, **1:6**

Acknowledgment

Purchaser representative, Rule 501(i), **2:50**

Acquisitions

Survey of state blue sky laws, **10:24**

Advertisements

Manner of offering limited, Rule 502(c), **3:40**

Affiliates

Manner of offering limited, Rule 502(c), **3:40, 3:45**

Rule 501(b), **2:29**

Agency

Manner of offering limited, Rule 502(c), **3:57**

State blue sky laws, **10:23**

Aggregate offering price

Generally, **1:31**

Rule 501(c), **2:30 to 2:33**

Rule 504, **5:18, 5:19**

Rule 505 (former), **6:6**

Aggregate sales price

Prior exemptions, **1:9, 1:16**

All or none offerings

Generally, **1:51**

Amendments

1989 amendment program, **1:29**

1992 amendment program, **1:29**

Rule 503, amendments, **4:3, 4:8**

Appeal and review

Integration, Rule 502(a), **3:13**

Assets

Accredited investors, Rule 501(a), total assets in excess of \$5 million, **2:17**

Background

Rule 506, **7:11**

Bad actor

Rule 504 disqualifications, **5:27 et seq.**

Rule 506 disqualifications, **7:16 et seq.**

Sample waiver request, **5:30**

SEC compliance and disclosure interpretations, disqualification, **5:28**

Submission of waiver requests, **5:29**

Beneficial owners

Prior exemptions, **1:11**

State blue sky laws, **10:14**

Blank check companies

Rule 504, **5:4**

Blue sky laws

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

Brokerage commissions

Prior exemptions, **1:10**

Broker - dealer and agent registration

State blue sky laws, **10:23**

Brokers

Brokers - dealer and agent registration, state blue sky laws, **10:23**

Registration, survey of state blue sky laws, **10:24**

Business combinations

Rule 501(d), **2:34**
 Rule 502, **3:30**
 Rule 504, **5:18**
 Rule 506, **7:4**

Business development companies

See **Rule 501** (this index)

Business organizations

Generally, **11:17**

Business relationship

Manner of offering limited, Rule 502(c), **3:46 to 3:48**

Capital

Raising working capital, regulation D, **1:3**
 Rule 506, raising capital, **7:3**
 SEC Summary, Capital-Raising private and limited securities, **1:2**

Certificates

Rule 501(h)
 Equipment trust certificates, **2:45**

Challenges

See **Unusual Nonpublic Offerings** (this index)

Change

See **Modification and Change** (this index)

Chevron doctrine

End of Chevron Doctrine, **1:48**

Citizenship

Rule 501, foreign citizenship or residence, **2:40**

Closed - end company

Accredited investor, Rule 501(a), **2:9**

Coincident offers and sales

Foreign investors, **1:52**

Commissioners

Democrat, regulation D, **1:3**
 Republican, regulation D, **1:3**

Commissions

Authorization of, **11:7**
 Prior exemptions, **1:10**

Comparative table

Generally, **1:54**

Completed offering

Expenses, **11:24**

Compliance

Letters and releases, regulation D, **1:46**
 SEC compliance and disclosure interpretations, **App. D1, 4:10, 5:28**

Conditioning of market

Manner of offering limited, Rule 502(c), **3:56**

Conditions

Rule 502. See **Rule 502** (this index)
 Rule 504. See **Rule 504** (this index)
 Rule 506. See **Rule 506** (this index)
 Rule 508, **8:10**

Congress

2023 SEC Report to Congress, accredited investors, **1:6**

Consideration

Determining sum of, Rule 501(c), **2:32**
 Valuation of noncash consideration, Rule 501(c), **2:33**

Construction and interpretation

Rule 502, **3:42**

Contemplation

Unusual nonpublic offerings, **9:4 to 9:6**

Corporations

Offerings by, **11:25**

Covered person

Rule 262(a), **6:10**
 Rule 506(d)(1), **7:17**

Cryptocurrency, initial coin offerings, security token offerings

Generally, **9:14**

Deductions

Rule 504, **5:21, 5:22**

Definitions

See **Rule 501** (this index)

Democrats

Commissioners, regulation D, **1:3**

Director

Accredited investor, Rule 501(a), **2:20**

Disclosure

Non-accredited investor written disclosures
 Generally, **3:22 to 3:24**
 Rule 152 (former Rule 502(b)), **3:24**
 Rule 502(b), **3:22, 3:23**
 Prior exemptions, **1:15, 1:20**
 Purchaser representative, Rule 501(i), **2:51**
 Rejected proposals, **11:10**
 Rule 502. See **Rule 502** (this index)
 SEC compliance and disclosure interpretations, bad actor disqualifications, **5:28**
 SEC form D, rule 503, **4:10**

Disqualification

Bad actor, **5:27 et seq., 7:16 et seq.**

Disqualification—Cont’d

- Rule 504(b)(3), **5:29**
- Rule 505 (former), **6:11, 6:12**
- Rule 506
 - Avoidance, **7:19**
 - Rule 506(d)(1)(i) through (viii), **7:18**
- Rule 507, **8:2, 8:3**
- Sample waiver request, **5:30**
- SEC compliance and disclosure interpretations, bad actor, **5:28**
- Submission of waiver requests, **5:29**

Effective dates

- Generally, **1:45**

Election

- Accredited investor, Rule 501(a), **2:12**

Electronic filing

- Rule 503, **4:2**

Electronic media

- SEC on use, unusual nonpublic offerings, **9:15**

Eligible entities

- Accredited investor, Rule 501(a), **2:25**

Eligible issuers

- Generally, **11:3**
- Rule 504(a), **5:2**
- Rule 506, **7:2 to 7:5**

Employee benefit plans

- Rule 501, non-contributory employee benefit plans, **2:39**
- Rule 502. See **Rule 502** (this index)

Employees

- State blue sky laws, **10:23**

Employee stock option plan

- Rule 503, **4:6**

Equity lines

- Unusual nonpublic offerings, **9:9**

Equity owners

- Accredited investor, Rule 501(a), **2:26**

Evaluation of Regulation D

- Generally, **11:1 to 11:26**
- Maximum dollar amount, SEC increases, **11:4**
- New directions, **11:2**
- Staff analysis
 - Generally, **11:14 to 11:26**

Evidence

- Rule 502, **3:57, 3:58**

Executive officer

- Accredited investor, Rule 501(a), **2:20**
- Rule 501(f), **2:41**

Exemptions

- Capital-Raising private and limited securities, **1:2**
- Regulation A
 - Policy implications, **1:24**

