Index

ABANDONED OFFERINGS

Private placement, Rule 155, 5:67

ACCELERATED FILING **DEADLINES**

Sarbanes-Oxley Act of 2002, 6:113,

ACCESS

Sarbanes-Oxley Act of 2002, 6:115

ACCESS EQUALS DELIVERY

Public offerings of equity by foreign issuer into U.S., 2:95

ACCOMMODATIONS

See also Accounting and Financial Matters (this index)

Sarbanes-Oxley Act of 2002, 3:87 Tender and exchange offers

Generally, 11:162 to 11:164

Equal treatment of target securityholders, 11:163

Exemptive and no-action relief from U.S. requirements, 11:163, 11:164

Extension of offer after significant change, 11:164

Minimum duration of offer, 11:164

Notice of extensions, 11:164

Prompt payment or return of tendered securities, 11:164

Subsequent offering periods, 11:163 Withdrawal rights, 11:163

ACCOUNTANT'S REPORT

Auditing, **7:43**

ACCOUNTING AND FINANCIAL **MATTERS**

Generally, 7:1 et seq.

See also Interim Reports and Financial Statements; Sarbanes-Oxley Act (this index)

ACCOUNTING AND FINANCIAL MATTERS—Cont'd

Accommodation

Amortization period of goodwill, below

Financial statement requirements after a reverse acquisition, 7:178

Foreign targets in cross-border business combinations, 7:179

Method of accounting for business combinations, 7:168

Related matters, 7:170

Accountant's report, 7:43

Accounting method for business combinations, 7:163, 7:168

Age of financial statements, 7:120

Amortization period of goodwill

Negative goodwill, 7:169

U.K. GAAP, 7:177

Annual reports, disclosure in, 7:110

Approved enterprise zones, Israel, 7:311

Article 11 of Regulation S-X, pro forma information that departs from, 7:181

Asia, generally, 7:316 to 7:319

Attestation reports on management's assessment of internal control over financing reporting, 7:43

Audit committees

Disclosures, 7:108 to 7:110

Nasdaq listing standards for audit committees, 7:107

NYSE listing standards for audit committees, 7:107

Review of draft of MD&A, 7:266

See also Sarbanes-Oxley Act (this index)

Accountant's report, 7:43

Background, 7:4

Contribution-in-kind reports, 7:41

Auditing—Cont'd

Derivatives, fair values and FAS 133, 7:280

Disclosure of illegal acts, 7:45

Fairness opinions, 7:41

Foreign Corrupt Practices Act, 7:106

GAAS (Generally Accepted Auditing Standards), below in this heading

General standards, 7:36

Illegal acts, disclosure of, 7:45

Indemnification, 7:40

Independence, 7:38

Other issues, 7:105 et seq.

Panel on audit effectiveness, Report and Recommendation, 7:111

Receivables, confirmation of, 7:42

Report, accountant's report, 7:43
Sarbanes-Oxley Act (this index)

SEC requirements, 7:10

Standards, generally, 7:1 et seq.

Technical training and proficiency, 7:37

Audit report, 7:267

Banking and insurance companies, disclosure, **7:283**

Brazil inflationary status, 7:303

Brazil inflation indices, 7:302

Business combinations, 7:162 to 7:179

Canada

Flow through shares, 7:294

Reporting currency changes in, 7:136

Changes in reporting currency, presentation of comparative periods in Euros, 7:139

Chile profit distributions, 7:305

Chile translation of foreign subsidiaries, **7:304**

Columbia, price level adjusting, 7:306

Comprehensive income, FAS 130, 7:125

Consistency with other public statements, **7:262**

Consolidation and proportionate consolidation

Generally, 7:152 to 7:161

Accommodation in item 17 and 18 for proportionate consolidation of investments in joint ventures, 7:154

ACCOUNTING AND FINANCIAL MATTERS—Cont'd

Consolidation and proportionate consolidation—Cont'd

Accounting, consolidation of German special funds, **7:160**

Equity method, potential voting rights and allocation of interests, SIC-33, 7:161

Equity method in U.S. GAAP, consolidated businesses that would be accounted for under, 7:156

Foreign subsidiaries, Mexico, 7:298

German special funds, 7:158 to 7:160

Policies, SPEs, 7:157

Policy disclosures, 7:153

Proportionate consolidation in U.S. GAAP financial statements, 7:155

Contractual obligations and commercial commitments, **7:202**

Contribution-in-kind reports, 7:41

Country specific issues

Generally, 7:293 to 7:319

Approved enterprise zones, Israel, 7:311

Asia, generally, 7:316 to 7:319

Brazil inflationary status, 7:303

Brazil inflation indices, 7:302

Canada, flow through shares, 7:294

Chile profit distributions, 7:305

Chile translation of foreign subsidiaries, **7:304**

Columbia, price level adjusting, **7:306**Consolidation of foreign subsidiaries,
Mexico, **7:298**

Deferred profit sharing, Mexico, 7:297

Devaluation method, Israel, 7:314

Fixed assets of non-Mexican origin, 7:299

Government grants, Israel, 7:313

Inflationary status, Mexico, 7:300

Israel, 7:310 to 7:315

Item 18 disclosures, United Kingdom, **7:309**

Latin America, capital transactionsearnings per share, **7:307**

Latin America, generally, 7:301

ACCOUNTING AND FINANCIAL MATTERS—Cont'd Country specific issues—Cont'd Mexico, 7:295 to 7:300 Pension plans, Israel, 7:312 Pensions, Mexico, 7:296 PRC, consolidation of joint ventures. 7:317 PRC, fixed asset revaluation under IAS 16, 7:318 Price indexed tax systems, Israel, 7:315 South America, generally, 7:301 to 7:306 Taiwan, stock bonuses, 7:319 United Kingdom, 7:308, 7:309 Cross-border business combinations Accommodation, foreign targets, 7:179 Age of pro forma information, 7:182 Currency. Financial statements, below in this heading Deferred profit sharing, Mexico, 7:297 Derivative instruments and hedging activities, FAS 133, 7:124, 7:273 Derivatives Generally, 7:270 to 7:280 Accounting for derivative instruments and hedging activities, FAS 133, 7:273 Auditing fair values and FAS 133. 7:280 Documentation under FAS 133, 7:276 to 7:279 Financial statement presentation and disclosure, 7:279 Hedged forecasted transaction, 7:277 Hedge effectiveness, assessing, 7:278 SEC disclosure requirements, 7:271, 7:272 Summary, 7:273 U.K. GAAP and market risk disclosures, 7:272 Devaluation method, Israel, 7:314 Disclosure Audit committees, 7:108 to 7:110

Auditing, 7:45

Derivatives, 7:279

Banking and insurance companies,

Guides 3 and 6, 7:283

ACCOUNTING AND FINANCIAL MATTERS—Cont'd Disclosure—Cont'd Euro, Staff Legal Bulletin No. 6, 7:140 MD&A, 7:241, 7:249 Mining reserves and depletion, 7:285 New accounting rules, 7:186 Oil and gas full cost ceiling test, 7:284 Revenue recognition, 7:130 Specialized industries, 7:282 to 7:285 United Kingdom, Item 18 disclosures, 7:309 Discrete contributions to results, discussion of, 7:263 Dividend distribution policies, 7:281 Documentation under FAS 133, 7:276 to 7:279 Environmental disclosures, 7:249 Euros, Reporting issues concerning, 7:138 to 7:140 Expert, financial. See Sarbanes-Oxlev Act (this index) Export sales, 7:281 Fairness opinions, 7:41 FAS 141 and 142 on pro forma financial statements, 7:183 **Financial Accounting Standards Board** (FASB) (this index) Financial data, selected, 7:189 Financial disclosure. Listing Require**ments** (this index) Financial information Generally, 7:112 et seq. See also Financial statements, below in this heading Investment advisers, antifraud provisions of regulation, 14:48 Management's discussion and analysis of financial condition and results of operations (MD&A). **Sarbanes-Oxley Act** (this index) Financial notice. Listing Requirements (this index)

Financial statements

7:120

Generally, 7:113 et seq.

Accommodation for certain offerings,

Financial statements—Cont'd
Accounting for associates, IAS 28,
7:151

Acquired businesses, 7:149

Age of financial statements, 7:117, 7:120

Annual, 7:114 to 7:117, 7:120

Article 11 of Regulation S-X, pro forma information that departs from, **7:181**

Business combinations

Generally, 7:162 to 7:179

Accommodation

Amortization period of goodwill and negative goodwill, **7:169**

Amortization period of goodwill under U.K. GAAP, 7:177

Financial statement requirements after a reverse acquisition, 7:178

Foreign targets in cross-border business combinations, 7:179

Method of accounting for business combinations, **7:168**

Accounting for negative goodwill, **7:175**

Accounting method for, **7:163** Goodwill and other intangible assets under U.S. GAAP, accounting for, FAS 142,

7:164

Goodwill lives, 7:174

Impairment of goodwill, 7:176

1998 revisions to IAS 22, **7:173**

Reconciliation accommodations, 7:167

Reconciliation disclosures when pervasive differences between U.S. GAAP and home country GAAP, 7:166

Rule 3-05, pooling of interests under home country GAAP, 7:165

Strict interpretation of uniting of interests, SIC-9, 7:172

Changes since the date of, 7:281

ACCOUNTING AND FINANCIAL MATTERS—Cont'd

Financial statements—Cont'd Changing basis of presentation, 7:187, 7:188

Comprehensive income, FAS 130, 7:125

Consolidation and proportionate consolidation

Generally, 7:152 to 7:161

Accommodation in item 17 and 18 for proportionate consolidation of investments in joint ventures, **7:154**

Accounting, consolidation of German special funds, **7:160**

Equity method, potential voting rights and allocation of interests, SIC-33, 7:161

Equity method in U.S. GAAP, consolidated businesses that would be accounted for under, 7:156

German special funds, 7:158 to 7:160

Policies, SPEs, 7:157

Policy disclosures, 7:153

Proportionate consolidation in U.S. GAAP financial statements, 7:155

Continuous offerings, 7:120

Cross border business combination, age of pro forma information in, 7:182

Currency

Generally, 7:131 to 7:147

Changes in reporting currency, 7:134 to 7:137

Convenience translations, 7:132

Euros, reporting issues concerning, 7:138 to 7:140

Highly inflationary economics, 7:141 to 7:147

Measurement currency, 7:133

Presentation of comparative periods in Euros, **7:139**

Reporting currency, generally, 7:131

Delayed offerings, 7:120

Derivative instruments and hedging activities, application of FAS 133

Financial statements—Cont'd in initial filings, **7:124**

Derivatives, presentation and disclosure, **7:279**

Disclosure about new accounting rules, 7:186

Disclosures, 7:121 et seq.

Disclosures, Euro, Staff Legal Bulletin No. 6, **7:140**

Equity investees, 7:150, 7:151

Euros, Reporting issues concerning, 7:138 to 7:140

FAS 52, determining whether economy is highly inflationary under, **7:146**

FAS 141 and 142 on pro forma financial statements, **7:183**

GAAP, changing to for primary, **7:187**

GAAP, see lines throughout this group

GAAP pronouncements

Generally, 7:123 et seq.

Comprehensive income, FAS 130, 7:125

Derivative instruments and hedging activities, application of FAS 133 in initial filings, **7:124**

Segment and category of activity information, 7:126, 7:127

Stock compensation disclosures, FAS 123, **7:128**

Hyperinflationary economies, 7:141 to 7:147

Inflationary economics, highly, 7:141 to 7:147

Interim, 7:118

More current information, 7:119

Multijurisdictional Disclosure System (MJSD), **12:28 et seq.**

Other, 7:148 to 7:184

Periods covered and audit report, 7:116

Price level adjusted

Generally, 7:142 to 7:145

Cash flow statements, **7:145** Updating, **7:144**

U.S. GAAP, APS 3, 7:143

ACCOUNTING AND FINANCIAL MATTERS—Cont'd

Financial statements—Cont'd

Primary financial statement, changing basis of presentation, **7:188**

Pro forma information, 7:180 to 7:183

Reconciliation, 7:122 et seq.

Reporting currency. Currency, above this group

Reporting in U.S. dollars, 7:147

Required, 7:115

Revenue recognition, 7:130

Schedules to, 7:185

Segment and category of activity information, **7:126**, **7:127**

Sovereigns, 4:14

Stock compensation disclosures, FAS 123, **7:128**

Subsidiary issuers and guarantors, 7:184

Financings, 9:14 to 9:18

Fixed assets of non-Mexican origin, **7:299**

Fixed asset valuations, 7:289

Foreign Corrupt Practices Act, 7:106

Form 20-F, Item 9, 7:191 to 7:258

Fortune 500 Summary (2003). Operating and financial review prospects (MD&A), below in this heading

GAAP. Financial statements, above in this heading

GAAS (Generally accepted auditing standards)

Generally, 7:34 to 7:45

Accountant's reports and attestation reports on management's assessment of internal control over financing reporting, **7:43**

Audit requirements, generally, **7:34 to 7:45**

Disclosure of illegal acts by auditor, 7:45

Inventory observation, 7:42

Problems and solutions, 7:44

Receivables, confirmation of, 7:42

Sarbanes-Oxley Act, 7:39

SEC auditor independent requirements, **7:38 to 7:41**

Technical training proficiency, 7:37

Goodwill

Generally, 7:174

Impairment of, 7:176

Intangible assets under U.S. GAAP, accounting for, FAS 142, **7:164**

Negative goodwill, accounting for, 7:175

Government grants, Israel, 7:313

Hedged forecasted transaction, **7:277**

Hedge effectiveness, assessing, 7:278

Hedging, derivative instruments and hedging activities, application of FAS 133 in initial filings, **7:124**

Illegal acts, disclosure of, 7:45

Impairment charges, 7:245

Indemnification, 7:40

Inflationary status, Mexico, 7:300

Information statement, disclosure in, 7:109

Information systems, Sarbanes-Oxley Act of 2002, **7:73**

Interim MD&A, 7:269

Interim period reporting, 7:234

Inventory, observation of, 7:42

Israel, 7:310 to 7:315

Issuances of government-owned shares to employees, **7:291**

Latin America, capital transactions-earnings per share, **7:307**

Latin America, generally, 7:301

Legal and arbitration proceedings, 7:281

Liquidity and capital resources, generally, **7:194 et seq.**

Literacy, financial, Sarbanes-Oxley Act of 2002, **3:110, 3:116**

Management's discussion and analysis (MD&A)

Generally, 7:190 to 7:269

Additional general recommendations for preparing MD&A, 7:259 to 7:269

Analysis, focus on, 7:258

Audit committee review of draft MD&A, **7:266**

Audit report, 7:267

Consistency with other public statements, **7:262**

ACCOUNTING AND FINANCIAL MATTERS—Cont'd

Management's discussion and analysis (MD&A)—Cont'd

Contents and focus of MD&A, 7:254 to 7:258

Contractual obligations and commercial commitments, 7:202

Critical accounting policy disclosure, 7:241

Discrete contributions to results, discussion of, **7:263**

Discuss each operating segment, **7:260**

Draft MD&A, audit committee review of, **7:266**

Draft MD&A, increase working group discussion of, **7:265**

Environmental and product liability disclosures, **7:249**

Expansion of discussion beyond GAAP, 7:261

Focus of MD&A, 7:254 to 7:258

Fortune 500 Summary (2003), generally, **7:239 to 7:249**, **7:268**

Impairment charges, 7:245

Increased amounts of information available to issuers, effect of, 7:252

Interim MD&A, 7:269

Interim period reporting, 7:234

Key indicators of financial condition and operating performance, focus on, 7:255

Liquidity and capital resources, generally

Generally, 7:194 to 7:201

Cash management, 7:201

Cash requirements, 7:196

Debt instruments, guarantees and related covenants, **7:200**

Financing, 7:199

MD&A Release (1989), 7:194

MD&A Release (2002), 7:194

MD&A Release (2003), **7:195 to 7:201**

Operations, 7:198

Sources and uses of cash, 7:197 to 7:199

Material changes, 7:233

Management's discussion and analysis (MD&A)—Cont'd

Materiality, focus on, 7:256

Material trends and uncertainties, focus on, 7:257

Non-GAAP financial information, **7:242**

Off-balance sheet arrangements, **7:204**

Offsetting factors, discussing, **7:264** Pension plans, **7:246**

Preliminary merger negotiations, 7:236

Presentation of MD&A, 7:253

Prospective information, 7:193

Purpose of guidance, 7:250

Release (2003), generally, **7:250 to 7:258**

Restructuring charges, 7:244

Results of operations, 7:232

Revenue recognition, 7:243

Sarbanes-Oxley Act (this index)

SEC guidance under former item 9 of form 20-F, under current item 5 and related matters, generally, 7:191 to 7:258

SEC November 2004 guidance, **7:268** Securitized financial assets and off-balance sheet arrangements,

7:248

Segment analysis, 7:235

Segment reporting, 7:247

Trading activities that include nonexchange traded contracts accounted for at fair value, **7:238**

Transactions with related and certain other parties, 7:237

Mexico, 7:295 to 7:300

Mining reserves and depletion, disclosure, **7:285**

Multijurisdictional Disclosure System (MJSD), **12:28 et seq.**

Nasdaq listing standards for audit committees, **7:107**

1998 revisions to IAS 22, 7:173

NYSE listing standards for audit committees, 7:107

ACCOUNTING AND FINANCIAL MATTERS—Cont'd

Observation of inventory and confirmation of receivables, **7:42**

Off-balance sheet arrangements, 7:204

Offsetting factors, discussing, 7:264

Oil and gas full cost ceiling test, disclosure, **7:284**

Oil and gas properties, 7:292

Other financial information, export sales, legal and arbitration proceedings, dividend distribution policies and significant changes since the date of the financial statements, 7:281

Other issues, 7:105 et seq.