Exhibits

- Information requirements, Rule 502(b), **3:27**

Expenses

- Completed offering, **11:24**

Federal preemption

- Rule 506, **7:20, 10:18**

Federal regulations

- Relationship to, **1:25**

Federal state coordination

- Rule 505 (former), **6:14, 6:15**

Federal - state exemptions

- Coordination of, **11:8**
- State blue sky laws, **10:2**

Filing guide

- SEC form D, **4:2**

Final Orders

- Rule 501(g), **2:42**

Financial statement information

- Rule 502, non-accredited investors only, **3:21 to 3:24**

Five factor integration test

- New rule 152, Rule 502, **3:2**

Foreign citizenship or residence

- Rule 501, **2:40**

Foreign investors

- Coincident offers and sales, **1:52**

Foreign offerees

- Manner of offering limited, Rule 502(c), **3:35**

Foreign offerings

- Integration, Rule 502(a), **3:14**

Foreign private issuers

- Rule 502, non-accredited investors only, **3:25**

Form D

- Generally, **App. A6**
- Compliance and disclosure, **4:10**
- Contents, **4:10**
- Electronic filing, **4:2**
- Explanation of terms, **4:2**
- Filing guide, **4:2**
- Rule 503 notice of sales, **4:1 to 4:10**

For profit organizations

- See **Rule 501** (this index)

Free shares

Unusual nonpublic offerings, **9:2**

General conditions

See **Rule 502** (this index)

Rule 504. See **Rule 504** (this index)

Rule 506(b)(1), **7:5**

General partners

Rule 501(a)(4), **2:20**

General rules

Rule 501(h), **2:43**

Good faith

Rule 508, **8:12**

Gypsy swaps

Unusual nonpublic offerings, **9:3**

Identifying “person”

Rule 501, **2:3**

Income test

Rule 501(a)(6), **2:22**

Industry group

Generally, **11:18**

Information requirements

Generally, **1:34**

Institutional investors, Rule 501(a)(1)

Rule 501, **2:6**

Institutional relationship

Rule 502, **3:49**

Integration

See **Rule 502** (this index)

Intent

Rule 508, **8:5**

Internet securities offerings

SEC on use, unusual nonpublic offerings, **9:15**

Internet transactions

Unusual nonpublic offerings, **9:13**

Interpretive letters and releases

Generally, **1:46**

Investment Advisers Act

Definitions, Rule 501, **2:13**

Investment companies

Rule 504, **5:3**

Investment Company Act

Closed-end company, **2:9**

Election under section 54(a), **2:12**

Limitation on investments, **2:10**

Rule 501, definitions, **2:8**

Significant managerial assistance, **2:11**

Investors

Accredited investors. See **Accredited Investors** (this index)

Coincident offers and sales to foreign investors, **1:52**

Issuer

Eligible issuers, **6:3, 7:2 to 7:5, 11:3**

Good faith and reasonable attempt to comply, **8:12**

Prior exemptions, **1:14**

Rule 501(g), **2:42**

Rule 502. See **Rule 502** (this index)

Rule 506, **7:2 to 7:5**

Rule 508, **8:12**

Securities of issuer, elimination of concept, **11:6**

State blue sky laws, **10:23**

Judicial interpretation

Rule 506, **7:10**

Judicial review

Integration, Rule 502(a), **3:13**

Legends

Rule 502, removal of restrictive legends, **3:66**

Limitation on nature of purchasers

Rule 506, **7:9**

Limited offering exemptions, regulation d

Cryptocurrencies, **9:14**

Rule 501

Accredited investor, Rule 501(a)

accredited natural persons: proposed (not adopted) Rule 509, **2:28**

new categories of accredited investor, Rule 501(a)(9), (10), (11), (12) and (13), **2:27**

Rule 504(b)(2)

Maximum offering price, illustration of Rule 504(b)(2), **5:25**

Unusual nonpublic offerings

Generally, **9:1 to 9:16**

Challenges, generally, **9:1 to 9:16**

Cryptocurrencies/coins and SAFTs, **9:14**

Regulatory challenges, generally, **9:1 to 9:16**

Limited partnership

Rule 501(h), **2:44**

Limited public offerings

Restructured transactions, **9:11**

Limited securities

SEC summary, Capital-Raising, **1:2**

Mandate

Electronic filing, SEC form D, **4:2**

INDEX

Margin requirements

Generally, **1:50**

Maximum dollar amounts

SEC, rule 504, **11:4**

Maximum offering price

Rule 504. See **Rule 504** (this index)

Maximum relevant amounts

Rule 504, **5:20**

Mergers and acquisitions

Survey of state blue sky laws, **10:24**

Minimum - maximum

Rule 503, **4:5**

Modification and change

Prior exemptions. See **Prior Exemptions** (this index)

Resale restrictions, **11:12**

Rule 501(a), **1:30**

NASAA Uniform Limited Offering Exemption

Adopted September 21, 1983, **App. B1**

Rule 505 (former), **6:15**

Natural persons

Accredited investor, Rule 501(a), **2:21, 2:22**

Net worth test

Rule 501, **2:21**

1989 amendment program

Generally, **1:29**

1992 amendment program

Generally, **1:29**

Nonaccredited investors

See **Accredited Investors** (this index)

Non-accredited investor written disclosures

Generally, **3:22 to 3:24**

Rule 152 (former Rule 502(b)), **3:24**

Rule 502(b), **3:22, 3:23**

Nonaffiliates

Manner of offering limited, Rule 502(c), **3:41, 3:42, 3:50 to 3:52**

Noncash consideration

Valuation, Rule 501(c), **2:33**

Noncontributory employee benefit plans

Rule 501, calculation of number of purchasers, **2:39**

Nonfinancial statement information

Rule 502, **3:20**

Notice

Filing notice of sales. See **Rule 503** (this index)

Notice—Cont'd

Manner of offering limited, Rule 502(c), **3:37, 3:38**

Offeree

Manner of offering limited, Rule 502(c), **3:43**

State blue sky laws, Rule 505 (former) transactions, **10:12**

Offering price

Aggregate offering price. See **Aggregate Offering Price** (this index)

Officer

Executive officer, **2:20, 2:41**

Offshore communications

Manner of offering limited, Rule 502(c), **3:38**

Overview

Rule 505 (former), **6:4**

Rule 506, **7:12**

Rule 506(b)(1), **7:6**

Ownership

Beneficial owners, **1:11, 10:14**

Equity owners, Rule 501(a)(8), **2:26**

Partnership

Offerings by, **11:26**

Rule 501, **2:20**

Payment

Rule 501, **2:31**

Persons

Defined, Rule 501(a)

PIPE transactions

Unusual nonpublic offerings, **9:8**

Preexisting relationship

Manner of offering limited, Rule 502(c), **3:48, 3:53, 3:59**

Preferred exemptions

Generally, **11:15**

Prior exemptions

Accredited investors, Rule 505 (former) vs. Rule 242, **1:17**

Aggregate sales price

Rule 504 vs. Rule 240, **1:9**

Rule 505 (former) vs. Rule 242, **1:16**

Beneficial owners, limitation on number of, Rule 504 vs. Rule 240, **1:11**

Brokerage commissions, Rule 504 vs. Rule 240, **1:10**

Commissions, brokerage, Rule 504 vs. Rule 240, **1:10**

Disclosure, Rule 505 (former) vs. Rule 242, **1:15**

Prior exemptions—Cont’d

- Disclosure documents, Rule 506 vs. Rule 146, **1:20**
- Investors, accredited, Rule 505 (former) vs. Rule 242, **1:17**
- Issuer, type of, Rule 505 (former) vs. Rule 242, **1:14**
- Modification
 - Generally, **1:7 to 1:21**
 - Rule 504 vs. Rule 240, below
 - Rule 505 (former) vs. Rule 242, below
 - Rule 506 vs. Rule 146, below
- Purchasers, quantity of, Rule 506 vs. Rule 146, **1:21**
- Regulation as adopted, **1:23**
- Resales, Rule 504 vs. Rule 240, **1:12**
- Rule 504 vs. Rule 240
 - Generally, **1:8 to 1:12**
 - Aggregate sales price, **1:9**
 - Beneficial owners, limitation on number of, **1:11**
 - Brokerage commissions, **1:10**
 - Manner of offering and resales, **1:12**
- Rule 505 (former) vs. Rule 242
 - Generally, **1:1, 1:13 to 1:17**
 - Accredited investors, **1:17**
 - Aggregate sales price, **1:16**
 - Disclosure, **1:15**
 - Issuer, type of, **1:14**
- Rule 506 vs. Rule 146
 - Generally, **1:18 to 1:21**
 - Disclosure documents, **1:20**
 - Purchasers, quantity of, **1:21**
 - Sophistication, **1:19**
- Sophistication, Rule 506 vs. Rule 146, **1:19**

Private business development companies

- Rule 501(a)(2), **2:7**

Private equity lines

- Unusual nonpublic offerings, **9:9**

Private offerings

- State blue sky laws, Rule 505 (former) transactions, **10:13**
- Unusual nonpublic offerings, **9:11, 9:12**

Private securities

- SEC summary, Capital-Raising, **1:2**

Private to public

- Unusual nonpublic offerings, **9:7**

Private transactions in contemplation of public offering

- Generally, **9:4 to 9:6**

Public offerings

- Private transactions in contemplation of public offering, **9:4 to 9:6**

Public to private

- Restructured transactions, **9:11, 9:12**

Public transactions

- Restructured transactions, **9:7**

Purchaser representative

- See also **Rule 501** (this index)
- Generally, **1:33**

Purchasers

- Calculation of number of, **1:32**
- Prior exemptions, Rule 506 vs. Rule 146, **1:21**
- Rule 501. See **Rule 501** (this index)
- Rule 505, **6:7, 10:12**
- Rule 506, **7:8**
 - Accredited investors, **7:14**
- State blue sky laws, **10:12**

Qualified opportunity zones

- Tax Cuts and Jobs Act of 2017, regulation D, **9:16**

Raising capital

- Rule 506, **7:3**

Reasonable attempt to comply

- Rule 508, **8:12**

Records and recording

- Rejected proposals, **11:11**
- Rule 503. See **Rule 503** (this index)
- Unusual nonpublic offerings, **9:5, 9:6**

Recruitment programs

- Manner of offering limited, Rule 502(c), **3:51**

Redesignations

- Accredited investor, Rule 501(a), **2:5**

Reform

- 1988, accredited investor, Rule 501(a), **2:4**
- Accredited investor, Rule 501(a), **2:5**
- Rule 502, **3:62 to 3:64**

Registration

- Merger and acquisitions, broker registration, **10:24**
- Rule 504, **5:12, 10:7**
- Rule 505, **10:16**
- Rule 506, **10:22**
- State blue sky laws
 - Broker-dealer and agent registration, **10:23**
 - Federal-state registration exemptions, **10:2**
 - Merger and acquisitions, broker registration, **10:24**
 - Special registration procedures, **10:7, 10:16, 10:22**

Registration—Cont’d

Unusual nonpublic offerings, **9:12**

Regulation A

Generally, **1:24**

Regulation D

Bad actor disqualifications, SEC compliance and disclosure interpretations, **5:28**

Chevron Doctrine, **1:48**

Democrat Commissioners, **1:3**

Integration, New Rule 152 (former Rule 502(A)), **3:6**

Operation

Generally, **1:45 to 1:53**

Proposed changes, **1:55**

Qualified opportunity zones, unusual nonpublic offerings, **9:16**

Raising working capital and tension, **1:3**

Republican Commissioners, **1:3**

Rule 503, **4:1 to 4:10**

Scope of regulation, **1:49**

SEC compliance and disclosure interpretations, bad actor disqualifications, **5:28**

Tax Cuts and Jobs Act of 2017, **9:16**

Use the regulation, **1:53**

Regulatory challenges

See **Unusual Nonpublic Offerings** (this index)

Rejected proposals

Generally, **11:9 to 11:13**

Relevant amounts

Rule 504, **5:20, 5:21**

Relevant transactions

Rule 504, **5:22**

Removal of disqualification

Rule 507, **8:3**

Removal of restrictive legends

Rule 502, **3:66**

Reporting business

Distinguishing from nonreporting business, **1:22**

Reporting requirements

Rule 502, **3:26**

Representative

See **Purchasers Representative** (this index)

Republicans

Commissioners, regulation D, **1:3**

Resale

Modification, **11:12**

Prior exemptions, Rule 504 vs. Rule 240, **1:12**

Rule 502, **3:29, 3:65, 3:66**

Rule 504, **1:12, 5:14, 5:26**

Residence

Rule 501, foreign citizenship or residence, **2:40**

Restrictions

Nature of securities sold, **1:35**

Restructured transactions

See **Unusual Nonpublic Offerings** (this index)