Panel on audit effectiveness, Report and Recommendation, **7:111**

Pension Plans (this index)

Performance, 7:255

Policy disclosures, 7:153

PR(

Consolidation of joint ventures, **7:317**Fixed asset revaluation under IAS 16, **7:318**

Predecessor financial statements, **7:287**Preliminary merger negotiations, **7:236**Price indexed tax systems, Israel, **7:315**

Price level adjusted financial statements

Generally, **7:142 to 7:145**

Cash flow statements, 7:145

Updating, 7:144

U.S. GAAP, APS 3, 7:143

Privitizations of government owned enterprise

Generally, 7:286 to 7:292

Fixed asset valuations, **7:289**

Issuances of government-owned shares to employees, **7:291**

Oil and gas properties, 7:292

Predecessor financial statements, 7:287

Restructuring activities, 7:290

Selected financial data, 7:288

Pro forma information, 7:180 to 7:183

Prospective information, 7:193

Proxy, disclosure in, 7:109

Public Company Accounting Oversight Board (PCAOB). **Sarbanes-Oxley Act** (this index)

Public Offerings of Equity by Foreign Issuer into U.S. (this index)

Public statements, 7:262

Receivables, confirmation of, 7:42

Recommendations, 7:111

Reconciliation, 7:122 et seq., 7:166, 7:167

Release (2003). Operating and financial review prospects (MD&A), above in this heading

Reports and reporting

Accountant's report, 7:43

Annual reports, disclosure in, **7:110**

Financial reports and reporting, above in this heading

GAAS (Generally accepted auditing standards), 7:43

Operating and financial review prospects (MD&A), 7:247, 7:267

Panel of audit effectiveness, report and recommendations, 7:111

Public Offerings of Equity by Foreign Issuer into U.S. (this index)

Restructuring activities, 7:244, 7:290

Revenue recognition, 7:243

Review of draft of MD&A by committee, **7:266**

Rule 3-05, 7:165

7:272

Sarbanes-Oxley Act (this index)

Schedules to financial statements, **7:185** SEC disclosure requirements, **7:271**,

SEC guidance under former item 9 of form 20-F, under current item 5 and related matters. **7:191 to 7:258**

SEC requirements, 7:10

Segment and category of activity information, **7:126**, **7:127**

Selected financial data, 7:189

Sophistication, financial, Sarbanes-Oxley Act of 2002, **3:116**

South America, generally, **7:301 to 7:306**

Specialized industries, disclosure, **7:282** to **7:285**

Standards, 7:2, 7:3

ACCOUNTING AND FINANCIAL MATTERS—Cont'd

Stock compensation disclosures, FAS 123, **7:128**

Strict interpretation of uniting of interests, SIC-9, **7:172**

Subsidiary issuers and guarantors, 7:184

Taiwan stock bonuses, 7:319

Technical training and proficiency, 7:37

Trading activities that include nonexchange traded contracts accounted for at fair value, **7:238**

Transactions with related and certain other parties, **7:237**

U.K. GAAP and market risk disclosures, 7:272

United Kingdom, 7:308, 7:309

ACQUIRED BUSINESSES

Financial statements, 7:149

ACQUISITIONS

Global offerings, Regulation M, Rule 101, **10:85**

Sarbanes-Oxley Act of 2002, **3:160**Tender and exchange offers, compulsory acquisition, **11:155**

ACTIVELY-TRADED REFERENCE SECURITIES

Global offerings, Regulation M, Rule 102, **10:117**

ACTIVELY TRADED SECURITIES

Global offerings, Regulation M, Rule 101, **10:89**

ACTIVITY LEVEL IDENTIFICATION

Large trader status, filing requirements, 11:53

ACTUARIAL SERVICES

Sarbanes-Oxley Act of 2002, 7:75

ADDITIONAL SHARES

Listing requirements, 3:25

ADJUSTMENTS

Sarbanes-Oxley Act of 2002, 7:99

ADMINISTRATIVE LAW

North American Securities Administrators Association (NASAA), **15:3** Sarbanes-Oxley Act of 2002, **6:170**,

7:80

ADRS

See American Depositary Receipts (this index)

ADVANCES

Sarbanes-Oxley Act of 2002, 6:124

ADVERTISEMENTS

Investment advisers, 14:45 Multijurisdictional Disclosure System (MJSD), 12:119, 12:120

Private placement, Internet offerings, **5:75**

Publicity. See Public Offerings of Equity by Foreign Issuer into U.S. (this index)

ADVISORS

Business development company, **14:50** Sarbanes-Oxley Act of 2002, **3:96**

ADVISORY AGREEMENTS

Investment advisers, 14:51

AFFILIATES

Beneficial ownership reporting, Section 16(b) short-swing profit recovery, 11:27

Blue Sky Law, public offering of securities by foreign issuers, **15:26**

Broker-Dealers (this index)

Global offerings, 10:74

Investment advisers, 14:5

Resales, international tender offers and business combinations, 11:154

Sarbanes-Oxley Act of 2002, 3:83

Tender and exchange offers, 11:27

AFFIRMATIONS

Sarbanes-Oxley Act, 3:193

AGENTS AND AGENCIES

Blue Sky Law, 15:6

Investment advisers, 14:49

Multijurisdictional Disclosure System (MJSD), **12:110**

AGE OF FINANCIAL STATEMENTS

Accounting and financial matters, 7:117, 7:120

AGGREGATE CONTRACTUAL COMMITMENTS

Sarbanes-Oxley Act (this index)

AGREEMENTS

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

ALLOCATION

Public offerings of equity by foreign issuer into U.S., 2:97

AMENDMENTS

Exon-Florio Amendment, 11:185 to 11:187

Institutional investment manager reporting, Form 13F, **11:41**

Investment advisers, 14:39

Large trading Form 13H filings with SEC, 11:58

Multijurisdictional Disclosure System (MJSD), **12:102**

Sarbanes-Oxley Act of 2002, **3:135 to 3:137, 3:169, 6:49, 6:114**

2004 amendments to listing requirements, New York Stock Exchange, 3:9 et seq.

AMERICAN DEPOSITARY RECEIPTS

Generally, 8:1 et seq., 8:25, 8:26

ADR to ADR trades, 8:11

Blue Sky Law, public offering of securities by foreign issuers, **15:16**

Cancellation (withdrawal) to sales trades, **8:13**

Capital, programs for raising, 8:26

Creation to purchase trades, 8:12

Definition, 8:2

Disclosure required by Form F-6, Securities Act registration, **8:21**

Duplicate ADR facilities, 8:17

Eligibility for Form F-6, Securities Act registration, **8:20**

Existing shares, programs for, **8:23 to 8:26**

Foreign issuers

Advantages for, 8:9

Public offerings by, 15:16 et seq.

Form F-6, Securities Act registration, 8:19 to 8:21

Historical background, 8:3

Listing, **5:52**

New shares, programs for raising capital with (and listing after U.S. public

AMERICAN DEPOSITARY

RECEIPTS—Cont'd

offering of ADRs) (level three), **8:26**

Private placement, 5:52

Program options

Generally, 8:22 et seq.

Existing shares, programs for, **8:23 to 8:26**

Listing, 8:25, 8:26

New shares, programs for raising capital with (and listing after U.S. public offering of ADRs) (level three), 8:26

Public offering, 8:25, 8:26

Sponsored (level one), 8:24

Public offering, 8:25, 8:26, 15:17

Registration, Securities Act registration, 8:18 to 8:21

Regulation S, 9:35

Securities Act registration, 8:18 to 8:21

Sponsored (level one), 8:24

Sponsored and unsponsored facilities, 8:14 to 8:17

Trades, 8:11 to 8:13

Trading process, 8:10

U.S. investors, advantages for

Generally, 8:4 et seq.

Availability of information greater, **8:7**

Fewer problems, 8:6

Transfer ease, 8:5

AMERICAN STOCK EXCHANGE

Generally, 3:2

Corporate governance, 3:15

Disclosure, financial, 3:14

Financial disclosure, 3:15

Financial notice, 3:15

Financial reporting, 3:15

Notice, financial, 3:15

Reporting, financial, 3:15

Requirements, generally, 3:9 et seq.

AMEX

See American Stock Exchange (this index)

ANALYSIS

Management's discussion and analysis of financial condition and results of

ANALYSIS—Cont'd

operations (MD&A). **Sarbanes-Oxley Act** (this index)

ANITRUST

Cross-Border Business Combination Rules (this index)

ANNOUNCEMENT

Press announcements, 5:63

ANNUAL FEES

Listing requirements, 3:26

ANNUAL FILING

Large trader filing with SEC, 11:57

ANNUAL MEETINGS

Sarbanes-Oxley Act, 3:147, 3:151

ANNUAL REPORTS

Disclosure, 7:110

Exchange Act, 6:23

Sarbanes-Oxley Act, **3:70**, **3:104**, **6:58**, **6:109** to **6:111**

ANTIFRAUD PROVISIONS AND REGULATION

See also **Investment Advisers** (this index)

Broker-Dealers (this index)

Global offerings, 10:66

Public offerings of equity by foreign issuer into U.S., 2:104

Self-tenders, issuer purchases of its own equity securities, 11:197

ANTIMANIPULATION RULES

Global Offerings (this index)

Multijurisdictional Disclosure System (MJSD), **12:78**

Private placement, 5:72

Public offerings of equity by foreign issuer into U.S., 2:190

Tender and Exchange Offers (this index)

ANTI-MONEY LAUNDERING

Broker-Dealers (this index)

APPLICATIONS

Broker-Dealers (this index)

Sarbanes-Oxley Act of 2002, 7:13

INDEX

APPRAISALS

Sarbanes-Oxley Act of 2002, 7:74

APPROVAL

Broker-Dealers (this index) **Sarbanes-Oxley Act** (this index)

ARBITRAGE TRANSACTIONS

Section 16(e) beneficial ownership reporting, 11:33

ASIA

Accounting and financial matters, 7:316 to 7:319

ASSESSMENT

Derivatives, **7:278**Sarbanes-Oxley Act of 2002, **6:62**

ASSET-BACKED SECURITIES

Global offerings, Regulation M, Rule 101, **10:90**

ASSIGNMENT OF ADVISORY AGREEMENTS

Investment advisers, 14:51

ASSOCIATES

IAS 28, accounting and financial matters, **7:151**

ASSUMPTIONS

Sarbanes-Oxley Act of 2002, 7:219

ATTEMPTS

Sarbanes-Oxley Act of 2002, 6:185

ATTESTATION REPORTS

Accounting and financial matters, 7:43

ATTESTATIONS

Sarbanes-Oxley Act of 2002, 6:62

AT-THE-MARKET OFFERINGS

Global offerings, Regulation M, Rule 101. **10:86**

ATTORNEYS

Sarbanes-Oxley Act (this index)

ATTRIBUTES

Sarbanes-Oxley Act of 2002, 3:124

AUCTIONS

Public offerings of equity by foreign issuer into U.S., 2:111

AUDITS AND AUDITING

See also **Accounting and Financial Matters** (this index)

Sarbanes-Oxley Act (this index)

AUTHORS

Investment advisers, exclusions from definitions, 14:17

AUTOMATIC SHELF REGISTRATION

WKSIs. Public Offerings of Equity by Foreign Issuer into U.S. (this index)

BANK CERTIFICATES OF DEPOSIT

Generally, 1:18

BANKING

Disclosure, accounting and financial matters, 7:283

BANKRUPTCY

Sarbanes-Oxley Act of 2002, 6:179

BANKS

See also **Multinational Development Banks** (this index)

Bank securities

Generally, 4:23 to 4:25

Foreign banks, 4:24

Regulation of, 4:25

Broker-Dealers (this index)

Foreign banks and bank securities, **4:24** Investment advisers, exclusions from definitions, **14:15**

Regulation of bank securities, 4:25

BASKET TRANSACTIONS

Global offerings, Regulation M, Rule 101, **10:102**

BENEFICIAL OWNERSHIP

Tender and Exchange Offers (this index)

BENEFIT PLAN TRANSACTIONS

Sarbanes-Oxley Act of 2002, 6:130

BIDS AND BIDDING

Disclosure requirements in third-party tender offers. See Tender offers, below in this heading

Global Offerings (this index)

BIDS AND BIDDING—Cont'd Multijurisdictional Disclosure System (MJSD) (this index) Regulation 14D. See Tender offers,

below in this heading

Schedule TO, 11:83

Tender offers

Disclosure requirements in third-party tender offers subject to Regulation 14D, 11:78

Commencement, 11:80

Communications, 11:81

Filing, dissemination, and disclosure, 11:82

Regulatory scheme, 11:79 to 11:82 Schedule TO, 11:83

Third-party tender offers. See Tender offers, above in this heading

BLACKOUT PERIODS

Sarbanes-Oxley Act (this index)

BLIND POOLS

Blue sky laws, public offering of securities by foreign issuers, **15:31**

BLUE SKY LAWS

Generally, **15:1 et seq., App. 15A, App. 15E**

Accredited investors, recommended filings for limited offering to, **15:48**

Additional substantive considerations, public offerings by foreign issuers, **15:34**

Affiliates, transactions with, public offerings by foreign issuers, **15:26**

Agents, 15:6

American Depositary Receipts, public offerings by foreign issuers, **15:16**

Application for coordinated state review (CER-1), **App. 15B**

Blind pools, public offerings by foreign issuers, **15:31**

Blue sky memorandum

See Memorandum, below in this heading

Covered securities, **App. 15A** Rule 144A, **App. 15E**

Broker-dealer and agent (salesperson) registration provisions, **15:6**

Case law, private placements of securities under Martin Act, **15:51**

BLUE SKY LAWS-Cont'd

Cheap stock, public offerings by foreign issuers, **15:20**

Construction of "public offering" under Martin Act, **15:51**

Coordinated state review, Application for (CER-1), **App. 15B**

Debt service coverage, public offerings by foreign issuers, **15:30**

Definitions

Generally, 15:8 et seq.

Sale, 15:10

Scope of Uniform Securities Act provisions, **15:11**

Security, 15:9

Depository receipts, 15:16

Dilution, 15:21

Directors, loans to, 15:23

Disclosure, 15:29

Dividends, 15:43

Employees, loans to, 15:23

Exemptions

Generally, 15:12 to 15:15

National Securities Markets Improvement Act, **15:15**

Private offering exemptions and exclusions, **App. 15D**

Securities exemptions, 15:13

Transaction exemptions, 15:14, 15:15

Exhibits, 15:38

Expenses, 15:27, 15:28

Fair, just, and equitable review, **15:19** Foreign investors

Private placements in U.S. by foreign issuers, below in this heading

Public offering of securities by foreign issuers, below in this heading

Form D filing requirements, 15:46

Form U-1, 15:37

General expense limitations, 15:28

Genesis, 15:2

Importance of issuer's state of incorporation, **15:34**

Incorporation, importance of issuer's state of, 15:34

Internet, public offering over, 15:41

Investment adviser and investment adviser representative registration requirements, **15:7**

BLUE SKY LAWS—Cont'd

Limited offering to accredited investors, recommended filings for, **15:48**

Limits, general expense limitations, **15:28**

Loans to officers, directors, and employees, **15:23**

Martin Act, private placements of securities under, **15:49 to 15:51**

Mechanics and procedure, generally, 15:36 to 15:40

Memorandum

Covered securities, **App. 15A**Non-covered securities, **App. 15C**Public offering of securities by
foreign issuers, **15:39**

Rule 144A, App. 15E

NASAA, 15:3

National Securities Markets Improvement Act. 15:15

New York practice, 15:49 to 15:51

Offering price and dilution, public offerings by foreign issuers, **15:21**

Officers, loans to, 15:23

Options and warrants, 15:22

Ordinary shares, 15:17

Price, offering, foreign issuers' public offerings, **15:21**

Private offering exemptions and exclusions, **App. 15D**

Private placements, international financial transactions and capital markets, **5:32**, **5:57**

Private placements in U.S. by foreign investors

Changes in timing of filings, **15:45** Filing requirement, **15:46**

Recommended filings for limited offering to accredited investors, **15:48**

Rule 506 offerings, variations in Rule 506 offerings, **15:47**

Timing of filings, changes in, **15:45** Variations in Rule 506 offerings, **15:47**

Private placements of securities under Martin Act, New York practice, 15:49 to 15:51

Public offering of securities by foreign

Generally, 2:4, 2:5, 15:16 et seq.

BLUE SKY LAWS—Cont'd

Public offering of securities by foreign issuers—Cont'd

Additional substantive considerations, 15:35

Affiliates, transactions with, 15:26

American Depositary Receipts, **15:16**

Blind pools, **15:31**

Cheap stock, 15:20

Communications between states, **15:33**

Debt service coverage, 15:30

Directors, loans to officers, directors, and employees, **15:23**

Disclosure, 15:29

Employees, loans to officers, directors, and employees, **15:23**

Exhibits, 15:38

Expenses, 15:27, 15:28

Fair, just, and equitable standard, **15:19**

Form U-1, 15:37

General expense limitations, 15:28

Importance of issuer's state of incorporation, **15:34**

Incorporation, importance of issuer's state of, 15:34

Internet, public offering over, 15:41

Limitations, general expense limitations, **15:28**

Loans to officers, directors, and employees, **15:23**

Mechanics and procedure, generally, 15:36 to 15:40

Memorandum, 15:39

Offering price and dilution, 15:21

Officers, loans, 15:23

Options and warrants, 15:22

Ordinary shares, 15:17

Sharing of expenses, 15:27

Sovereign offerings, 15:42

States, 15:33, 15:34

Stock dividends, 15:43

Substantive considerations, **15:18 et seq.**

Timing, 15:32, 15:40, 15:45

Transactions with affiliates, 15:26

Underwriters' warrants, 15:25

Voting rights, 15:24

Warrants, 15:22, 15:25

BLUE SKY LAWS—Cont'd

Receipts, American depositary receipts, **15:16**

Recommended filings for limited offering to accredited investors, **15:48**

Registration, 2:4, 2:5, 15:5 to 15:7 Relevant provisions of Martin Act, 15:50

Rule 144A Blue Sky Memorandum, App. 15E

Rule 144A transactions, **15:52, App. 15E**

Rule 506 offerings, **15:44**, **15:47**

Sale defined, 15:10

Salesperson registration provisions, **15:6** Scope of Uniform Securities Act provisions, **15:11**

Secondary trading, 15:53

Securities exemptions, 15:13

Securities registration provisions, 15:5

Security defined, 15:9

Sharing of expenses, 15:27

Sovereign offerings, 15:42

States, 5:32, 5:57, 15:34, App. 15B

Statutes, private placement of securities under Martin Act, **15:50**

Stock dividends, 15:43

Structure, 15:4

Timing, 15:32, 15:40, 15:45

Transaction exemptions, 15:14

Underwriters' warrants, 15:25

Uniform Securities Act, generally, **15:11** Variations in Rule 506 offerings, **15:47**

Voting rights, 15:24

Warrants, 15:22, 15:25

BLUE SKY MEMORANDUM

Covered securities, App. 15A

Non-covered securities, App. 15C

Public offering of securities by foreign issuers, **15:39**

Rule 144A, App. 15E

BOARD COMMITTEES

Sarbanes-Oxley Act of 2002, 3:59

BOARD OF DIRECTORS

Sarbanes-Oxley Act (this index)

BONUSES

Sarbanes-Oxley Act of 2002, 6:149

BONUSES—Cont'd

Taiwan, 7:319

BOOKKEEPING

Sarbanes-Oxley Act of 2002, 7:72

RR A 7.11

Accounting and financial matters Inflationary status, 7:303 Inflation indices, 7:302

BROADCAST RELEASES

Sarbanes-Oxley Act of 2002, 6:99

BROCHURE RULE

Investment advisers, 14:42

BROKER

See **Broker-Dealers** (this index)

BROKER-DEALERS

Generally, 13:1 et seq.

Accuracy of required records, regulation, **13:194**

Affiliates

Banks, exceptions and exemptions from definitions, 13:47, 13:48

De minimis exception, 13:60

Relations between registered and unregistered affiliates, **13:121**

Aggregate indebtedness standard, protection of customer funds and securities, 13:210, 13:211

Annual audit report and supplemental reports, **13:199**

Annual report on revenue and expenses, 13:198

Antifraud regulation

Generally, 13:159

Churning, fraud against customers, 13:172

Close-out and pre-borrow requirements, restrictions on short sales, 13:178

Confirmation rule, fraud against customers, 13:164

Cooling-off period, duty to investigate and suitability doctrine, 13:170

Delivery requirements for short sales, 13:176 to 13:178

Directed brokerage, fraud involving commissions against customers, 13:173

- Antifraud regulation—Cont'd
 Disclosure and suitability requirements, duty to investigate,
 13:170
 - Disclosure of credit terms, fraud against customers, **13:165**
 - Duty of best execution, fraud against customers, 13:161
 - Duty of fair dealing, fraud against customers, 13:160
 - Excessive markups and markdowns, fraud against customers, **13:163**
 - Fiduciary duties, fraud against customers, 13:166
 - Fraud against customers, **13:160 to 13:173**
 - Investigation duty, fraud against customers, 13:167 to 13:171
 - Locate requirements for short sales, 13:176 to 13:178
 - Long sales delivery requirements, restrictions on short sales, 13:182
 - Order marking requirements, restrictions on short sales, **13:180**
 - Ownership, definition, 13:181
 - Payment for order flow, fraud involving commissions against customers, 13:173
 - Penny stock, definition, 13:169
 - Prevailing market price for determining markups and markdowns, fraud against customers, 13:162
 - Purposes of short selling, restrictions on short sales, **13:174**
 - Regulation SHO, 13:175
 - Restrictions on short sales, **13:174 to 13:185**
 - Rule 105 of Regulation M, 13:185
 - SEC penny stock rules, duty to investigate, **13:168**, **13:169**
 - Shingle theory, fraud against customers, **13:160**
 - Short sale defined, restrictions on short sales, **13:174**
 - Soft dollar arrangements, fraud involving commissions against customers, 13:173
 - SRO suitability requirements, duty to investigate and suitability doctrine, **13:171**

BROKER-DEALERS—Cont'd

- Antifraud regulation—Cont'd Suitability doctrine, fraud against customers, 13:167 to 13:171
 - Temporary suspension of short sale price tests for certain securities, 13:179
 - Uniform short sale price test proposal, 13:184
- Anti-money laundering compliance obligations
 - AML compliance programs, **13:246**
 - Background, 13:245
 - BSA reporting requirements, 13:256
 - CIPs, customer identification programs, **13:247 to 13:250**
 - Correspondent accounts, due diligence programs, **13:252**
 - Covered persons, customer identification programs, 13:248
 - Customer identification programs (CIPs), 13:247 to 13:250
 - Due diligence programs for certain foreign accounts, 13:251 to 13:253
 - Foreign accounts, special due diligence programs for certain accounts, 13:251 to 13:253
 - Foreign shell banks, correspondent accounts, 13:254
 - Information sharing, 13:258
 - OFAC sanctions programs, 13:260
 - Primary money laundering, special measures, 13:259
 - Private banking account, due diligence programs, **13:253**
 - Procedures, customer identification programs, 13:249
 - Records of funds (wire) transfers, 13:257
 - Reliance on another financial institution to perform procedures, customer identification programs, 13:250
 - Special due diligence programs for certain foreign accounts, 13:251 to 13:253
 - Suspicious activity reporting, 13:255 Wire transfers, records, 13:257
- **Applications**
 - SEC registration, Form BD, 13:124

Applications—Cont'd

SRO membership, 13:132

Approval process

SEC registration, 13:127

SRO membership, 13:135

Audit report and supplemental reports, annual, 13:199

Back-office services, support service providers, **13:21**

Banks

Acting as broker-dealers, 13:34

Affiliate transactions, 13:47, 13:48

Defined, 13:8, 13:9, 13:24 to 13:80

De minimis exception, 13:58 to 13:80

Employee benefit plans, exceptions and exemptions from definitions, 13:38

Exceptions and exemptions from definitions, **13:24 to 13:81**

Finders, networking arrangements, 13:8, 13:9

Identified banking products, 13:56

Money market funds, 13:46

Municipal securities, 13:57

NASD Rule 2350, 13:9

Networking arrangements

Exceptions and exemptions from definitions, 13:27 to 13:30

Finders, 13:8, 13:9

Private placements, 13:49

Regulation S transactions with non-U.S. persons, **13:50**

Safekeeping and custody activities, 13:51 to 13:55

Securities transactions permissible, 13:39

Stock purchase plans, 13:40

Sweep accounts, 13:41 to 13:45

Trust and fiduciary activities, 13:31 to 13:37

Bank Secrecy Act, protection of customer funds and securities, 13:193

Blue sky laws, registration provisions, broker-dealer and agent (salesperson), **15:6**

Broker defined, 13:5 to 13:22

Bulletin boards, finders, 13:14 to 13:16

BROKER-DEALERS-Cont'd

Business continuity planning

NASD and NYSE business continuity rules, 13:261

SEC recommendations, 13:262

Business in securities defined, 13:4, 13:81

Chinese walls, insider trading prevention, **13:186**

Churning, fraud against customers, 13:172

Close-out and pre-borrow requirements, restrictions on short sales, **13:178**

Commercial paper, business exclusively in, 13:86

Communications links and trade support, support service providers, 13:20

Computation of net capital, 13:209

Computers, Internet referrals and web links, 13:13

Confirmation rule, fraud against customers, 13:164

Conflicts of interest. Research analyst conflicts of interest, infra

Consolidated supervised entities (CSEs)

Generally, 13:294

Early warning requirements, requirements, **13:297**

Financial reports, requirements, 13:300

Internal risk management procedures, requirements, **13:298**

Net capital requirements, requirements, 13:296

Recordkeeping, requirements, **13:299** Requirements for broker-dealers,

13:295 to 13:300

Ultimate holding company requirements, **13:301**

Cooling-off period, duty to investigate and suitability doctrine, 13:170

Credit regulation

Generally, **13:272**

Account structure, Regulation T, 13:276

Arranging credit, Regulation T, 13:277

Enforcement, Regulation T, 13:278

Extension of credit by broker-dealers,

Credit regulation—Cont'd

Regulation T, 13:273 to 13:278 Banks Extension of credit on "new issue" Broker, exceptions from definition, distributions, 13:281 13:26, 13:60 Free credit balances, protection of Credit unions, 13:78 to 13:80 customer funds and securities, Dealer, exceptions from definition, 13:217 13:62 to 13:66, 13:72 Margin and exempted securities, Dealer, exemptions from definition, Regulation T, 13:275 13:67 to 13:72 Margin requirement, Regulation T, Exceptions from definitions of 13:274 "broker" and "dealer," 13:58 "New issue" distributions, credit to 13:80 extended on, 13:281 Rescission liability, temporary Regulation T, 13:273 exemption, 13:73 SEC and CFTC margin requirements Thrifts, 13:74 to 13:77 for futures products, 13:279 Credit unions SRO margin rules, 13:280 Generally, **13:78** Custody activities, exceptions and Current treatment, 13:79 exemption from definitions, 13:51 Proposed exemptions, 13:80 to 13:55 Definition of dealer, exceptions, Custody rule, protection of customer 13:62 funds and securities, 13:215 Fiduciary transactions, 13:64 Customer protection rule, 13:214 Identified banking products, **13:66** Customer statements, reports, 13:200 Investment transactions, 13:64 Dealer-trader distinction, 13:23 Permissible securities transactions, **Definitions** 13:63 Generally, 13:3 et seg. Rule 3a5-1 under Exchange Act, Banks, 13:8, 13:9, 13:24 to 13:80 13:59 Broker. 13:5 to 13:22 Statutory exception, 13:58 Business in securities, 13:4, 13:81 Thrifts Dealer-trader distinguished from Generally, **13:74** dealer, 13:23 Additional proposed exemptions, Employees of issuer making direct 13:77 distribution, 13:19 Current exemption, 13:75 Financial institutions, 13:8, 13:9 Proposed redesignation of current Finders, brokers as, 13:6 to 3:16 exemption, 13:76 Investment adviser, broker as, 13:17 Trustee transactions, 13:64 Issuers and employees, 13:18, 13:19 Two step analysis, "dealer" registra-Ownership, 13:181 tion requirement, 13:61 Penny stock, 13:169 Designated examining authority, 13:139 Privacy of consumer financial infor-Direct contacts. Foreign broker-dealers, mation, 13:226 exemptions for, below in this head-Short sale defined, 13:174 Delivery requirements for short sales, Directed brokerage, fraud involving antifraud regulation, 13:176 to commissions against customers, 13:178 13:173 De minimis exception Affiliates, exceptions not applicable, Disclosure and suitability requirements, 13:60 duty to investigate, 13:170

BROKER-DEALERS—Cont'd

De minimis exception—Cont'd

Asset-backed transactions, 13:65

Disclosure of credit terms, fraud against customers, 13:165

Dual employees, Rule 15a-6, 13:120

Duty of best execution, fraud against customers, 13:161

Early warnings

Protection of customer funds and securities, 13:213

Recordkeeping violations, 13:195

Electronic submission of trading data, 13:206

Electronic trading systems

Alternative trading systems and Regulation ATS, 13:309

Day trading, **13:316**

Internal broker-dealer systems, 13:311

Online brokerage and electronic communications, 13:310

Protection of customer funds and securities. 13:206

Regulation ATS, 13:309

Employee benefit plans, proposed exemption from definitions of "broker" and "dealer," 13:38

Employee leasing services, 13:22

Employees of issuer making direct distribution. 13:19

Enforcement

Inspections, 13:313

Private rights of action, 13:316

SEC sanctions, 13:315

SRO sanctions, 13:314

Excessive markups and markdowns, fraud against customers, 13:163

Exchange Act, Rule 15a-6. See Foreign broker-dealers, exemptions for, below in this heading

Exclusions and exemptions

Generally, 13:24 et seq.

Banks and other financial institutions, definitions, 13:24 to 13:80

Commercial paper, business exclusively in, **13:86**

Foreign broker-dealers, exemptions for, below in this heading

Government securities, business exclusively in, 13:87

BROKER-DEALERS-Cont'd

Exclusions and exemptions—Cont'd Section 15 registration requirement, 13:81 to 13:121

Security futures products, 13:153 et seq.

Expenses, annual report, 13:198

Expense sharing agreements, reports, 13:202

Fiduciary duties, fraud against customers, 13:166

Financial institutions. Banks, above in this heading

Financial reports, protection of customer funds and securities, 13:196 to 13:206

Financial responsibility, generally, 13:207 to 13:222

Finders

Brokers as, defined, **13:6 to 13:16**Pulletin boards, **13:14 to 13:16**

Bulletin boards, 13:14 to 13:16

Definitions, networking arrangements, 13:7 to 13:12

Financial institutions, networking arrangements, 13:8, 13:9

Insurance agencies, networking arrangements, 13:10

Internet referrals and web links, 13:13

Issuer bulletin boards, 13:16

NASD Rule 2350, 13:9

Networking arrangements, definitions, 13:7 to 13:12

Real estate brokers or agents, networking arrangements, 13:11

Referral networks or affinity groups, networking arrangements, 13:12

Third-party bulletin boards, 13:15

Foreign broker-dealers, exemptions for

Generally, 13:92 et seq.

Classes of persons, 13:105 to 13:109

Direct contacts, generally, **13:97 et** seq.

Exchange Act, Rule 15a-6, generally, 13:91 et seq.

Foreign associated persons, 13:99

Foreign broker-dealer, 13:98

Foreign persons temporarily present in U.S., 13:108

Government securities activities, 13:113

Foreign broker-dealers, exemptions for —Cont'd

International organizations, 13:107
Memoranda of understanding, 13:118
NAFTA, 13:115

Nondirect contacts, **13:94 to 13:96**Quotation systems, third-party, **13:110**

Registered broker-dealer, 13:106 Registration requirements, generally, 13:92 et seq.