Revisions

Rule 504, **1:36**

Rule 505 (former), **1:36**

Rule 506, **1:36**

Risk of liability

Reduction, **11:13**

Rule 135c

Notice, **3:37, 3:38**

Rule 135e

Offshore communications, **3:38**

Rule 146

See **Prior Exemptions** (this index)

Rule 152

2020 revision of SEC integration policy, **3:2**

Integration. **Rule 502** (this index)

Non-accredited investor written disclosures (former Rule 502(b)), **3:24**

Rule 240

See **Prior Exemptions** (this index)

Rule 242

See **Prior Exemptions** (this index)

Rule 262(a)

Covered persons, **6:10**

Disqualification provisions, **6:11, 6:12**

Rule 500

Generally, **1:38**

Rule 501

1988 reform and reorganization, **2:4**

Generally, **1:39, 2:1 et seq.**

Accredited investor, Rule 501(a)

1988 reform and reorganization, **2:4**

Generally, **2:2 to 2:28**

Business development companies

Election under Section 54(a), **2:12**

Investment Advisers Act, definition, **2:13**

Sections 55(a)(1) through (3), **2:10**

Significant managerial assistance, **2:11**

Directors, Rule 501(a)(4), **2:20**

Eligible entities, Rule 501(a)(8), **2:25**

Elimination of \$150,000 purchaser accreditation standard, **2:4**

Equity owners, Rule 501(a)(8), **2:26**

Executive officers, Rule 501(a)(4), **2:20**

Rule 501—Cont'd

Accredited investor, Rule 501(a)—Cont'd
 Family offices and clients, Rule 501(a)(12), (13), **2:7**
 General partners, Rule 501(a)(4), **2:20**
 Identifying “person,” **2:3**
 Income test, Rule 501(a)(6), **2:22**
 Institutional investors, Rule 501(a)(1), **2:6**
 Natural persons, **2:21, 2:22**
 Natural persons who are professionals:
 proposed (not adopted) Rule 509, **2:28**
 Net worth test, **2:21**
 New categories of accredited investor, Rule 501(a)(9), (10), (11), (12) and (13), **2:27**
 Private business development companies, Rule 501(a)(2), **2:7**
 Redesignations, **2:5**
 Reform and reorganization, **2:5**
 Rule 501(a)(3). Tax-exempt and for-profit organizations, below
 Rule 501(a)(4), directors, executive officers, and general partners, **2:20**
 Rule 501(a)(5), natural persons, net worth test, **2:21**
 Rule 501(a)(6), natural person, income test, **2:22**
 Rule 501(a)(7), trusts, **2:23**
 Rule 501(a)(8), entities made up of accredited investors, **2:24 to 2:26**
 Rural business investment company, **2:13**
 Tax-exempt and for-profit organizations
 generally, **2:15 to 2:19**
 For-profit organization, **2:19**
 Purpose of organization, **2:18**
 Rule 501(a)(3), generally, **2:15 to 2:19**
 Status, **2:16**
 Total assets in excess of \$5 million, **2:17**
 Trusts, Rule 501(a)(7), **2:23**
 Affiliates, Rule 501(b), **2:29**
 Aggregate offering price, Rule 501(c), **2:30 to 2:33**
 Assets, total assets in excess of \$5 million, **2:17**
 Business combination, Rule 501(d), **2:34**
 Business development companies. Accredited investor, Rule 501(a), above
 Citizenship, **2:40**
 Closed-end company, **2:9**
 Common definitions, generally, **2:1 et seq.**
 Consideration, **2:32, 2:33**
 Definitions, generally, **2:1 et seq.**
 Directors, Rule 501(a)(4), **2:20**
 Election under Section 54(a), **2:12**
 Eligible entities, Rule 501(a)(8), **2:25**
 Employee benefit plans, **2:39**
 Equity owners, Rule 501(a)(8), **2:26**
 Executive officers, **2:20, 2:41**

Rule 501—Cont'd

Family offices and clients, Rule 501(a)(12), (13), **2:7**
 Foreign citizenship or residence, **2:40**
 For-profit organizations. Tax-exempt and for-profit organizations, below
 General partners, Rule 501(a)(4), **2:20**
 General rule, Rule 501(h), **2:43**
 Identifying “person,” **2:3**
 Income test, Rule 501(a)(6), **2:22**
 Institutional investors, Rule 501(a)(1), **2:6**
 Investment Advisers Act, definition, **2:13**
 Investment Company Act, definition, **2:8**
 Issuer, Rule 501(g), **2:42**
 Limited partnership, Rule 501(h), **2:44**
 Natural persons, **2:21, 2:22**
 Natural persons who are professionals, **2:28**
 Net worth test, **2:21**
 Noncash consideration, **2:33**
 Non-contributory employee benefit plans, **2:39**
 Ownership, **2:26**
 Partnership, **2:20, 2:43**
 Payments for issuance of securities, Rule 501(c), **2:31**
 Private business development companies, Rule 501(a)(2), **2:7**
 Purchasers, calculation of number of
 Generally, **2:35 to 2:40**
 Foreign citizenship or residence, **2:40**
 Non-contributory employee benefit plans, **2:39**
 Rule 501(e), **2:35**
 Rule 501(e)(1), **2:36**
 Rule 501(e)(2), **2:37 to 2:40**
 Specific purpose exception, Rule 501(e)(2), **2:38**
 Redesignations, **2:5**
 Reform and reorganization, **2:5**
 Representative. Purchaser representative, above
 Residence, **2:40**
 Rule 501(a), modification or change, **1:30**
 Rule 501(a)(3). Accredited investor, Rule 501(a), above
 Rule 501(a)(4), directors, executive officers, and general partners
 Accredited investor, Rule 501(a), **2:20**
 Rule 501(a)(5), natural persons, net worth test, **2:21**
 Rule 501(a)(6), natural person, income test, **2:22**
 Rule 501(a)(7), trusts, **2:23**
 Rule 501(a)(8), entities made up of accredited investors, **2:24 to 2:26**
 Rule 501(h)
 Generally, **2:43 to 2:46**
 Rule 501(b), affiliates, **2:29**
 Rule 501(c), aggregate offering price, **2:30 to 2:33**