Research reports provided by major U.S. institutional investors, 13:95

Residence, U.S. persons resident abroad, **13:109**

Stock-exchange linkages, trades through, **13:111**

Temporary visits, foreign persons temporarily present in U.S., 13:108

Third-party quotation systems, **13:110** Unsolicited transactions, nondirect contacts, **13:94**

U.S. persons resident abroad, 13:109 Violations of U.S. law, 13:114 Visits to U.S., 13:101

World Trade Organization financial services agreement, **13:116**

Foreign persons temporarily present in U.S., 13:108

Foreign residence, U.S. persons resident abroad, **13:109**

Form BD, SEC registration, 13:124

Form BDW, SEC registration, notice of withdrawal from, 13:146

Form of record retention, 13:191

Free credit balances, protection of customer funds and securities, 13:217

Global offerings, Regulation M, Rule 101, **10:73**

Government securities, **13:40**, **13:87** Hiring, **13:304**

Hypothecation of customers' securities, 13:219

Identified banking products

De minimis exception, 13:66

BROKER-DEALERS—Cont'd

Identified banking products—Cont'd Statutory exception from definition, 13:56

Independent accountant selection, 13:143

Insider trading prevention

Chinese walls, 13:186

Private securities transactions of associated person, **13:187**

Restrictions on private security trading, **13:187**

Inspection, security futures products, 13:155

Insurance agencies, finders, 13:10
Internal procedures, 13:303 to 13:306
Internet referrals and web links, finders, 13:13

Investigation duty, fraud against customers, 13:167 to 13:171

Investment adviser defined, 13:17, 14:16

Issuer bulletin boards, finders, **13:16**Issuers and employees

Definitions, 13:18, 13:19

Employees of issuer making direct distribution, 13:19

Jurisdiction, registration requirement, 13:2

Limits on withdrawing equity, protection of customer funds and securities, 13:212

Locate requirements for short sales, antifraud regulation, 13:176 to 13:178

Long sales delivery requirements, restrictions on short sales, **13:182**

Lost and Stolen Securities Program registration, 13:142

Margin securities, installment payment arrangement, global offerings, 10:12

Material inadequacies in accounting systems and procedures, early warnings, 13:213

Membership in SRO, 13:129 to 13:140 Memoranda of understanding, 13:118

Money market funds, proposed exemption from definition, **13:46**

Monthly reports, 13:197

Multijurisdictional Disclosure System (MJSD), **12:76**

Municipal securities, statutory exception from definition, **13:57**

NAFTA, 13:115

NASD, self-regulatory organizations, 13:130

NASD Rule 2350, finders, 13:9

Net capital declines, protection of customer funds and securities, 13:213

Net capital rule, protection of customer funds and securities, 13:208 to 13:213

New York Stock Exchange, membership on, 13:138

New York stock exchange rules

Research analyst conflicts of interest, 13:270

Self-regulatory organizations, 13:241

Nondirect contacts. See Foreign broker dealers, exemption for, above in this heading

Nonresident broker-dealers, regulation, 13:192

Notice registration

CFTC, 13:149

Conversion to full registration, 13:157

SEC, 13:150 to 13:152

Order marking requirements, restrictions on short sales, 13:180

OTC derivatives dealers

Annual audit report and supplemental reports, 13:288

Commodity Exchange Act and related rules. 13:293

Confirmation rule, 13:282

Control of customer securities, 13:291

Credit regulation, 13:292

Early warning requirements, 13:290

Exemption from SRO membership, 13:140

Financial reports, 13:286 to 13:289

Internal risk management control system, 13:283

Net capital requirements, 13:284

BROKER-DEALERS-Cont'd

OTC derivatives dealers—Cont'd Notification of change of fiscal year, 13:289

Quarterly reports, 13:287

Recordkeeping, 13:285

Rehypothecation of customer securities, **13:291**

Payment for order flow, fraud involving commissions against customers, 13:173

Payroll and employee leasing services, 13:22

Penny stock, definition, 13:169

Person providing support services to registered broker-dealers, defined, 13:20 to 13:22

Place of record retention, 13:191

Prevailing market price for determining markups and markdowns, fraud against customers, 13:162

Privacy of consumer financial information

Annual privacy notice to consumers, 13:228

Content of notices to consumers, 13:229

Definitions, 13:226

Delivery of privacy and opt out notices, 13:232

Disposal of consumer report information, **13:236**

Exceptions to right to opt out, 13:234 Initial privacy notice to consumers, 13:227

Limits on disclosure, 13:233

Opt out methods, 13:230

Opt out notice, form, 13:230

Opt out notices and privacy, 13:225

Relation of Regulation S-P to other privacy laws and rules, **13:237**

Revised privacy notices, 13:231

Rule of construction, 13:224

Safeguards, 13:235

SEC privacy rules (Regulation S-P), 13:223

Private placements

Net capital rule, **5:55**, **5:56**

Rule 506(c), 5:16

Rule 144A, 5:55, 5:56

Private placements—Cont'd
Statutory exception from definition,
13:49

Private securities transactions of associated person, **13:187**

Protection of customer funds and securities

Generally, 13:188

Accuracy of required records, 13:194

Aggregate indebtedness standard, 13:210, 13:211

Annual audit report and supplemental reports, **13:199**

Annual report on revenue and expenses, 13:198

Audit report and supplemental reports, annual, **13:199**

Bank Secrecy Act, 13:193

Computation of net capital, 13:209

Custody rule, **13:215**

Customer insurance, SIPC, 13:221

Customer protection rule, 13:214

 $Customer\ statements,\ reports,\ \textbf{13:200}$

Early warnings, **13:195**, **13:213**

Electronic submission of trading data, 13:206

Expenses, annual report, 13:198
Expense sharing agreements, reports, 13:202

Financial reports, **13:196 to 13:206**Financial responsibility, generally, **13:207 to 13:222**

Form of record retention, **13:191** Free credit balances, **13:217**

Hypothecation of customers' securities, **13:219**

Limits on withdrawing equity, 13:212 Liquidation proceedings, SIPC, 13:222

Material inadequacies in accounting systems and procedures, early warnings, 13:213

Monthly reports concerning brokerdealer, 13:197

Net capital declines, 13:213

Net capital rule, 13:208 to 13:213

Nonresident broker-dealers, 13:192

Place of record retention, 13:191

BROKER-DEALERS-Cont'd

Protection of customer funds and securities—Cont'd

Purpose of recordkeeping requirements, **13:189**

Quarterly box counts, 13:218

Quarterly reports concerning broker-dealer, **13:197**

Recordkeeping, generally, 13:189 to 13:195

Reporting risks for affiliates, 13:203 to 13:205

Reserve rule, **13:216**

Retention of records, time, place and form, **13:191**

Revenue, annual report, 13:198

Risk assessment rules, reporting risks for affiliates, 13:204

Securities Investor Protection Act of 1970 (SIPA), **13:221**

Securities Investor Protection Corporation (SIPC), **13:220 to 13:222**

Supervised investment bank holding company (SIBHC) rules, 13:205

Time of record retention, **13:191**

Triggering events, reports, 13:201

Types of records to be maintained, 13:190

Use of customer balances, 13:217

Public offerings of equity by foreign issuer into U.S.

Electronic media, use of, 2:110 Research reports, 2:74 to 2:77

Purposes of short selling, restrictions on short sales, 13:174

Quarterly box counts, protection of customer funds and securities, 13:218

Quarterly reports concerning broker-dealers, **13:197**

Real estate brokers or agents, finders, 13:11

Recordkeeping, generally, 13:189 to 13:195

Referral networks or affinity groups, finders, 13:12

Registration, generally, **13:1 et seq.** Registration process

Generally, **13:122**

Registration process—Cont'd
Foreign broker-dealers, state requirements, 13:145

Miscellaneous Federal requirements, 13:141 to 13:143

Notice registration, above in this heading

SEC registration, below

Security futures products, **13:148 to 13:157**

Self-regulatory organizations, below State requirements, 13:144, 13:145 Withdrawal, 13:146, 13:147

Regulation. Substantive regulation, infra Regulation SHO, antifraud regulation, 13:175

Regulation S transactions with non-U.S. persons, **13:50**

Regulation T. Credit regulations, above in this heading

Reporting risks for affiliates, 13:203 to 13:205

Requirements of registration, 13:2

Research analyst conflicts of interest

Generally, 13:263

Dissemination of research in U.S., foreign broker-dealers, **13:267**

Global research settlement, 13:271

NASD rules, 13:270

NYSE rules, 13:270

Registered broker-dealer associated with foreign broker-dealers, 13:268

Registered broker-dealer not associated with foreign broker-dealers, 13:269

Regulation AC and Rule 15a-6, foreign broker-dealers, **13:266 to 13:269**

Sarbanes-Oxley Act of 2002, **13:264** SEC Regulation AC, **13:265 to 13:269**

Research reports

Provided to other U.S. persons, 13:96

Provided to U.S. institutional investors, **13:95**

Reserve rule, protection of customer funds and securities, 13:216

BROKER-DEALERS-Cont'd

Residence, U.S. persons resident abroad, 13:109

Restrictions on short sales. Regulation, supra

Retention of records, time, place and form, **13:191**

Revenue, annual report, 13:198

Risk assessment rules, reporting risks for affiliates, 13:204

Rule 105 of Regulation M, antifraud regulation, **13:185**

Safekeeping and custody activities, exceptions and exemption from definitions, 13:51 to 13:55

Sarbanes-Oxley Act of 2002, **6:155**, **7:70**, **13:264**

SEC penny stock rules, duty to investigate, **13:168, 13:169**

SEC registration

Generally, **13:123**

Approval process, 13:127

Branch office registration, 13:125

Cancellation, 13:147

Foreign applicants, 13:126

Form BD, application for SEC registration, **13:124**

Notice registration, broker-dealers for limited purpose, 13:150 to 13:152

Section 15(b) registration, **13:124 to 13:128**

Successor registration, 13:128

Withdrawal, 13:146, 13:147

Section 15 registration requirement

Generally, 13:2, 13:82

Associated persons of broker-dealer, 13:83

Business exclusively in certain securities, 13:85 to 13:89

Commercial paper, business exclusively in, **13:86**

Exceptions and exemptions, generally, **13:81** to **13:121**

Government securities, business exclusively in, 13:87

Interstate business exclusively, 13:84

Municipal securities not "exempted securities," 13:88

Section 15 registration requirement
—Cont'd

Mutual fund shares sold abroad by foreign broker-dealers to foreign citizens, exemption, 13:90

Other exemptions for foreign broker-dealers, 13:91

Rule 15a-6

Generally, **13:93** CAFTA-DR, **13:117**

Direct contracts, 13:97 to 13:109

Dual employees, 13:120

Exchange Act, 13:91

Foreign persons temporarily present in United States, transactions with, 13:108

General rule, transactions with certain classes of persons, 13:105

Government securities activities, 13:113

International organizations, transactions with, **13:107**

Memorandum of Understanding, 13:118

NAFTA, 13:115

Non-direct contacts, **13:94 to 13:96** Participation in exempt exchanges, **13:112**

Participation in third-party and proprietary electronic quotation systems, **13:110**

Registered broker-dealers and banks acting as broker dealers, transactions with, 13:106

Registration of separately organized and registered U.S. affiliate, 13:119

Relations between registered and unregistered affiliates, **13:121**

Section 15(a)(1) registration requirement for foreign broker-dealers before Rule 15a-6, 13:92

Trades through stock-exchange linkages, 13:111

Violations of U.S. law, 13:114

Treasury Regulation § 401.9, **13:91** U.S. persons resident abroad, transactions with, **13:109**

BROKER-DEALERS—Cont'd

Section 15 registration requirement
—Cont'd

Rule 15a-6—Cont'd

World Trade Organization financial services agreement, **13:116**

SEC, Section 15(b) registration, **13:124 to 13:128**

Securities sold in transactions exempt from Securities Act registration not necessarily "exempted securities," 13:89

Treasury Regulation § 401.9, Rule 15a-6, **13:91**

Securities

Business in securities defined, 13:4,

Transactions permissible, statutory exception from definition, 13:39

Securities Exchange Act, Rule 15a-6. See Foreign broker-dealers, exemptions for, above in this heading

Securities Investor Protection Act of 1970 (SIPA), **13:221**

Securities Investor Protection Corporation (SIPC)

Customer insurance, SIPC, 13:221
Exemption from membership, 13:154
Liquidation proceedings, SIPC,
13:222

Membership, 13:141

Securities Investor Protection Act of 1970 (SIPA), **13:220**

Security futures products

Generally, 13:148

Conversion to full registration, 13:157

Exemptions, 13:153 et seq.

Inspection, 13:155

Notice registration with CFTC, 13:149

Notice registration with SEC, 13:150 to 152

Registration process, 13:148 to 13:157

Self-regulatory organizations

Generally, 13:123, 13:239

Application for NASD membership, 13:132

Approval process, NASD membership, **13:135**

Self-regulatory organizations—Cont'd Continuing education program, broker-dealer personnel, 13:243

Designated examining authority, 13:139

Exemption from membership, OTC derivatives dealers, 13:140

Form U4, registration of broker-dealer personnel, **13:242**

Form U5, termination of registration, 13:244

Functions of SROs, 13:238

General requirements, 13:129

Membership agreement, NASD membership, **13:136**

Members residing outside United States, NASD membership, 13:137

NASD conduct rule, 13:240

NASD membership, **13:130 to 13:137**

NYSE and other stock exchanges membership, 13:138

NYSE rules, 13:241

OTC derivatives dealers, exemption from SRO membership, **13:140**

Other requirements for NASD membership, **13:133**

Oversight by SEC, 13:238

Personnel regulation by SRO, 13:242 to 13:244

Pre-membership interview, NASD membership, **13:134**

Qualifying examinations, broker-dealer personnel, **13:243**

Registration and required personnel, 13:242

Regulation of broker-dealer personnel, 13:242 to 13:244

SRO suitability requirements, duty to investigate and suitability doctrine, 13:171

Separately organized and registered U.S. affiliate, 13:119

Shingle theory, fraud against customers, 13:160

Short sale defined, restrictions on short sales. **13:174**

BROKER-DEALERS—Cont'd

Soft dollar arrangements, fraud involving commissions against customers, 13:173

SROs. Self-regulatory organizations, above

State requirements for registration Generally, **13:144**

Foreign broker-dealers, 13:145

Stock-exchange linkages, trades through, 13:111

Stock purchase plans, statutory exception from definition, 13:24 to 13:81

Substantive regulation

Generally, 13:158

Antifraud regulation, supra

Business continuity planning, supra

Consolidated supervised entities (CSEs), supra

Credit regulation, supra

Dual registrants, transactions in security futures products, **13:302**

Duty of fair dealing, fraud against customers, 13:160

Fraud against customers. Antifraud regulation, infra

Insider trading prevention, supra

OTC derivatives dealers, supra

Prevention of insider trading. Insider trading, supra

Privacy of consumer financial information, supra

Protection of customer funds and securities, supra

Recordkeeping, generally, **13:189 to 13:195**

Research analyst conflicts of interest, infra

Self-regulatory organizations, regulation of broker-dealer personnel, 13:242 to 13:244

Transactions in security futures products, **13:302**

Suitability doctrine, fraud against customers, 13:167 to 13:171

Supervised investment bank holding company (SIBHC) rules, 13:205

Supervision

Generally, **13:305**

Supervision—Cont'd NASD supervision requirements, 13:306

Support service providers
Back-office services, 13:21
Communications links and trade support, definitions, 13:20
Definitions, 13:20 to 13:22

Payroll and employee leasing services, 13:22

Sweep accounts, exceptions and exemptions from definitions, 13:41 to 13:45

Temporary suspension of short sale price tests for certain securities, 13:179

Tender and Exchange Offers (this index)

Third-party bulletin boards, finders, 13:15

Third-party quotation systems, **13:110**Trading by members of exchanges
Additional regulations concerning
transactions effected on

transactions effected on exchanges, 13:307

Order execution obligations, 13:308

Regulation NMS, Rules 602 through 604, 13:308

Triggering events, protection of customer funds and securities, 13:201

Trust and fiduciary activities, exceptions and exemptions from definitions, 13:31 to 13:37

Uniform short sale price test proposal, antifraud regulation, 13:184

U.S. persons resident abroad, 13:109 Violations of U.S. law, 13:114

Withdrawal from SEC registration Cancellation of registration, **13:147** Form BDW, Uniform Request for

Broker-Dealer Withdrawal, 13:146

World Trade Organization financial services agreement, **13:116**

BULLETIN BOARDS

Broker-dealer registration, finders, **13:14 to 13:16**

BUSINESS, ENGAGING IN Defined, 14:12

BUSINESS COMBINATIONS

See also **Multijurisdictional Disclosure System** (**MJSD**) (this index)

Cross-Border Business Combination Rules (this index)

Financial statements, 7:162 to 7:179 Sarbanes-Oxley Act of 2002, 6:104

Tender and Exchange Offers (this index)

BUSINESS CONTINUITY PLANNING

Broker-Dealers (this index)

BUSINESS DEVELOPMENT COMPANY

Investment advisors, performance fee contract, **14:50**

BUSINESS IN SECURITIES

Broker-dealers, 13:4, 13:81

CAFTA-DR

Foreign broker-dealers, 13:115

CALCULATION OR COMPUTATION

Fair market value of Section 13(f) securities, filing threshold calculations, 11:37

Institutional investment managers, persons subject of Section 13(f) reporting, 11:36

Section 16(b) short-swing profit recovery, calculating profit, 11:25

CANADA

Accounting and financial matters
Flow through shares, 7:294
Reporting currency changes in, 7:136
Multijurisdictional Disclosure System
(MJSD) (this index)

CANCELLATION (WITHDRAWAL) TO SALES TRADES

American Depositary Receipts, 8:13

CAPITAL

American Depositary Receipts, 8:26

CARRYING OVER STABILIZING

Global offerings, Regulation M, Rule 104, **10:143**

CASE LAW

Blue Sky Law, private placements of securities under Martin Act, New York practice, **15:51**

CASH

Liquidity and capital resources, generally, **7:196 to 7:199**

CASH DIVIDENDS

Public offerings of equity by foreign issuer into U.S., 2:168

CASH FLOW

Price level adjusted, 7:145

CASHLESS OPTION EXERCISES

Sarbanes-Oxley Act of 2002, 6:127

CASH MANAGEMENT

Liquidity and capital resources, generally, **7:201**

CASH REFERRAL FEES

Investment advisers, 14:47

CAUTIONARY ADVICE

Sarbanes-Oxley Act, 7:214

CEASE AND DESIST ORDERS

Global offerings, Regulation M, 10:159

CEO

See Chief Executive Officer (CEO) (this index)

CERTIFICATES AND CERTIFICATION

Global offerings, Regulation M, Rule 101, **10:92**

Multijurisdictional Disclosure System (MJSD), **12:101**

Sarbanes-Oxley Act (this index)

CERTIFICATES OF DEPOSIT

Generally, 1:18

CFO

See Chief Financial Officer (CFO) (this index)

CFTC

Broker-dealers, notice registration, **13:149**

CHARTER

Sarbanes-Oxley Act of 2002, **3:111**, **3:118**

CHEAP STOCK

Blue Sky Law, 15:20

CHIEF EXECUTIVE OFFICER (CEO)

Sarbanes-Oxley Act of 2002, **3:191**, **6:158**

CHIEF FINANCIAL OFFICER (CFO)

Sarbanes-Oxley Act of 2002, **3:129**, **6:181**

CHIEF LEGAL OFFICER (CLO)

Sarbanes-Oxley Act of 2002, **6:158**, **6:159**, **6:163**

CHILE

Accounting and financial matters
Profit distributions, **7:305**Translation of foreign subsidiaries, **7:304**

CHOICE OF LAW

Global offerings, 10:11

CIVIL ACTIONS

Sarbanes-Oxley Act (this index)

CIVIL LIABILITY

Multijurisdictional Disclosure System (MJSD), **12:65**, **12:66**

CLASSES OF PERSONS

Foreign broker-dealers, exemptions for, 13:105 to 13:109

CLASSIFICATION OF ISSUERS

Securities Offering Reform (this index)

CLASS OF SECURITIES

Listing requirements, 3:27

CLO

See **Chief Legal Officer (CLO)** (this index)

CLOSED-END INVESTMENT COMPANIES

Global offerings, Regulation M, Rule 102, **10:125**

CODIFICATION

Sarbanes-Oxley Act of 2002, 7:104

COLUMBIA

Accounting and financial matters, price level adjusting, **7:306**

COMMERCIAL PAPER

Generally, 4:26 et seq.

Broker-dealers, business exclusively in, 13:86

Exemptions. Section 3(a)(3) exemption, below in this heading

Not exceeding nine months, Section 3(a)(3) exemption, **4:31**

Not ordinarily purchased by general public, Section 3(a)(3) exemption, 4:29

Prime quality, Section 3(a)(3) exemption, **4:28**

Section 3(a)(2), **4:33**

Section 4(2), **4:32**

Section 3(a)(3) exemption

Generally, 4:27 et seq.

Not exceeding nine months, 4:31

Not ordinarily purchased by general public, **4:29**

Prime quality, 4:28

Used to facilitate current transactions, 4:30

Used to facilitate current transactions, Section 3(a)(3) exemption, **4:30**

COMMODITY FUTURES MODERNIZATION ACT (CFMA)

Securities, 1:25

COMMODITY FUTURES TRADING COMMISSION (CFTC)

Securities, 1:23

COMMODITY-LINKED HYBRID INSTRUMENTS

Debt offerings in U.S., 4:48

COMMODITY-LINKED WARRANTS

Debt offerings in U.S., 4:48

COMMODITY POOLS

Global offerings, Regulation M, Rule 102, **10:126**

COMMON STOCK

Sarbanes-Oxley Act of 2002, **3:156**, **3:167**

COMMUNICATIONS

Blue Sky Law, communications between states, **15:33**

Public offerings of equity by foreign issuer into U.S., 2:108, 2:109

Sarbanes-Oxley Act (this index)

Tender and Exchange Offers (this index)

COMPENSATION

Investment advisers, **14:13**, **14:50 Sarbanes-Oxley Act** (this index)

COMPLAINTS

Sarbanes-Oxley Act of 2002, 3:95

COMPLIANCE

Global offerings, noncompliance with safe harbor provisions, **10:136**Tender and exchange offers
Large trader reporting, **11:67, 11:72**Registered broker-dealers, **11:72**

COMPUTERS

Broker-dealers, Internet referrals and web links, 13:13

CONCURRENT U.S. AND INTERNATIONAL OFFERINGS

Public offerings of equity by foreign issuer into U.S., 2:106

CONDITIONS

Global Offerings (this index) **Private Placement** (this index)
Regulation S, **9:7 to 9:9**

CONDUCT, CODE OF

Sarbanes-Oxley Act of 2002, 3:131

CONFIDENTIALITY

Institutional investment managers, beneficial ownership reporting, **11:40**Large trader Form 13H information,

Sarbanes-Oxley Act of 2002, **7:15** Tender and exchange offers, **11:40**

CONFIRMATION

Accounting and financial matters, **7:42** Broker-dealers, antifraud regulation, **13:164**

Public offerings of equity by foreign issuer into U.S., 2:85, 2:97, 2:102

CONFLICTING FOREIGN LAW

Investment advisers, 14:8

CONFLICT OF INTEREST

Broker-Dealers (this index)
Canadian MJSD, 12:118
Sarbanes-Oxley Act (this index)
Trust Indenture Act, 4:43

CONSOLIDATED SUPERVISED ENTITIES (CSEs)

Broker-Dealers (this index)

CONSOLIDATION AND PROPORTIONATE CONSOLIDATION

Accounting and financial matters.

Accounting and Financial Matters (this index)

CONSPIRACY

Sarbanes-Oxley Act of 2002, 6:185

CONSTITUTIONAL MATTERS

Large trader Form 13H filing with SEC, 11:63

CONSTRUCTION AND INTERPRETATION

Blue sky laws, construing "public offering" under Martin Act, 15:51
Listing requirements, 3:30

CONTINUED LISTING STANDARDS

Generally, 3:11, 3:21

Notice of failure to meet standards, 3:201

CONTINUOUS DISCLOSURE

Canadian MJSD, 12:141

CONTRACTS AND AGREEMENTS

Investment contracts, generally, **1:19**Private placement, contractual restrictions, **5:58 et seq.**

Public offerings of equity by foreign issuer into U.S., **2:8**, **2:9**

CONTRIBUTION FOR LIABILITIES

Global offerings, 10:9

CONTRIBUTION-IN-KIND

Accounting and financial matters, **7:41** Sarbanes-Oxley Act of 2002, **7:74**

CONTROLLING SHAREHOLDER

Sarbanes-Oxley Act of 2002, 3:89

CONVERTIBLE DEBT SECURITIES

CEA considerations, **4:51**

Listing on national exchange, **4:52**

Mandatorily convertible securities, **4:49 to 4:52**

National exchange listing, **4:52**

Preemption of state law, **4:51**

Registration, **4:50**

Regulation S, Rule 903, issuer safe

harbor, **9:16**

State law, **4:51**

COOLING OFF

Sarbanes-Oxley Act of 2002, 7:51, 7:52

COORDINATED STATE REVIEW (CER-1)

Application for, App. 15B

CORPORATE GOVERNANCE

Listing requirements

American Stock Exchange, 3:15

Financial reporting, 3:31, 3:32

New York Stock Exchange, **3:14**, **3:15**

Sarbanes-Oxley Act (this index)

CORPORATE LAW

Tender and Exchange Offers (this index)

COSTS AND EXPENSES

Blue Sky Law, 15:27, 15:28

COVENANTS

Management's discussion and analysis (MD&A), **7:200**

CREDIT REGULATION

Broker-Dealers (this index)

CRIMINAL PENALTIES AND SANCTIONS

Sarbanes-Oxley Act (this index)

CRITICAL ACCOUNTING POLICIES AND ESTIMATE

Sarbanes-Oxley Act (this index)

CROSS-BORDER "BOUGHT DEALS"

Multijurisdictional Disclosure System (MJSD), **12:80**

CROSS-BORDER BUSINESS COMBINATIONS

Accounting and financial matters
Accommodation, foreign targets,
7:179

Age of pro forma information, 7:182 Multijurisdictional Disclosure System (MJSD) alternatives, 12:85 to 12:87

CROSS-REFERENCING

Sarbanes-Oxley Act of 2002, 7:209

CROSS TRANSACTIONS BY AGENCY

Investment advisers, 14:49

CURE

Sarbanes-Oxley Act of 2002, 3:99

CURRENCY

Accounting and Financial Matters (this index)

CURRENT REPORTS

Exchange Act, **6:25**Sarbanes-Oxley Act of 2002, **6:115**

CUSTODY

Broker-dealers, 13:51 to 13:55

CUSTODY OF CLIENT FUNDS AND SECURITIES

Investment advisers, 14:46

DEALER AGREEMENT

Public offerings of equity by foreign issuer into U.S., 2:11

DEALERS

See **Broker-Dealers** (this index)

DEALERS' EXEMPTION

Public offerings of equity by foreign issuer into U.S., 2:98

DEALER-TRADER

Distinguished from dealer, 13:23

DEBT

See also **Securities** (this index)
Guaranteed debt, Regulation S, Rule
903, issuer safe harbor, **9:15**Investment grade debt, global offerings,
Regulation M, Rule 101, **10:90**

DEBTHOLDER RIGHTS

Trust Indenture Act, 4:46

DEBT INSTRUMENTS

Management's discussion and analysis (MD&A), **7:200**

DEBT OFFERINGS

Generally, 4:1 et seq.

See also Bank Securities; Commercial Paper; Multinational Development Banks; Shelf Registration; Sovereigns; Trust Indenture Act (this index)

Foreign governments, securities issued by. See **Sovereigns** (this index)

Global Offerings (this index)

Multinational organizations, securities issued by. **Sovereigns** (this index)

Political subdivisions, securities issued by. **Sovereigns** (this index)

Regulation S, 9:12, 9:39

DEBT SECURITIES

See also **Securities** (this index) Canadian MJSD, **12:92** Regulation S, **9:16**, **9:24**

DEBT SERVICE COVERAGE

Blue sky laws, public offering of securities by foreign issuers, **15:30**

DEFAULT

Trust Indenture Act, 4:45

DEFECTS

Sarbanes-Oxley Act of 2002, 3:99

DEFENSE ATTORNEYS

Sarbanes-Oxley Act of 2002, 6:165

DEFINITIONS

American Depositary Receipts, 8:2

Blue Sky Law (this index)

Broker-Dealers (this index)

Canadian MJSD, 12:90

Debt securities, 9:24

Designated offshore securities market, **9:25**

Distribution, 10:69

Distribution compliance period, 9:26

Distributor, 9:27

Domestic issuer and foreign issuer, 9:28

Foreign issuer, 9:28

DEFINITIONS—Cont'd

Investment advisers, **14:10 to 14:13**Multijurisdictional Disclosure System (MJSD), **12:2**

Offering restrictions, 9:29

Public Offerings of Equity by Foreign Issuer into U.S. (this index)

Reasonable investigation, 2:152

Reporting issuer, 9:30

Rule 100, 10:67

Sale, 15:10

Sarbanes-Oxlev Act (this index)

Scope of the act provisions, 15:10

Securities, 1:13

Security, 15:9

Substantial U.S. market interest, 9:31

Tender offers, 11:77

U.S. person, 9:32

DELIVERY

Global offerings, 10:17

Multijurisdictional Disclosure System (MJSD), **12:112, 12:114**

Public offerings of equity by foreign issuer into U.S., 2:83 to 2:100, 2:102

DE MINIMIS

Broker-dealers, exception, 13:58 to 13:80

Global offerings, Regulation M, Rule 101, **10:104**

Sarbanes-Oxley Act of 2002, 7:82

DEPOSIT, BANK CERTIFICATES OF

See **Securities** (this index)

DEPOSITARY RECEIPTS

See American Depositary Receipts (this index)

DERIVATIVE AND NONDERIVATIVE SECURITIES

Global offerings, Regulation M, Rule 101, **10:79**

Section 16(a) reporting, beneficial ownership, **11:20**

Securities, 1:22

DESIGN

Sarbanes-Oxley Act of 2002, 7:73

DESIGNATED EXAMINING AUTHORITY

Broker-dealers, 13:139

DESIGNATED OFFSHORE SECURITIES MARKET

Regulation S, 9:25

DESTRUCTION OF RECORDS

Sarbanes-Oxley Act of 2002, 6:182

DEVELOPMENT BANKS

Exchange Act, 6:27

DEVIATIONS

Public offerings of equity by foreign issuer into U.S., 2:185

DILUTION

Blue Sky Law, **15:21**

DIRECT CONTACTS

See **Broker-Dealers** (this index)

DIRECTED SELLING EFFORTS

Regulation S, 9:9

DIRECT ISSUANCE PLANS

Global offerings, Regulation M, Rule 102, **10:130**

DIRECTORS AND OFFICERS

Blue Sky Law, loans to, 15:23

Sarbanes-Oxley Act (this index)

Section 16 reporting, beneficial ownership, **11:16**

DISCIPLINARY ACTS AND MATTERS

Investment advisers, 14:48

Sarbanes-Oxley Act of 2002, 7:23, 7:25

DISCLOSURES

Accounting

Banking and insurance companies, 7:283

Derivatives, 7:279

Euro, Staff Legal Bulletin No. 6, **7:140**

Financial statements, 7:121 et seq.

Illegal acts, 7:45

Income taxes, FAS 109, 7:129

Mining reserves and depletion, disclosure, **7:285**

New accounting rules, 7:186

DISCLOSURES—Cont'd

Accounting—Cont'd
Oil and gas full cost ceiling test,
7:284

Operating and financial review prospects (MD&A), 7:190, 7:241

SEC disclosure requirements, 7:271, 7:272

Specialized industries, **7:282 to 7:285**Stock compensation disclosures, FAS 123, **7:128**

U.K. GAAP and market risk disclosures, 7:272

United Kingdom, Item 18 disclosures, **7:309**

American Depositary Receipts, **8:21** Banking and insurance companies, **7:283**

Bids and Bidding (this index)

Blue Sky Law, 15:29

Euro, Staff Legal Bulletin No. 6, 7:140 Financial statements, 7:121 et seq.

Global offerings, **10:16**, **10:60**, **10:147**, **10:156**

Illegal acts, 7:45

Income taxes, FAS 109, 7:129

Iran Threat Reduction Act, new SEC disclosure requirements, **6:13.60**

Listing equity securities in U.S., **3:15**, **3:32**

Mine safety, SEC disclosure requirements, **6:23.60**

Mining reserves and depletion, disclosure, **7:285**

New accounting rules, 7:186

Oil and gas full cost ceiling test, 7:284

Private placement, 5:27, 5:29

Public offerings of equity by foreign issuer into U.S., 2:112, 2:114, 2:167

Sarbanes-Oxley Act (this index)

SEC disclosure requirements, **6:23.60**, **7:271**, **7:272**

Section 16(a) filings, disclosure of delinquent filings, **11:23**

Sovereigns, 4:12

Specialized industries, **7:282 to 7:285**Stock compensation disclosures, FAS
123, **7:128**

DISCLOSURES—Cont'd

Tender and Exchange Offers (this index)

Trust Indenture Act, 4:38

U.K. GAAP and market risk disclosures, 7:272

United Kingdom, Item 18 disclosures, **7:309**

DISCRETION

Tender and exchange offers, exercise by large trader, 11:49

DISTRIBUTION

Global offerings, Regulation M, Rule 101, **10:68, 10:69**

Global Offerings (this index)

Private placement, Internet offerings, **5:76**

Public offerings of equity by foreign issuer into U.S., 2:14

Regulation S (this index)

DIVIDENDS

Blue Sky Law, public offering of securities by foreign issuers, **15:43**

Distribution policies, accounting and financial matters, **7:281**

Public offerings of equity by foreign issuer into U.S., **2:168**

DOCUMENTATION

Global offerings, **10:4**, **10:6 Private Placement** (this index)

DODD-FRANK ACT (2012)

Form PF, investment adviser reporting requirements, **14:54**

SEC whistleblower rules, 6:166.10

DOMESTIC ISSUERS

Regulation S, 9:11, 9:28, 9:39, 9:40

DUAL EMPLOYEES

Broker-dealers, 13:120

DUE DILIGENCE

Private placement, **5:30**Public offerings of equity by foreign

issuer into U.S., 2:150 to 2:154

DUPLICATE ADR FACILITIES

Generally, 8:17

EARNINGS

Latin America, capital transactions-earnings per share, **7:307**

Sarbanes-Oxley Act of 2002, **6:109 to 6:111**

EARNINGS RELEASES

Sarbanes-Oxley Act of 2002, **6:110**, **6:111**

EDGAR

Form SD reporting, 6:23.50

EDUCATION

Sarbanes-Oxley Act of 2002, 3:76

ELECTION

Sarbanes-Oxley Act, 3:72

ELECTRONIC FILING

EDGAR, Form SD reporting, **6:23.50** Multijurisdictional Disclosure System (MJSD), **12:63**

Public Offerings of Equity by Foreign Issuer into U.S. (this index)

Sarbanes-Oxley Act of 2002, 6:132

ELECTRONIC MEDIA

Internet Offerings (this index)

Public Offerings of Equity by Foreign Issuer into U.S. (this index)