Rule 501—Cont'd

- Rule 501(d), business combination, **2:34**
- Rule 501(e), calculation of number of purchasers, **2:35**
- Rule 501(e)(1), calculation of number of purchasers, **2:36**
- Rule 501(e)(2), calculation of number of purchasers, **2:37 to 2:40**
- Rule 501(f), executive officer, **2:41**
- Rule 501(g), issuer, **2:42**
- Rule 501(h). Purchaser representative, above
- Rule 509 proposed, **2:28**
- Section 54(a), election, **2:12**
- Sections 55(a)(1) through (3), accredited investor, **2:10**
- Significant managerial assistance, **2:11**
- Specific purpose exception, Rule 501(e)(2), **2:38**
- Tax-exempt and for-profit organizations. Accredited investor, Rule 501(a), above
- Total assets in excess of \$5 million, **2:17**
- Trusts, **2:23**
- Valuation of noncash consideration, Rule 501(c), **2:33**
- Rule 501 (i)**
 - Independence, **2:48**
- Rule 501(a)**
 - See **Rule 501** (this index)
- Rule 501(a)(1)**
 - Institutional investors, **2:6**
- Rule 501(a)(3)**
 - See **Rule 501** (this index)
- Rule 501(a)(4)**
 - Directors, executive officers, and general partners, **2:20**
- Rule 501(a)(5)**
 - Natural persons, net worth test, **2:21**
- Rule 501(a)(6)**
 - Natural person, income test, **2:22**
- Rule 501(a)(7)**
 - Trusts, **2:23**
- Rule 501(a)(8)**
 - Entities made up of accredited investors, **2:24 to 2:26**
- Rule 501(b)**
 - Affiliates, **2:29**
- Rule 501(c)**
 - Aggregate offering price, **2:30 to 2:33**
- Rule 501(d)**
 - Business combination, **2:34**

Rule 501(e)

- Purchasers, calculation of number of, **2:35**

Rule 501(e)(1)

- Purchasers, calculation of number of, **2:36**

Rule 501(e)(2)

- Purchasers, calculation of number of, **2:37 to 2:40**

Rule 501(f)

- Executive officer, **2:41**

Rule 501(g)

- Generally, **2:42**
- Issuer, **2:42**

Rule 501(h)

- See **Rule 501** (this index)
- Generally, **2:43**
- Certificates, equipment trust certificates, **2:45**
- Limited partnership, **2:43, 2:44**

Rule 501(i)

- Generally, **2:47 et seq.**
- Acknowledgment by purchaser, **2:50**
- Disclosure statement, **2:51**
- Purchaser representative
 - Disclosure statement, **2:51**
 - Independence, **2:48**
 - Sophistication, **2:49**
- Sophistication, **2:49**

Rule 502

- Generally, **1:39**
- ABA task force guidelines, **3:12**
- Accredited investors, **3:16, 3:31**
- Advertisements by third person, **3:40**
- Affiliates, **3:40, 3:45**
- Agency, **3:57**
- Appeal and review, **3:13**
- Business combinations, **3:30**
- Business relationship, establishing, **3:46 to 3:48**
- Conditioning of market by issuer, **3:56**
- Conditions, generally, **3:1 to 3:66**
- Construction and interpretation, **3:42**
- Disclosure, special, **3:30**
- Disclosure, written. Information requirements,
 - Rule 502(b), below
- Employee benefit plans, sales under
 - Generally, **3:4 to 3:14**
 - ABA task force guidelines, **3:12**
 - Commencement of offerings (new Rules 152(c) and (d)), **3:10**
 - Completion of offerings (new Rules 152(c) and (d)), **3:10**
 - Foreign offerings, simultaneous, **3:14**
 - Judicial review, **3:13**
 - Limited exception, **3:5**

Rule 502—Cont'd

Employee benefit plans, sales under—Cont'd
 Outside safe harbor, **3:8**
 Regulation D, offerings under, **3:6**
 Rule 152, **3:9**
 Safe harbor, outside, **3:8**
 Simultaneous foreign offerings, **3:14**
 Single business enterprise, **3:11**
 Termination of offerings (new Rules 152(c) and (d)), **3:10**
 Threat of integration, **3:7**
 Employee benefit plans, sales under. Integration, Rule 502(a), below
 Evidence, **3:57, 3:58**
 Exemption, adoption of new—suggested reform, **3:63**
 Exhibits, **3:27**
 Financial statement information, **3:21 to 3:24**
 Five factor integration test, new rule 152, **3:2**
 Foreign offerees, **3:35**
 Foreign offerings, **3:14**
 Foreign private issuers, **3:25**
 General conditions, generally, **3:1 to 3:66**
 Information requirements, Rule 502(b)
 Generally, **3:15 to 3:31**
 Accredited investors only, **3:16**
 Both accredited and non-accredited investors, **3:31**
 Disclosure, written. Nonaccredited investors only, below this group
 Issuer. Nonaccredited investors only, below this group
 Non-accredited investors only
 generally, **3:17 to 3:30**
 Disclosure, special disclosure in business combinations, **3:30**
 Exhibits, **3:27**
 Financial statement information, **3:21 to 3:24**
 Foreign private issuers, **3:25**
 Issuer not subject to reporting requirements, generally, **3:19 to 3:25**
 Issuer subject to reporting requirements, **3:26**
 Non-financial statement information, **3:20**
 Offerings over \$7.5 million, financial statement information, **3:24**
 Offerings up to \$2 million, financial statement information, **3:22**
 Offerings up to \$7.5 million, financial statement information, **3:23**
 Questions and answers, opportunity for, **3:28**
 Resale limitations, disclosure of, **3:29**
 Special disclosure in business combinations, **3:30**

Rule 502—Cont'd

Information requirements, Rule 502(b)—Cont'd
 Non-accredited investors only—Cont'd
 Written disclosure, generally, **3:18 to 3:26**
 Written disclosure. Nonaccredited investors only, above this group
 Institutional relationship, **3:49**
 Integration, New Rule 152 (former Rule 502(A))
 Generally, **3:2 to 3:14**
 ABA task force guidelines, **3:12**
 Commencement of offerings (new Rules 152(c) and (d)), **3:10**
 Completion of offerings (new Rules 152(c) and (d)), **3:10**
 Employee benefit plans, sales under
 generally, **3:4 to 3:14**
 ABA task force guidelines, **3:12**
 commencement of offerings (new Rules 152(c) and (d)), **3:10**
 completion of offerings (new Rules 152(c) and (d)), **3:10**
 foreign offerings, simultaneous, **3:14**
 judicial review, **3:13**
 Limited exception, **3:5**
 outside safe harbor, **3:8**
 regulation D, offerings under, **3:6**
 rule 152, **3:9**
 safe harbor, outside, **3:8**
 simultaneous foreign offerings, **3:14**
 single business enterprise, **3:11**
 termination of offerings (new Rules 152(c) and (d)), **3:10**
 threat of integration, **3:7**
 Foreign offerings, simultaneous, **3:14**
 Judicial review, **3:13**
 Limited exception, **3:5**
 Outside safe harbor, **3:8**
 Regulation D, offerings under, **3:6**
 Revision, five factor test, **3:2**
 Rule 152, **3:9**
 Safe harbor provisions, **3:3, 3:8**
 Simultaneous foreign offerings, **3:14**
 Single business enterprise, **3:11**
 Termination of offerings (new Rules 152(c) and (d)), **3:10**
 Threat of integration, **3:7**
 Issuer
 Information requirements, Rule 502(b), above
 Manner of offering limited, Rule 502(c)
 Conditioning of market, **3:56**
 As offeror, **3:44**
 Relationship between issuer and person making communication, **3:39**
 Relationship between person making communication, issuer and (prospective) offeree, **3:54**

Rule 502—Cont'd

- Judicial review, **3:13**
- Legends, removal of, **3:66**
- Manner of offering limited, Rule 502(c)
 - Generally, **3:32 to 3:61**
 - Advertisements by third person, **3:40**
 - Affiliate as offeror, **3:45**
 - Affiliates, advertisements by, **3:40**
 - Business relationship, establishing, **3:46 to 3:48**
 - Conditioning of market by issuer, **3:56**
 - Evidence, **3:57, 3:58**
 - Exemption, adoption of new—suggested reform, **3:63**
 - Foreign offerees, **3:35**
 - General solicitation, lifting ban on, **3:64**
 - Institutional relationship, **3:49**
 - New exemption, suggested reform, **3:63**
 - Non-affiliates, **3:41, 3:42, 3:50 to 3:52**
 - Number of persons solicited, **3:34**
 - Offeree (prospective) and person making communication, relationship between, **3:43**
 - Offeror, issuer as, **3:44**
 - Preexisting relationship, **3:48, 3:53, 3:59**
 - Recruitment programs, **3:51**
 - Reform, **3:62 to 3:64**
 - Relationship between issuer and person making communication, **3:39**
 - Relationship between person making communication and issuer and (prospective) offeree, **3:54**
 - Rule 135c notice, **3:37, 3:38**
 - Rule 135e offshore communications, **3:38**
 - Rule 506 offerings, **3:61**
 - Solicitation
 - Lifting ban on, **3:64**
 - Subject matter of, **3:60**
 - Specific exceptions, **3:36**
 - Staff interpretations, **3:42**
 - Substantive relationship, **3:47, 3:52**
 - Timing, **3:55, 3:56**
- New rule 152, **3:2**
- Nonaccredited investors. Information requirements, Rule 502(b), above
- Non-affiliates, **3:41, 3:42, 3:50 to 3:52**
- Non-financial statement information, **3:20**
- Notice, **3:37, 3:38**
- Offeree (prospective) and person making communication, relationship between, **3:43**
- Offshore communications, **3:38**
- Preexisting relationship, **3:48, 3:53, 3:59**
- Recruitment programs, **3:51**
- Reform, **3:62 to 3:64**
- Removal of restrictive legends, **3:66**
- Reporting requirements, **3:26**
- Resale, **3:29, 3:65, 3:66**

Rule 502—Cont'd

- Rule 135c notice, **3:37, 3:38**
- Rule 135e offshore communications, **3:38**
- Rule 152, **3:9**
- Rule 502(a). Integration, Rule 502(a), above
- Rule 502(b). Information requirements, Rule 502(b), above
- Rule 502(c). Manner of offering limited, Rule 502(c), above
- Rule 502(d), limitations on resale, **3:65, 3:66**
- Rule 506 offerings, **3:61**
- Safe harbor, **3:3, 3:8**
- Simultaneous foreign offerings, **3:14**
- Single business enterprise, **3:11**
- Solicitation
 - Lifting ban on, **3:64**
 - Subject matter of, **3:60**
- Special disclosure in business combinations, **3:30**
- Staff interpretations, **3:42**
- Substantive relationship, **3:47, 3:52, 3:53, 3:58**
- Third person, **3:40**
- Timing, **3:55, 3:56**
- Written disclosure. Information requirements, Rule 502(b), above

Rule 502(a)

See **Rule 502** (this index)

Rule 502(b)

Non-accredited investor written disclosures, **3:22, 3:23**

Rule 502(c)

See **Rule 502** (this index)

Rule 502(d)

Resale, limitations on, **3:65, 3:66**

Rule 503

- Generally, **1:39, 4:1 to 4:10**
- Aborted transactions, **4:7**
- Amendments, **4:3, 4:8**
- Content, **4:10**
- Electronic filing requirement, **4:2**
- Employee stock option plan, **4:6**
- Explanation of terms, form D, **4:2**
- Filing guide, form D, **4:2**
- Filing of notice of sales, generally, **4:1 to 4:10**
- Form D, amendments in previously filed, **4:3, 4:8**
- Initial filing
 - Aborted transaction, **4:7**
 - Amendment, **4:3, 4:8**
 - Employee stock option plan, **4:6**
 - Minimum-maximum, **4:5**
 - Timing, **4:3 to 4:8**
- Initial filing amendments, **4:8**
- Minimum-maximum, **4:5**
- Notice of sales, filing of, generally, **4:1 to 4:10**

Rule 503—Cont'd

Previously filed Form D amendments, **4:3, 4:8**
 Procedure, **4:9**
 SEC compliance disclosure and interpretations, **4:10**
 SEC Form D data sets information, **4:11**
 Stock, employee stock option plan, **4:6**
 Timing, **4:3 to 4:8**