ELECTRONIC ROAD SHOWS

Private offerings, Internet roadshow, 5:77

Public offerings of equity by foreign issuer into U.S., 2:64, 2:107

ELECTRONIC SIGNATURE

Public offerings of equity by foreign issuer into U.S., 2:223

ELECTRONIC SIGNATURES IN GLOBAL AND NATIONAL COMMERCE ACT

Public offerings of equity by foreign issuer into U.S., 2:223

ELECTRONIC TRADING SYSTEMS

Broker-Dealers (this index)

EMERGING MARKETS

Private placement, documentation, 5:59

EMPLOYEE BENEFIT PLANS

Broker-dealers, 13:38

EMPLOYEE-SHAREHOLDER PLANS

Global offerings, Regulation M, Rule 102, **10:128**

EMPLOYEE STOCK OFFERINGS

Private placement, 5:71

Public Offerings of Equity by Foreign Issuer into U.S. (this index)

EMPLOYMENT

Blue Sky Law, loans to, 15:23

Broker-dealers, 13:19, 13:22

Sarbanes-Oxley Act (this index)

SEC whistleblower rules under Dodd-Frank Act, **6:166.10**

ENFORCEMENT

Broker-Dealers (this index)

Investment advisers, **14:57 to 14:59** Sarbanes-Oxley Act, **6:174 to 6:176**

ENGAGING IN BUSINESS

Defined, 14:12

ENTRY

Listing requirements, 3:24

ENVIRONMENTAL DISCLOSURES

Accounting and financial matters, 7:249

EQUITY

Blue Sky Law, public offering of securities by foreign issuers, fair, just, and equitable standard, **15:19**

Public Offerings of Equity by Foreign Issuer into U.S. (this index)

EQUITY COMPENSATION PLANS

Sarbanes-Oxley Act of 2002, **3:157**, **3:168**

EQUITY INVESTEES

Accounting and financial matters, 7:150, 7:151

EQUITY OFFERINGS

Global Offerings (this index) Regulation S, 9:12, 9:40

EQUITY SECURITIES

See also **Listing Equity Securities in U.S.** (this index)

Sarbanes-Oxley Act (this index)

Section 16 reporting, beneficial ownership, **11:18**

EQUITY SECURITIES—Cont'd

Self-tenders, issuer purchases of own equity securities, 11:190 to 11:193
Tender and exchange offers, 11:18,
11:90

ERISA

Sarbanes-Oxley Act of 2002, 6:185

ESTIMATE

Public offerings of equity by foreign issuer into U.S., 2:88

Sarbanes-Oxley Act (this index)

ETHICS, CODE OF

Sarbanes-Oxley Act (this index)

EUROPE

Accounting and financial matters, 7:309

EUROS

Reporting issues concerning
Accounting and financial matters,
7:138 to 7:140

EVALUATION

Sarbanes-Oxley Act (this index)

EVIDENCE

Sarbanes-Oxley Act, **6:64**, **6:80**

EXAMINING AUTHORITY

Broker-dealers, 13:139

EXCEPTIONS, EXEMPTIONS, AND EXCLUSIONS

Beneficial ownership reporting, Section 16(a), 11:22

Blue Sky Laws (this index)

Broker-Dealers (this index)

Commercial Paper (this index)

Cross-Border Business Combination Rules (this index)

Global Offerings (this index)

Investment Advisers (this index)

Multijurisdictional Disclosure System (MJSD), **12:17**, **12:147**

Private placement, 5:3

Public Offerings of Equity by Foreign Issuer into U.S. (this index)

Sarbanes-Oxley Act (this index)

Securities, 1:30

Securities Exchange Act (1934) (this index)

EXCEPTIONS, EXEMPTIONS, AND EXCLUSIONS—Cont'd

Tender and Exchange Offers (this index)

Trust Indenture Act, 4:36

EXCHANGE

Public offerings of equity by foreign issuer into U.S., 2:99

EXCHANGE ACT

See Securities Exchange Act (1934) (this index)

EXCHANGE OFFERS

See also **Tender and Exchange Offers** (this index)

Global offerings, Regulation M, Rule 101, **10:85**

Multijurisdictional Disclosure System (MJSD), 12:7, 12:9, 12:26

Private placement, documentation, **5:64 Self-Tender** (this index)

EXCLUSIONS

See Exceptions, Exemptions, and Exclusions (this index)

EXECUTIVE SESSIONS

Sarbanes-Oxley Act of 2002, 3:45, 3:48

EXEMPTIONS

See Exceptions, Exemptions, and Exclusions (this index)

EXERCISES OF SECURITIES

Global offerings, Regulation M Rule 101, **10:100** Rule 102, **10:121**

EXHIBITS

Blue Sky Law, **15:38**Multijurisdictional Disclosure System (MJSD), **12:17**Sovereigns, **4:15**

EXISTING SHARES

American Depositary Receipts, **8:23 to 8:26**

EXON-FLORIO AMENDMENT

Tender and exchange offers, 11:185 to 11:187

EXPENSES

Blue Sky Law, 15:27, 15:28

EXPERIENCE

Sarbanes-Oxley Act of 2002, 3:125

EXPERTS AND EXPERTISE

Sarbanes-Oxley Act (this index)

EXPORT SALES

Accounting and financial matters, 7:281

"EXXON CAPITAL" EXCHANGE OFFERS

Multijurisdictional disclosure system (MJSD), financing statements, 12:32

FACE-AMOUNT CERTIFICATES OR SECURITIES

Global offerings, Regulation M, Rule 101, **10:92**

FAIR, JUST, AND EQUITABLE STANDARD

Blue Sky Law, public offering of securities by foreign issuers, **15:19**

FAIR MARKET VALUE

Institutional investment manager reporting, Section 13(f) securities, 11:37

FAIRNESS OPINIONS

Sarbanes-Oxley Act of 2002, 7:74

FALSE CERTIFICATION

Sarbanes-Oxley Act of 2002, 6:45

FALSE OR MISLEADING MEASURES

Sarbanes-Oxley Act of 2002, 6:96

FAMILY OFFICE RULE

Investment advisers, 14:19 to 14:21

FEDERAL DE MINIMIS EXEMPTION

Investment advisers, exemptions from SEC registration, **14:23 to 14:25**

FEES

Listing Requirements (this index)
Public offerings of equity by foreign issuer into U.S., **2:147**

FINAL PROSPECTUS

Multijurisdictional Disclosure System (MJSD), **12:99**

FINAL PROSPECTUS—Cont'd

Public offerings of equity by foreign issuer into U.S., 2:83 to 2:100

FINANCIAL ACCOUNTING STANDARDS BOARD (FASB)

Generally, 7:6

Public Company Accounting Oversight Board (PCAOB), 7:7, 7:33

FINANCIAL MATTERS

See Accounting and Financial Matters (this index)

FINANCIAL SERVICES AGREEMENT

WTO, exemptions for foreign brokerdealers, 13:116

FINDERS

Broker-Dealers (this index)

FINRA RULE 5123

Disclosure of private placement documents by member firms, **5:29**

FISCAL AGENCIES

Private placement, agreements for offerings, **5:61**

FIXED ASSET VALUATIONS

Accounting and financial matters, 7:289

FLOWBACK

Tender offers, flowback in international exchange offers—foreign targets, 11:152

FORCE MAJEURE CLAUSE

Global offerings, 10:8

FOR COMPENSATION

Investment advisers, 14:13

FOREIGN APPLICANTS

Broker-dealers, 13:126

FOREIGN ASSOCIATED PERSONS

Broker-dealers, 13:99

FOREIGN BANKS

Securities of, 4:24

FOREIGN BROKER-DEALERS

See **Broker-Dealers** (this index)

FOREIGN CORRUPT PRACTICES ACT

Accounting and financial matters, **7:106** Exchange Act, **6:186**

Multijurisdictional Disclosure System (MJSD), **12:68**

FOREIGN GOVERNMENTS

See **Sovereigns** (this index)

FOREIGN INTEGRATED DISCLOSURE SYSTEM, FORM 20-F

Exchange Act, 6:28

FOREIGN INVESTMENT ADVISORY AFFILIATES

See **Investment Advisers** (this index)

FOREIGN ISSUER

See also Global Offerings; Public Offerings of Equity by Foreign Issuer into U.S. (this index)

American Depositary Receipts (this index)

Blue Sky Laws (this index)

Employee Stock Offerings (this index)

Regulation S

Definitions, 9:28

Resales in U.S. or to U.S. persons, 9:39

Rights offerings by foreign issuer, **9:46**

Rule 903, issuer safe harbor, **9:11**, **9:12**

Sarbanes-Oxley Act (this index)

Trust Indenture Act, 4:47

FOREIGN LAW

Canadian securities law and Canadian MJSD, **12:89 et seq.**

FOREIGN OFFERINGS

See **Regulation S** (this index)

FOREIGN PERSONS

Broker-dealers exemptions, temporarily present in U.S., 13:108

FOREIGN PRIVATE ISSUER

Generally, 2:117

Benefits of status, 2:116

Change of status, 2:118

FOREIGN PRIVATE ISSUER—Cont'd

Public offerings of equity by foreign issuer into U.S., 2:115 et seq. Sarbanes-Oxley Act (this index)

FOREIGN PUBLICITY

Global offerings, 10:21

FOREIGN REGISTRATION

Sarbanes-Oxley Act, 7:29 to 7:31

FOREIGN RESIDENCE

Broker-dealers, U.S. persons resident abroad, 13:109

FOREIGN TARGETS

Tender and Exchange Offers (this index)

FOREIGN TRUSTEES

Trust Indenture Act, 4:41

FORFEITURE

Sarbanes-Oxley Act of 2002, 6:149

FORMER RULE 434, SIA APPROACH

Public offerings of equity by foreign issuer into U.S., 2:93

FORMER TRADING PRACTICES RULES

Global offerings, Regulation M, 10:65

FORMS

Blue sky laws

Form D filing requirements, **15:46** Form U-1, **15:37**

Form 3, Section 16(a) beneficial ownership reporting, **11:19**

Form 4, tender and exchange offers, 11:19

Form 5, tender and exchange offers, **11:19**

Form ADV, registration and amendments, **14:39**

Form ADV-W, withdrawal of registration, **14:41**

Form BD, 13:124

Form BDW, 13:126

Form D

Filing requirements, 15:46

Notice of sale, 5:24

FORMS—Cont'd

Form F-6

Public offerings of equity by foreign issuer into U.S., 2:129

Securities Act registration, 8:19 to 8:21

Form F-1. **Public Offerings of Equity by Foreign Issuer into U.S.** (this index)

Form F-2. **Public Offerings of Equity by Foreign Issuer into U.S.** (this index)

Form F-3. **Public Offerings of Equity by Foreign Issuer into U.S.** (this index)

Form F-4, tender offers. **Tender and Exchange Offers** (this index)

Form F-7, rights offerings, 12:4

Form F-8, business combinations and exchange offers, **12:5** to **12:8**

Form F-9, investment grade securities, 12:10

Form F-10, general registration form, **12:11**

Form F-11. **Public Offerings of Equity by Foreign Issuer into U.S.** (this index)

Form F-80, alternative for exchange offers and business combinations, 12:9

Form F-80, business combinations and exchange offers, **12:5** to **12:8**

Form 20-F, foreign integrated disclosure system, **6:28**

Form 20-F, Item 5, Sarbanes-Oxley Act, **7:190**

Form 20-F, Item 9, accounting and financial matters, **7:191 to 7:258**

Form 40-F. **Multijurisdictional Disclosure System (MJSD)** (this index)

Form 12h-6, Exchange Act registration, **6:29.20**, **6:29.30**

Form 8-K

Exchange Act filing requirement, **6:23.70**

Listing requirements, **3:201**Sarbanes-Oxley Act of 2002, **6:109**, **6:117**

Form 10-K, Sarbanes-Oxley Act of 2002. **6:113**

FORMS-Cont'd

Form PF, investment adviser reporting requirements under Dodd-Frank Act, **14:54**

Form 10-Q, Sarbanes-Oxley Act of 2002, **6:113**

Form S-8. Public Offerings of Equity by Foreign Issuer into U.S. (this index)

Form U-1, Blue Sky Law, 15:37

FORTUNE 500 SUMMARY (2003)

Accounting and Financial Matters (this index)

FORWARD-LOOKING INFORMATION

Sarbanes-Oxley Act of 2002, 7:212

FORWARD-LOOKING QUANTITATIVE RECONCILIATION

Sarbanes-Oxley Act of 2002, 6:98

FORWARD-LOOKING STATEMENTS

Multijurisdictional Disclosure System (MJSD), **12:66**

FOUR FIRMS' APPROACH

See Public Offerings of Equity by Foreign Issuer into U.S. (this index)

FRAUD

See also **Antifraud Provisions and Regulation** (this index)

Global offerings, Regulation M, **10:177** Public offerings of equity by foreign issuer into U.S., **2:104**

Sarbanes-Oxley Act of 2002, **6:177**, **6:184**, **6:185**

FREE WRITING PROSPECTUS

Public Offerings of Equity by Foreign Issuer into U.S. (this index)

FREEZE PAYMENTS

Sarbanes-Oxley Act of 2002, 6:174

GAAS (GENERALLY ACCEPTED AUDITING STANDARDS)

Accounting and Financial Matters (this index)

GENERAL CONDITIONS

Multijurisdictional Disclosure System (MJSD), **12:6**

Regulation S, 9:7 to 9:9

GENERAL EXPENSE LIMITATIONS Blue Sky Law, 15:28

GENERAL REGISTRATION FORM, FORM F-10

Multijurisdictional Disclosure System (MJSD), **12:11**

GENESIS

Blue Sky Law, 15:2

GLOBAL OFFERINGS

Generally, 10:1 et seq.

Acquisitions, 10:85

Actively-traded reference securities, **10:117**

Actively traded securities, 10:89

Affiliated purchasers, 10:74

Antifraud provisions, **10:66**, **10:177**

Antimanipulation rules. Regulation M, below in this heading

Asset-backed securities, 10:90

At-the-market offerings, 10:86

Basket transactions, 10:102

Bids. Regulation M, below in this heading

Bonds, restricted and unrestricted forms, 10:118

Brokers, dealers, and others, 10:73

Carrying over stabilizing bid, 10:143

Cease and desist orders, status of,

10:159

Certificates issued by open-end management investment company or unit investment trust, face-amount of, 10:92

Choice of law, 10:11

Closed-end investment companies, 10:125

Commodity pools, redemptions by, **10:126**

Conditions

Equity offerings, NASD requirements, 10:55

Exchange Act Rule 10b-18, safe harbor, **10:134, 10:135**

GLOBAL OFFERINGS—Cont'd

Conditions-Cont'd

Regulation M

Exchange Act Rule 10b-18, safe harbor, **10:134, 10:135**

Rule 103, Nasdaq passive market making, **10:138**

Rule 104, stabilization and other syndicate activities, **10:146**

Rule 103, Nasdaq passive market making, **10:138**

Rule 104, stabilization and other syndicate activities, **10:146**

Contribution for liabilities, 10:9

Debt, investment grade debt, **10:90** Debt offerings

Regulation M. 10:180

U.S. tax rules, 10:181

Definitions, 10:67, 10:69

Delivery, prospectus, 10:17

De minimis transactions, 10:104

Derivative securities, 10:79

Direct issuance plans, 10:130

Disclosure, **10:16**, **10:60**, **10:147**, **10:156**

Distribution. Regulation M, below in this heading

Documentation, underwriting arrangements

U.S. issuers, 10:6

U.S. public offering, 10:4

Employee-shareholder plans, 10:128

Equity offerings

Generally, 10:1 et seq.