Rule 504

Generally, **1:26, 1:40, 5:1 to 5:30**
 Aggregate offering price, **5:18, 5:19**
 Bad actor disqualifications, impact, **5:27 et seq.**
 Blank check companies, **5:4**
 Business combinations, limitation on aggregate offering price, **5:18**
 Ceiling, deductions from, **5:22**
 Conditions
 General conditions, below
 Specific condition, below
 Deductions, **5:21, 5:22**
 Disqualifications, bad actor, **5:27 et seq.**
 Dollar amount, SEC increases maximum, **11:4**
 Eligible issuers, Rule 504(a), **5:2**
 General conditions
 Generally, **5:5 to 5:14**
 Analysis, **5:16**
 Exceptions, **5:7**
 1999-January 2017, **5:8**
 1992-April 1999, **5:9**
 Offering made exclusively in states where securities registered, **5:12**
 Offering made in one or more states where securities not registered, **5:11**
 Pre-1992, **5:10**
 Resales, **5:14**
 States with no provision for registration, **5:13, 5:14**
 Investment companies, **5:3**
 Maximum dollar amount, SEC increases, **11:4**
 Maximum offering price. Specific condition, below
 Maximum relevant amounts, **5:20**
 1999-January 2017, **5:8**
 1992-April 1999, **5:9**
 “Offering” for purposes of Rule 504(b)(2), **5:23**
 Pre-1992, **5:10, 5:24, 5:26**
 Prior exemptions. See **Prior Exemptions** (this index)
 Registration, **5:12**
 Relevant amounts, **5:20, 5:21**
 Relevant transactions, **5:22**
 Resale, **5:14, 5:26**
 Revisions, **1:36**
 Rule 504(a), **5:2**
 Rule 504(b)(2), **5:23**

Rule 504—Cont'd

Sales not exceeding \$5 million, generally, **5:1 to 5:30**
 SEC increases maximum dollar amount, **11:4**
 Specific condition
 Generally, **5:15 to 5:26**
 Aggregate offering price, **5:18, 5:19**
 Business combinations, limitation on aggregate offering price, **5:18**
 Ceiling, deductions from, **5:22**
 Deductions, **5:21, 5:22**
 Maximum offering price, generally, **5:15 to 5:26**
 Maximum relevant amounts, **5:20**
 “Offering” for purposes of Rule 504(b)(2), **5:23**
 Pre-1992, resale limitations, **5:26**
 Pre-1992, special \$500,000 maximum, **5:24**
 Relevant amounts, **5:20**
 Relevant transactions, **5:22**
 Time, applicable period for calculating aggregate offering price, **5:19**
 Valuation of securities to be offered, **5:17, 5:18**
 State blue sky laws. See **State Blue Sky Laws** (this index)
 Time, applicable period for calculating aggregate offering price, **5:19**
 Valuation of securities to be offered, **5:17, 5:18**

Rule 504(a)

Eligible issuers, **5:2**

Rule 504(b)(2)

Maximum offering price, illustration of Rule 504(b)(2), **5:25**
 “Offering,” **5:23**

Rule 504(b)(3)

Generally, **5:27**
 Bad actor disqualifications, **5:27 et seq.**
 Impact of Rule 506(d), **5:27**

Rule 505 (former)

Generally, **1:1, 1:13, 1:27, 1:41**
 Conditions
 General, **6:4**
 Specific, **6:5 to 6:13**
 Federal state coordination, **6:14, 6:15**
 Sales not exceeding \$5 million, **6:1 et seq.**
 State blue sky laws, **10:8 et seq.**

Rule 506

Generally, **1:28, 1:42, 7:1 et seq.**
 Accredited investors, Verification, **7:15**
 Avoidance of disqualification, **7:19**
 Background, **7:11**
 Bad actor disqualifications, **7:16 et seq.**
 Business combinations, **7:4**

Rule 506—Cont'd

- Capital, raising, **7:3**
- Conditions
 - General conditions, Rule 506(b)(1), **7:5**
 - Specific conditions, **7:8 to 7:10**
- Covered person, Rule 506(d)(1), **7:17**
- Disqualifications, **7:16 et seq.**
- Eligible issuers and transactions, **7:2 to 7:5**
- Federal pre-emption, **7:20**
- General conditions, Rule 506(b)(1), **7:5**
- Incorporation of Rule 501 and Rule 502, **7:7**
- Incorporation of Rule 501 and Rule 502(a) and (d), **7:13**
- Issuers, eligible, **7:2 to 7:5**
- Judicial interpretation, **7:10**
- Limitation on nature of purchasers, **7:9**
- Limited offers and sales without regard to dollar amount, generally, **7:1 to 7:10**
- Manner of offering limited, Rule 502(c), **3:61**
- Overview, **7:12**
- Prior exemptions. See **Prior Exemptions** (this index)
- Purchasers, **7:8**
 - Accredited investors, **7:14**
- Raising capital, **7:3**
- Revisions, **1:36**
- Rule 506(a), **7:2 to 7:5**
- Rule 506(b)(1), **7:5**
- Rule 506(b)(2), specific conditions, **7:8 to 7:10**
- Rule 506(d)(1), covered person, **7:17**
- Specific conditions, **7:8 to 7:10**
- State blue sky laws. See **State Blue Sky Laws** (this index)
- Statutory basis, **7:2**
- Verification, Accredited investors, **7:15**

Rule 506(a)

- Rule 506, **7:2 to 7:5**

Rule 506(b)(1)

- General conditions, **7:5**
- Overview, **7:6**

Rule 506(b)(2)

- Specific conditions, **7:8 to 7:10**

Rule 507

- Generally, **1:37, 1:43, 8:1 to 8:3**
- Disqualification, possibility of, **8:2, 8:3**
- Removal of disqualification, **8:3**
- Violation, generally, **8:1 to 8:3**

Rule 508

- Generally, **1:37, 1:44, 8:4 to 8:12**
- Conditions and requirements, evaluation of, **8:10**
- Good faith, **8:12**
- Insignificance to offering as whole, generally, **8:6 et seq.**

Rule 508—Cont'd

- Intent, **8:5**
- Issuer's good faith and reasonable attempt to comply, **8:12**
- Reasonable attempt to comply, **8:12**
- Violations, generally, **8:4 et seq.**

Safe harbor

- Integration, Rule 502(a), **3:3, 3:8**

Sales price

- Prior exemptions
 - Rule 504 vs. Rule 240, **1:9**
 - Rule 505 (former) vs. Rule 242, **1:16**

SEC No - Action Letters

- Index, **App. C1**

SEC Release Number 33 - 6330 (August 7, 1981)

- Generally, **App. A1**

SEC Release Number 33 - 6339 (March 3, 1983)

- Generally, **App. A3**

SEC Release Number 33 - 6389 (March 8, 1982)

- Generally, **App. A2**

SEC Release Number 33 - 6758 (March 3, 1988)

- Generally, **App. A4**

SEC Release Number 33 - 6825 (March 14, 1989)

- Generally, **App. A5**

Section 4(a)(5)