Choice of law, 10:11

Conditions, 10:55

Contribution for liabilities, 10:9

Delivery, prospectus, 10:17

Disclosure, 10:16, 10:60

Documentation, underwriting arrangements, U.S. issuers, **10:6**

Documentation, underwriting arrangements, U.S. public offering, 10:4

Force majeure clause, 10:8

Foreign issuers

Private placement, U.S., below in this subheading

Underwriters and Underwriting (this index)

GLOBAL OFFERINGS—Cont'd GLOBAL OFFERINGS—Cont'd Equity offerings—Cont'd Equity offerings—Cont'd Foreign publicity, 10:21 NASD requirements—Cont'd Relief, 10:54 Indemnification, 10:10 Restricted person, 10:44 Installment payment arrangements, Securities taken in trade, 10:37 10:12 Standby purchasers, 10:52 Joint and several, several vs. joint and several underwriting obligations, Submitting pricing information, 10:7 10:29 Liability, 10:18, 10:61 Undersubscribed offerings, 10:53 Lock-ups, 10:32 Underwriter compensation, 10:30 NASD requirements Underwriter compensation and Allowances, 10:36 arrangements, 10:23 to 10:34 Anti-dilution provision, 10:51 Underwriting activity report, 10:28 Beneficial interest, 10:45 Papilsky Rules, 10:35 to 10:40 Compensation of underwriter, Private placement, U.S. 10:30 Generally, 10:57 et seq. Compliance, 10:40 Disclosure, 10:60 Concessions, 10:36 Foreign issuers, generally, 10:91 et Conditions, 10:55 seq. Corporate financing rule, 10:23 to Liability, 10:61 10:34 Publicity, 10:62 Definitions, IPOs of equity, 10:42 Underwriting arrangements, 10:59 to 10:45 Prospectus and statement, 10:15 to Discounts, 10:36 10:17 Distribution information, 10:56 Prospectus delivery, 10:17 Documentation requiring compli-Prospectus disclosure, **10:16** ance, 10:40 Publicity, 10:20, 10:21, 10:62 Exceptions, 10:47 Registration Exemptions, 10:48 to 54 Generally, 10:14 et seq. Exemptions from filing and review, Delivery, prospectus, 10:17 10:26 Disclosure, prospectus, 10:16 Exemptive authority, 10:34 Foreign publicity, 10:21 Fair and reasonable underwriting, Liability, **10:18** 10:23 to 10:34 Number of shares to register, 10:14 Filing, 10:24 to 10:29 Prospectus and statement, 10:15 to FINRA clearance, 10:27 10:17 Fixed price offerings, 10:35 to Prospectus delivery, 10:17 10:40 IPOs of equity, **10:41 to 10:56** Prospectus disclosure. 10:16 Issuer-directed securities, 10:50 Publicity, 10:20, 10:21 Lock-ups, 10:32 Restriction on publicity in U.S., New issue rule. 10:41 to 10:56 10:20 Nonmembers, 10:39 Shelf registration, 10:19 Papilsky rules, 10:35 to 10:40 Short forms, 10:19 Pricing information, 10:29 Statement and prospectus, 10:15 to Proceeds directed to FINRA 10:17 member, 10:33 Restriction on publicity in U.S., 10:20 Prohibitions, 10:31, 10:46 Several vs. joint and several Related person transactions, 10:38 underwriting obligations, 10:7

GLOBAL OFFERINGS—Cont'd

Equity offerings—Cont'd Maintaining stabilizing bid, 10:143 Shelf registration, 10:19 Management investment company, faceamount certificates or securities Short forms, 10:19 issued by, 10:92 Statement and prospectus, 10:15 to Maximum caps on stabilizing levels, 10:17 10:142 Success fees, 10:13 Mergers, 10:85 Underwriting arrangements, 10:3 to 10:13, 10:59 Nasdaq, Rule 103, 10:137, 10:138 No-action positions, status of, 10:158 U.S. public offering, generally, 10:2 et seq. Noncompliance with safe harbor, 10:136 Excepted securities, 10:116 to 10:118 Notification, 10:147 Exceptions and exemptions Odd-lot transactions, 10:103, 10:124 Authority as exemptive, 10:105, Open-end management investment 10:131 company, face-amount certificates Regulation M, below in this heading or securities issued by, 10:92 Open market plans, 10:129 Securities, exempted, 10:91 Orders to cease and desist, status of, Status of exemptions, 10:158 10:159 Exchange offers, 10:85 Papilsky Rules, 10:35 to 10:40 Exercises of securities, **10:100**, **10:121** Partnerships, redemptions by, 10:126 Face-amount certificates or securities Passive market, Rule 103, **10:137**, issued by open-end management investment company or unit invest-10:138 ment trust, 10:92 Payment arrangements, 10:12 Facilitation of distribution, 10:97 to Preferred stock, 10:90 10:99, 10:120 Preliminary note and definitions, Rule Force majeure clause, 10:8 100, **10:66, 10:67** Foreign issuers Private placement, U.S. See Equity Equity offerings. See Equity offerofferings, above in this heading ings, above in this heading Prospective underwriters, 10:72 **Underwriters and Underwriting** Prospectus and statement, 10:15 to (this index) 10:17 Foreign publicity, 10:21 Prospectus delivery, 10:17 Former trading practices rules, 10:65 Prospectus disclosure, 10:16 Increasing stabilizing bid, 10:144 Publicity, 10:20, 10:21, 10:62 Indemnification, 10:10 Public offering, Rule 105, 10:149 Initiating stabilization, 10:141 Recordkeeping, 10:147 Injunctions, status of, 10:159 Redemptions by commodity pools or limited partnerships, 10:126 Installment payment arrangements, 10:12 Reducing stabilizing bid, 10:143 Reference securities, **10:78**, **10:117** Interpretations, status of, 10:158 Registration. See Equity offerings, Investment, closed-end investment companies, 10:125 above in this heading Regulation M Investment grade debt, 10:90 Generally, 10:63 et seq. Issuers and selling securityholders, 10:109 Acquisitions, 10:85 Actively-traded reference securities, Joint and several underwriting, 10:7 10:117 Liability, 10:18, 10:61 Actively traded securities, 10:89 Limited partnerships, redemptions by, Affiliated purchasers, 10:74 10:126

GLOBAL OFFERINGS—Cont'd

GLOBAL OFFERINGS—Cont'd

Regulation M—Cont'd

Antifraud, 10:177

Antifraud provisions, 10:66

Antimanipulation provisions, 10:66

Asset-backed securities, **10:90**

At-the-market offerings, 10:86

Basket transactions, 10:102

Bids. See Rule 104, stabilization and other syndicate activities, below in this heading

Bona fide prepricing covering purchases, 10:154

Brokers, dealers, and others, **10:73**

Carrying over stabilizing bid, **10:143**

Cease and desist orders, status of, 10:159

Certificates or securities issued by open-end management investment company or unit investment trust, 10:92

Civil liability, **10:177**

Closed-end investment companies, **10:125**

Commodity pools, redemptions by, 10:126

Conditions, general conditions, **10:146**

Contracts, 10:178

Debt, investment grade, 10:90

Debt offerings, 10:180

Definitions, 10:66, 10:69, 10:70

De minimis transactions, 10:104

Derivative securities, 10:79

Direct issuance plans, 10:130

Disclosure, 10:147, 10:156

Distribution defined, 10:69

Distribution participants, activities by, **10:68**

Distribution purchasers, activities by, **10:68**

Employee-shareholder plans, **10:128** Excepted activities, Rule 105, **10:153 to 10:56**

Excepted securities, **10:116 to 10:118** Exceptions

Rule 101. See Rule 101, below in this subheading

Rule 102. See Rule 102, below in this subheading

GLOBAL OFFERINGS—Cont'd

Regulation M—Cont'd

Exceptions—Cont'd

Rule 104, stabilization and other syndicate activities, **10:148**

Exchange offers, 10:85

Exempted securities, 10:91

Exemptions, status of, 10:158

Exemptive authority, **10:105, 10:131**

Exercises of securities, 10:100,

10:121

Face-amount certificates or securities issued by open-end management investment company or unit investment trust, 10:92

Facilitation of distribution, **10:97 to 10:99, 10:120**

Former trading practices rules, 10:65

General conditions, 10:146

Increasing stabilizing bid, 10:144

Independent trading unit purchases, 10:155

Initiating stabilization, 10:141

Injunctions, status of, 10:159

Interpretations, status of, 10:158

Investment companies, closed-end, 10:125

Investment company purchases, 10:156

Investment grade debt, 10:90

Issuers and selling securityholders, 10:109

Limited partnerships, redemptions by, 10:126

Maintaining stabilizing bid, **10:143**

Management investment company, face-amount certificates or securities issued by, **10:92**

Maximum caps on stabilizing levels, 10:142

Mergers, 10:85

Naked short shares, 10:177

Nasdaq, Rule 103, Nasdaq passive market making during Rule 101 restricted period, **10:137**, **10:138**

No-action positions, status of, 10:158

Noncompliance with safe harbor,

10:136

Notification, 10:147

Odd-lot transactions, 10:103, 10:124

GLOBAL OFFERINGS—Cont'd	GLOBAL OFFERINGS—Cont'd
Regulation M—Cont'd	Regulation M—Cont'd
Offerings, 10:150	Rule 101—Cont'd
Open-end management investment	ment trust, 10:92
company, face-amount certifi-	Debt, investment grade, 10:90
cates or securities issued by,	Definitions, 10:69, 10:70
10:92	De minimis transactions, 10:104
Open market plans, 10:129	Derivative securities, 10:79
Orders to cease and desist, status of,	Distribution defined, 10:69
10:159	Distribution participants, activities
Partnerships, redemptions by, 10:126	by, 10:68
Passive market making, Nasdaq, Rule 103, 10:137, 10:138	Distribution purchasers, activities by, 10:68
Plans, Rule 102, 10:127 to 10:130	Excepted activities, generally,
Preferred stock, 10:90	10:93 et seq.
Preliminary note and definitions, Rule 100, 10:66 , 10:67	Exceptions, generally, 10:87 et seq.
	Exchange offers, restricted period,
Prospective underwriters, 10:72	10:85
Prospectus, 10:156 Public offering, Rule 105, short sales	Exempted securities, 10:91
before public offering, 10:149	Exemptive authority, 10:105
Recordkeeping, 10:147	Exercises of securities, 10:100
Redemptions by commodity pools or	Face-amount certificates or securi-
limited partnerships, 10:126	ties issued by open-end management investment
Reducing stabilizing bid, 10:143	company or unit investment
Reference securities, 10:78, 10:117	trust, 10:92
Registration, 10:177	Facilitation of distribution, 10:97
Reinstating stabilizing bid, 10:143	to 10:99
Research, 10:94	Investment grade debt, 10:90
Restricted period	Management investment company,
Rule 102, 10:113, 10:114	face-amount certificates or
Rule 101. See Rule 101, below in	securities issued by, 10:92
this subheading	Mergers, restricted period, 10:85
Rule 105, short sales before public	Nasdaq passive market making
offering, 10:152	during Rule 101 restricted
Rule 101	period, Rule 103, 10:137 ,
Generally, 10:68 et seq.	10:138
Acquisitions, restricted period,	Odd-lot transactions, 10:103
10:85	Open-end management investment
Actively traded securities, 10:89	company, face-amount certificates or securities issued by,
Activities subject to rule, 10:75	10:92
Affiliated purchasers, 10:74	Preferred stock, 10:90
Asset-backed securities, 10:90	Prospective underwriters, 10:72
At-the-market offerings, restricted	Reference securities, 10:78
period, 10:86	
Basket transactions, 10:102	Research, 10:94
Brokers, dealers, and others, 10:73	Restricted period
Certificates or securities issued by	Generally, 10:80 et seq.
open-end management invest-	Acquisitions, 10:85
ment company or unit invest-	Application of rule, 10:83

Unsolicited purchases, 10:122

GLOBAL OFFERINGS—Cont'd GLOBAL OFFERINGS—Cont'd Regulation M—Cont'd Regulation M—Cont'd Rule 101—Cont'd Rule 102-Cont'd Restricted period—Cont'd Facilitation of distribution, 10:120 At-the-market offerings, 10:86 Investment, closed-end investment Beginning of period, **10:81** companies, **10:125** End of period, 10:82 Issuers, activities by, 10:106 Exchange offers, 10:85 Issuers and selling securityholders, Mergers, 10:85 10:109 Rule 103, **10:137, 10:138** Limited partnerships, redemptions Shelf-registered distributions, by commodity pools or limited 10:84 partnerships, 10:126 Rule 144A securities, **10:101** Market-wide trading suspension, 10:135 Sell. offers to. **10:99** Noncompliance with safe harbor, Shelf-registered distributions, 10:136 10:84 Solicitations of offers to buy, 10:99 Odd-lot transactions, 10:124 Subject securities, 10:77 Open market plans, 10:129 Transactions complying with Partnerships, redemptions by comcertain other rules, 10:95 modity pools or limited Underwriters, 10:71, 10:72 partnerships, 10:126 Unit investment trust, face-amount Plans, 10:127 to 10:130 certificates or securities issued Redemptions by commodity pools by, 10:92 or limited partnerships, 10:126 Unsolicited transactions, 10:96 Reference securities, actively-Rule 102 traded reference securities, Generally, 10:106 et seq. 10:117 Actively-traded reference securi-Restricted period, 10:113, 10:114 ties, 10:117 Rule 144A securities, **10:123** Activities excepted, 10:119 et seq. Rule 10b-18: safe harbor for issuer Activities subject to rule, 10:111 stock repurchases Affiliated purchasers, 10:110 Generally, 10:132 et seq. Affiliated purchasers, activities by, Conditions to be met, 10:134, 10:106 10:135 Closed-end investment companies, Market-wide trading suspension, 10:125 10:135 Commodity pools, redemptions by Noncompliance, 10:136 commodity pools or limited partnerships, 10:126 Suspension of trading, 10:135 Conditions to be met. 10:135 Safe harbor for issuer stock Direct issuance plans, 10:130 repurchases. See Rule 10b-18, safe harbor for issuer stock Distribution, 10:107 repurchases, above in this Employee-shareholder plans, subheading 10:128 Securities subject to rule, 10:112 Excepted securities, 10:116 to Selling securityholders, 10:109 10:118 Selling securityholders, activities Exceptions, generally, 10:115 et by, 10:106 Suspension of trading, 10:135 Exemptive authority, 10:131

Exercises of securities, 10:121

GLOBAL OFFERINGS—Cont'd

Regulation M—Cont'd Regulation M-Cont'd Rule 100, preliminary note and defini-Rule 105, short sales before public tions, 10:66 offering-Cont'd Rule 103, Nasdaq passive market Trading unit purchases, 10:155 making during Rule 101 Rule 144A securities, **10:101**, **10:123** restricted period, 10:137, 10:138 Rule 10b-18, safe harbor for issuer Rule 104, stabilization and other stock repurchases. See Rule 102, syndicate activities below in this heading Generally, 10:139 et seq. Safe harbor for issuer stock Bid, maintaining, carrying over, repurchases. See Rule 102, reducing, or reinstating, above in this heading 10:143 Sales, Rule 105, short sales before Carrying over stabilizing bid, public offering, 10:149 10:143 Securities, Rule 105, short sales Conditions, general conditions, before public offering, 10:151 10:146 Sell, offers to, 10:99 Disclosure, 10:147 Selling securityholders, 10:109 Exceptions, 10:148 Shelf-registered distributions, 10:84 General conditions, 10:146 Short sales, 10:149 to 19:157, Increasing stabilizing bid, 10:144 10:177, 10:178 Initiating stabilization, 10:141 Solicitations of offers to buy, 10:99 Levels of stabilization, generally, Stabilization. See Rule 104, stabiliza-10:140 et seq. tion and other syndicate activi-Maintaining stabilizing bid, 10:143 ties, above in this heading Maximum caps on stabilizing Statutory scheme, 10:64 levels, 10:142 Suspension of trading, 10:135 Notification, 10:147 Syndicate activities. See Rule 104, Other provisions related to stabilizstabilization and other syndicate ing levels, 10:145 activities, above in this heading Recordkeeping, 10:147 Syndicate short position, 10:156 Reducing stabilizing bid, 10:143 Syndicate short sales, 10:178 Reinstating stabilizing bid, 10:143 Trading unit purchases, 10:155 Rule 105, short sales before public Underwriters, 10:71, 10:72 offering Unit investment trust, face-amount Generally, 10:149 certificates or securities issued Activities, **10:151** by, 10:92 Bona fide prepricing covering Unsolicited purchases, 10:122 purchases, 10:154 Unsolicited transactions, 10:96 Excepted activities, 10:153 to 10:56 Regulation S, debt offerings, sale of bonds outside United States. Exemptive authority, **10:157** 10:118 Extent of restricted period, 10:152 Reinstating stabilizing bid, 10:143 Independent trading unit purchases, 10:155 Research, 10:94 Investment company purchases, Restricted period. See Regulation M, 10:156 above in this heading Offerings, **10:150** Restriction on publicity in U.S., 10:20 Restricted period, 10:152 Rule 100, preliminary note and defini-**Securities**, **10:151** tions, 10:66

GLOBAL OFFERINGS—Cont'd

GLOBAL OFFERINGS—Cont'd

Rule 101. See Regulation M, above in this heading

Rule 102. See Regulation M, above in this heading

Rule 103, Nasdaq passive market making during Rule 101 restricted period, **10:137**, **10:138**

Rule 104, stabilization and other syndicate activities. See Regulation M, above

Rule 105, short sales before public offering. Regulation M, above

Rule 144A securities, Regulation M Rule 101, **10:101**

Rule 102, 10:123

Rule 10b-18, safe harbor for issuer stock repurchases. See Regulation M, above

Safe harbor for issuer stock repurchases. See Regulation M, above in this heading

Sales

Offers to sell, 10:99

Rule 105, short sales before public offering—Regulation M, **10:149**

Securityholders selling, 10:109

Several vs. joint and several underwriting obligations, **10:7**

Shelf-registered distributions, 10:84

Shelf registration, 10:19

Short forms, 10:19

Short sales before public offering, Rule 105. Regulation M, above

Solicitations of offers to buy, **10:99**

Stabilization. See Regulation M, above in this heading

Statement and prospectus, 10:15 to 10:17

Statutory scheme, 10:64

index)

Success fees, underwriting arrangements, 10:13

Syndicate activities. See Regulation M, above in this heading

Tax rules of U.S., debt offerings, **10:181 Underwriters and Underwriting** (this