- Generally, **1:24**

Section 54(a)

- Election, **2:12**

Sections 55(a)(1) through (3)

- Accredited investor, Rule 501(a), **2:10**

Securities of issuer

- Elimination of concept, **11:6**

Significant managerial assistance

- Accredited investor, Rule 501(a), **2:11**

Simultaneous foreign offerings

- Integration, Rule 502(a), **3:14**

Single business enterprise

- Integration, Rule 502(a), **3:11**

Small business investment companies

- Rule 505 (former), **6:3**

Solicitation

- Manner of offering limited, Rule 502(c), **3:60**
- Rule 502, lifting ban on general solicitation as tool of reform, **3:64**

Sophistication

- Prior exemptions, Rule 506 vs. Rule 146, **1:19**

Sophistication—Cont'd

Purchaser representative, Rule 501, **2:49**

Special disclosure

Information requirements, Rule 502(b), **3:30**

Specific conditions

Rule 504. See **Rule 504** (this index)

Rule 506, **7:8 to 7:10**

Specific purpose exception

Rule 501(e)(2), **2:38**

Staff interpretations

Manner of offering limited, Rule 502(c), **3:42**

State blue sky laws

Generally, **10:1 to 10:24**

Accredited investor exemption, **10:15**

Agent registration, **10:23**

Beneficial owners, limited number of, **10:14**

Broker-dealer and agent registration, **10:23**

Broker registration, **10:24**

Coordination, **10:2**

Coordination with CR-SCOR, **10:2**

Employees, **10:23**

Federal preemption, **10:18**

Federal-state registration exemptions, **10:2**

Issuer, **10:23**

Mergers and acquisitions, **10:24**

Offerees and purchasers, limited number of, **10:12**

Private offerings, Rule 505 (former) transactions, **10:13**

Purchasers, limited number of, **10:12**

Registration

Broker, mergers and acquisitions, **10:24**

Broker-dealer and agent registration, **10:23**

Federal-state registration exemptions, **10:2**

Rule 504 transactions, **10:7**

Rule 505 (former) transactions, **10:16**

Rule 506 transactions, **10:22**

Special registration procedures, **10:7, 10:16, 10:22**

Rule 504 transactions

Generally, **10:3 to 10:7**

Coordination, **10:5**

Explicit efforts to coordinate directly, **10:4**

Possible exemptions in absence of coordination, **10:6**

Special registration procedures, **10:7**

Rule 505 (former) transactions

Generally, **10:8 to 10:16**

Accredited investor exemption, **10:15**

Beneficial owners, limited number of, **10:14**

Explicit efforts to coordinate directly, **10:9**

General regulation, coordination as result of, **10:10**

State blue sky laws—Cont'd

Rule 505 (former) transactions—Cont'd

New York State private offering reform, **10:11**

Offerees and purchasers, limited number of, **10:12**

Possible exemptions in absence of coordination, **10:12 to 10:15**

Private offerings, **10:13**

Special registration procedures, **10:16**

Rule 506 transactions

Generally, **10:17 to 10:22**

After NSMIA, federal preemption, **10:18**

Explicit efforts to coordinate directly, **10:19**

General regulation, coordination as result of, **10:20 to 10:22**

Possible exemptions in absence of coordination, **10:21**

Prior to NSMIA, **10:19 to 10:22**

Special registration procedure, **10:22**

State regulations

Relationship to, **1:25**

Statutory authority

Generally, **1:47**

Statutory basis

Rule 506, **7:2**

Substantive relationship

Rule 502, **3:47, 3:52, 3:53, 3:58**

Tax Cuts and Jobs Act of 2017

Unusual nonpublic offerings, **9:16**

Tax-exempt and for-profit organizations

See **Rule 501** (this index)

Third persons

Manner of offering limited, Rule 502(c), **3:40**

Time

Effective dates, **1:45**

Rule 504, **5:19**

Timing

Manner of offering limited, Rule 502(c), **3:55, 3:56**

Rule 503 filing of notice of sales, **4:3 to 4:8**

Total assets in excess of \$5 million

Accredited investor, Rule 501(a), **2:17**

Trusts

Accredited investor, Rule 501(a)(7), **2:23**

Unusual nonpublic offerings

Generally, **9:1 to 9:16**

Abandoned nonpublic offerings, **9:7**

A / B exchange offers, **9:10**

Challenges, generally, **9:1 to 9:14**

Contemplation of public offering, **9:4 to 9:6**

Unusual nonpublic offerings—Cont'd

- Cryptocurrencies/coins and SAFTs, **9:14**
- Electronic media, SEC on use, **9:15**
- Equity lines, **9:9**
- Free shares, **9:2**
- Gypsy swaps, **9:3**
- Internet securities offerings, SEC on use, **9:15**
- Internet transactions, **9:13**
- Limited public offerings, **9:11**
- Need for exemption, **9:2**
- PIPE transactions, **9:8**
- Post-filing transactions, **9:6**
- Pre-filing transactions, **9:5**
- Private, public to, **9:11, 9:12**
- Private equity lines, **9:9**
- Private to public, **9:7**
- Private transactions in contemplation of public offering, **9:4 to 9:6**
- Public offerings, **9:4 to 9:6**
- Public to private, **9:11, 9:12**
- Public transactions, **9:7**
- Qualified opportunity zones, regulation D, **9:16**
- Records and recording, **9:5, 9:6**
- Registration, **9:12**
- Regulatory challenges, generally, **9:1 to 9:14**
- Restructured transactions
 - Generally, **9:7 to 9:12**

Unusual nonpublic offerings—Cont'd

- Restructured transactions—Cont'd
 - Abandoned nonpublic offerings, **9:7**
 - A / B exchange offers, **9:10**
 - Limited public offerings, **9:11**
 - PIPE transactions, **9:8**
 - Private equity lines, **9:9**
 - Private to public, **9:7**
 - Public to private, **9:11, 9:12**
 - Withdrawn registrations, **9:12**
- Tax Cuts and Jobs Act of 2017, **9:16**
- Withdrawn registrations, **9:12**

Valuation

- Noncash consideration, Rule 501(c), **2:33**
- Rule 504, **5:17, 5:18**

Verification

- Case law, **7:15**
- Rule 506, Accredited investors, **7:15**

Withdrawn registrations

- Unusual nonpublic offerings, **9:12**

Working capital

- Raising, regulation D, **1:3**

Written disclosure

- Rule 502. See **Rule 502** (this index)