Unit investment trust, face-amount certificates or securities issued by, 10:92

GLOBAL OFFERINGS—Cont'd

Unsolicited purchases, 10:122

Unsolicited transactions, 10:96

U.S. public offering. See Equity offerings, above in this heading

GLOBAL SHARES

Listing requirements, 3:16

GOING PRIVATE

Self-tenders, issuer purchases of its own equity securities, 11:191

GOODWILL

Accounting and Financial Matters (this index)

GOVERNING LAW

Global offerings, 10:11

GOVERNMENT AGENCIES

Schedule B, issuers eligible for, 4:5

GOVERNMENT CORPORATIONS

Schedule B, issuers eligible for, 4:4

GOVERNMENT SECURITIES

Foreign broker-dealers, exemptions for, 13:87

GRANDFATHER ISSUES

Sarbanes-Oxley Act of 2002, 6:123

GROUPS

Beneficial ownership reports, 11:11

GUARANTEED DEBT

Regulation S, 9:15

GUARANTEES

Management's discussion and analysis (MD&A), **7:200**

HARBORS

Regulation S, 9:6

HART-SCOTT-RODINO ANTITRUST IMPROVEMENTS ACT OF 1976 (HART-SCOTT ACT)

Generally, 11:178 to 11:184

HEDGING

Accounting and financial matters, derivative instruments, 7:124, 7:277, 7:278

Private placement, Rule 144, 5:38

HOME JURISDICTION DOCUMENT

Multijurisdictional Disclosure System (MJSD), Securities Act registration forms, 12:14

HUMAN SERVICES

Sarbanes-Oxley Act of 2002, 7:69

HYBRID INSTRUMENTS

Commodity-linked hybrid instruments, **4:48**

HYPERINFLATIONARY ECONOMIES

Financial statements, 7:141 to 7:147

HYPERLINKED INFORMATION

Public offerings of equity by foreign issuer into U.S., 2:104

IDENTIFICATION

Sarbanes-Oxley Act, 3:104, 6:82

IDENTITY THEFT RED FLAG PROGRAM

Investment advisers, 14:55

ILLEGAL ACTS

Accounting and auditing, 7:45

IMPLIED PRIVATE RIGHT OF ACTION

Investment advisers, 14:60

IMPROPER INFLUENCE

Sarbanes-Oxley Act of 2002, **6:176**, **7:100 to 7:103**

INACTIVE STATUS

Large trader Form 13H requirements, 11:59

INCOME TAXES: FAS 109

Disclosures, 7:129

INCORPORATION

Blue Sky Law, 15:34

INCORPORATION BY REFERENCE

Canadian MJSD, 12:134

INDEMNIFICATION

Accounting and financial matters, **7:40** Global offerings, **10:10** Sarbanes-Oxley Act of 2002, **6:124**

INDEPENDENCE

Generally, 7:38

Multijurisdictional Disclosure System (MJSD), **12:29**, **12:44**

Sarbanes-Oxley Act (this index)

INDEPENDENT ACCOUNTANT

Broker-dealers, 13:143

INDEXES

Securities, 1:27

INDIVIDUAL ACCOUNT PLAN

Sarbanes-Oxley Act of 2002, 6:139

INFORMANTS

Sarbanes-Oxley Act of 2002, 6:183

INFORMATIONAL LEGENDS

Multijurisdictional Disclosure System (MJSD), **12:15**

INFORMATION STATEMENT

Accounting and financial matters, 7:109 Sarbanes-Oxley Act, 3:105

INJUNCTIONS

Global offerings, 10:159

INSIDER AND PROXY RULES

Multijurisdictional Disclosure System (MJSD), **12:69**

INSIDER TRADING

Broker-Dealers (this index)

Canadian MJSD, 12:143

Investment advisers, 14:56

Sarbanes-Oxley Act (this index)

INSIGNIFICANT DEVIATIONS

Public offerings of equity by foreign issuer into U.S., 2:185

INSPECTIONS

Investment advisers, SEC inspections, 14:58

Sarbanes-Oxley Act, 7:22, 7:30

Securities futures products broker-dealers, 13:155

INSTALLMENT PAYMENT ARRANGEMENTS

Global offerings, 10:12

INSTALLMENT RECEIPTS

Multijurisdictional Disclosure System (MJSD), **12:79**

INSTITUTIONAL BUYERS

See **Private Placement** (this index)

INSTITUTIONAL INVESTMENT MANAGERS

Tender and Exchange Offers (this index)

INSTITUTIONAL INVESTORS

Beneficial ownership reporting, Section 13(g) and Schedule 13G, **11:6**

INSTRUMENTALITIES OF FOREIGN GOVERNMENTS

Schedule B, issuers eligible for, **4:17**

INSURANCE

Broker-dealers, networking arrangements, **13:10**

Sarbanes-Oxley Act of 2002, **6:126** SEC registration, exemptions from, **14:30**

INTEGRATED AUDIT

Sarbanes-Oxley Act
Issuer reporting and disclosure
Internal control over financial
reporting, **6:65**

INTEGRATION

Private placement, **5:5**, **5:25**, **5:65** et seq.

Public offerings of equity by foreign issuer into U.S., Rule 801, 2:163
Regulation S, nonintegration, 9:42

INTERACTIVE DATA REPORTING

Financial reporting. **Public Offerings of Equity by Foreign Issuer into U.S.** (this index)

INTEREST RATE PROTECTION TRANSACTIONS

See **Securities** (this index)

INTERIM REPORTS AND FINANCIAL STATEMENTS

Generally, **7:118**, **7:234** Exchange Act, **6:24**

Operating and financial review prospects (MD&A), 7:234, 7:269

INTERIM REPORTS AND FINANCIAL STATEMENTS

—Cont'd

Securities Exchange Act (1934), 6:24

INTERIM STANDARDS

Sarbanes-Oxley Act of 2002, 7:20

INTERNAL AUDIT FUNCTION

Sarbanes-Oxley Act of 2002, 3:113

INTERNAL AUDIT OUTSOURCING SERVICES

Sarbanes-Oxley Act of 2002, 7:76

INTERNAL CONTROLS

Sarbanes-Oxley Act (this index)

INTERNAL MEMORANDA

Public offerings of equity by foreign issuer into U.S., 2:68

INTERNATIONAL BIDS

See **Tender and Exchange Offers** (this index)

INTERNATIONAL HOLDING COMPANY STRUCTURES

Investment advisers, 14:7

INTERNATIONAL OFFERINGS

Public offerings of equity by foreign issuer into U.S., **2:106**

INTERNATIONAL ORGANIZATIONS

Foreign broker-dealers, exemptions for, 13:107

INTERNATIONAL TENDER OFFERS

See **Tender and Exchange Offers** (this index)

INTERNET OFFERINGS

Blue Sky Law, 15:41

Broker-dealers, Internet referrals and web links, 13:13

Disclosure documents, private placement, **5:76**

Electronic distribution of disclosure documents, **5:76**

Private placement

Generally, 5:73

Disclosure documents, 5:76

Electronic distribution of disclosure documents, **5:76**

INTERNET OFFERINGS—Cont'd

Private placement—Cont'd Procedures, **5:74**Publicity activities, **5:75**

Roadshows, 5:77

Public offerings of equity by foreign issuer into U.S.—Rule 801, internet disclosure, 2:167

Regulation S, 9:47

Roadshows, private placement, 5:77

Tender Offers (this index)

Web links, broker-dealers and Internet referrals, 13:13

INTERPRETATIONS

Global offerings, 10:158

INTERPRETATIVE GUIDANCE

Private placement, documentation, **5:66** Tender and exchange offers, internet

Generally, 11:165 to 11:169

Offshore tender offers, business combinations, and rights offerings, 11:167

U.S. exempt component, 11:168

U.S. issuers, 11:169

INTERSYNDICATE AGREEMENT

Public offerings of equity by foreign issuer into U.S., 2:10

INTRASTATE BUSINESSES

Broker-dealers, exclusions and exemptions, 13:84

Investment advisers, exemptions from SEC registration, **14:30**

INVENTORY

Accounting and auditing, 7:42

INVESTIGATION

Public offerings of equity by foreign issuer into U.S., 2:150 to 2:154

Sarbanes-Oxley Act, 7:23, 7:24, 7:28, 7:31

INVESTMENT ADVISERS

Generally, 14:1 et seq.

Act of 1940 (Investment Advisers Act), generally, **1:7**

Advertisements, 14:45

Advisory agreements, assignment of, 14:51

INVESTMENT ADVISERS—Cont'd

Affiliates, registration requirements, 14:5

Agency cross transactions, 14:49

Amendments, Form ADV, 14:39

Antifraud provisions of regulation

Generally, 14:43 to 14:48

Advertisements, 14:45

Cash referral fees, 14:47

Cash felerial fees, 14.47

Custody of client funds and securities, **14:46**

Disciplinary information, 14:48

Financial and disciplinary information, **14:48**

Assets under management, 14:27

Assignment of advisory agreements,

14:51

Authors, 14:17

Banks, 14:15

Blue Sky Law, 15:7

Brochure rule, 14:42

Broker-dealers, exclusions from definitions, **14:16**

Business, engaging in, 14:12

Business development company, performance fee contract, 14:50

Cash referral fees, 14:47

Compensation, 14:13, 14:50

For compensation defined, 14:13

"Conduct and effects" approach, 14:4, 14:6 et seq.

Conflicting foreign law, 14:8 et seq.

Cross transactions by agency, 14:49

Custody of client funds and securities,

14:46

Definitions

Generally, 13:17, 14:10 to 14:13

Business, engaging in business, 14:12

Compensation, for, 14:13

For compensation, 14:13

Engaging in business, 14:12

Exclusions from

Generally, 14:14 et seq.

Authors, 14:17

Banks, 14:15

Broker-dealers, 14:16

Family office, 14:19 to 14:21

Other exclusions, 14:18

Publishers and authors, 14:17

INVESTMENT ADVISERS—Cont'd INVESTMENT ADVISERS—Cont'd Definitions—Cont'd International holding company Issuing reports or analyses concerning structures, 14:7 securities, 14:11 Intrastate and insurance company exemptions, 14:30 Providing advise concerning securi-Issuing reports or analyses concerning ties, 14:11 securities, 14:11 Oualified clients, 14:50 Jurisdiction, registration requirement, Disciplinary information, 14:48 14:3 Dodd-Frank Act reporting requirement. Management, assets under, 14:27 Form PF. 14:54 Performance fees and other compensa-Enforcement, 14:57 to 14:59 tion practices, 14:50 Engaging in business, 14:12 Principal transactions and agency cross Exclusions. See Definitions, above in transactions, 14:49 this heading Private investment company, perfor-Exemptions. See SEC registration, mance fee contract, 14:50 below in this heading Private right of action, implied, 14:60 Extraterritorial application of Advisers Prohibitions on, 14:31 to 14:33 Act, "conduct and effects" Providing advise concerning securities, approach, 14:4 14:11 Family office exclusion Publishers and authors, 14:17 Generally, 14:19 Qualified clients, defined, 14:50 Conditions for exclusion, 14:20 Recordkeeping, 14:53 Plan of action for family offices, Registration 14:21 Blue Sky Law, 15:7 Federal de minimis exemption, 14:23 to Form PF reporting requirements, 14:25 14:54 Financial and disciplinary information, Identity theft red flag program, 14:55 14:48 **Process** Foreign investment advisory affiliates Generally, 14:38 to 14:41 "Conducts and effects" approach, Form ADV, 14:39 application of, 14:6 et seq. SEC amendments to form ADV, Conflicting foreign law, 14:8 14:40 International holding company Withdrawal, 14:41 structures, 14:7 Requirements, generally, 14:2 et seq. Non-U.S. clients of unregistered SEC-registered investment advisers foreign advisers controlled by a and their supervised persons and U.S. person, 14:9 solicitors, scope of state author-Registered investment advisers, genity over erally, 14:5 et seq. Generally, 14:34 to 14:37 Form ADV, registration and amend-SEC registered advisers, 14:35 ments, 14:39 Solicitors of SEC-registered advis-Form ADV-W, withdrawal of registraers. 14:37 tion, 14:41 Supervised persons of SEC advis-Form PF, 14:54 ers, 14:36 Identity theft red flag program, 14:55 Sarbanes-Oxley Act of 2002, 7:70 Implied private right of action, 14:60 SEC enforcement, 14:59 Insider trading, 14:56 SEC inspections, 14:58 Inspections, SEC, 14:58 SEC-registered investment advisers and Insurance company exemptions, 14:30 their supervised persons and solici-

INVESTMENT ADVISERS—Cont'd

tors, scope of state authority over, 14:34 to 14:37

SEC registration

Exemptions from

Generally, 14:22 et seq.

Clients, counting number of, **14:24** Federal de minimis exemption,

14:23 to 14:25

Foreign private advisers, **14:28**Holding itself out as adviser, **14:25**Insurance company exemptions, **14:30**

Intrastate and insurance company exemptions, **14:30**

Private funds, 14:26

Venture capital funds, 14:29

Prohibitions on

Generally, 14:31 to 14:33

Mid-size advisers, 14:33

Small advisers, 14:32

Soft dollar arrangements, 14:52

Solicitors, scope of state authority over, 14:34, 14:37

State authority, scope of, 14:34 to 14:37

Supervised persons of SEC-registered advisers, scope of state authority over, **14:34**, **14:36**

Withdrawal, Form ADV-W, 14:41

INVESTMENT BANKING SERVICES

Sarbanes-Oxley Act of 2002, 7:70

INVESTMENT COMPANIES

Act of 1940 (Investment Company Act), generally, **1:8**

Global offerings, 10:125

Private placement, Rule 144A

Investment Company Act issues, 5:53. 5:54

Resales to institutional buyers, **5:41**

Regulation S, 9:45

Sarbanes-Oxley Act, 3:71

Sarbanes-Oxley Act (this index)

INVESTMENT CONTRACTS

See **Securities** (this index)

INVESTMENT GRADE DEBT

Global offerings, 10:90

INVESTMENT GRADE SECURITIES

Multijurisdictional Disclosure System (MJSD), **12:10**

IRAN THREAT REDUCTION ACT

Exchange Act registration, prohibitions on U.S. companies and foreign subsidiaries, **6:13.50**, **6:13.60**

SEC disclosure requirements, 6:13.60

ISRAEL

Accounting and financial matters, 7:310 to 7:315

JOBS ACT

Tender and exchange offers, opt-in right, emerging growth companies, 11:139

JOINT AND SEVERAL UNDERWRITING OBLIGATIONS

Global offerings, 10:7

JOINT JURISDICTION AND NOTICE REGISTRATION

Securities, 1:28

JOINT VENTURE INTERESTS

See **Securities** (this index)

JURISDICTION

See also Multijurisdictional Disclosure System (this index)

International tender offers and business combinations involving foreign targets, exclusion of U.S. shareholders by avoiding U.S. jurisdictional means, 11:151

Investment advisers, 14:3

Sarbanes-Oxley Act of 2002, 3:101

Securities, 1:23, 1:28

Tender and exchange offers, Hart-Scott-Rodino Antitrust Improvements Act of 1976 (Hart-Scott Act), **11:180**

LANGUAGE REQUIREMENTS

Canadian MJSD, 12:113

LANGUAGES, FOREIGN

Electronic filing, public offerings of equity by a foreign issuer into U.S. **Public Offerings of Equity by Foreign Issuer into U.S.** (this index)

LARGE TRADER REPORTING

Tender and Exchange Offers (this index)

LATIN AMERICA

Accounting and financial matters
Generally, 7:301
Capital transactions-earnings per
share, 7:307

LEGAL AND ARBITRATION PROCEEDINGS

Accounting and financial matters, 7:281

LEGAL SERVICES

Sarbanes-Oxley Act of 2002, 7:77

LETTERS

Private placement, investor letters, 5:58

LIFE INSURANCE

Sarbanes-Oxley Act of 2002, 6:126

LIMITATION OF ACTIONS

Sarbanes-Oxley Act of 2002, 6:177

LIMITATIONS

Blue Sky Law, general expense limitations, 15:28

Regulation S, Rule 905, resale limitations, **9:22**

Sarbanes-Oxley Act of 2002, 6:108

LIMITED DE MINIMIS EXCEPTION

Sarbanes-Oxley Act of 2002, 7:82

LIMITED LIABILITY COMPANY INTERESTS

See **Securities** (this index)

LIMITED PARTNERSHIPS

Global offerings, Regulation M, Rule 102, **10:126**

LIQUIDATION PROCEEDINGS

Private placement, Rule 144A securities, 5:54

LISTING REQUIREMENTS

Generally, **3:1 et seq.** Additional shares, **3:25**

Additional standards, 3:199, 3:200

Amendments of 2004 to listing standards, **3:9**

American Depositary Receipts, 8:25, 8:26

LISTING REQUIREMENTS—Cont'd

American Stock Exchange

Generally, 3:2

Corporate governance, 3:15

Disclosure, financial, 3:15

Financial disclosure. 3:15

Financial notice, 3:15

Financial reporting, 3:15

Notice, financial, 3:15

Reporting, financial, 3:15

Requirements, generally, 3:9 et seq.

AMEX. See American Stock Exchange, above in this heading

Annual fees, 3:26

Class of securities, listing new, 3:27

Construction and interpretation, 3:30

Continued listing standards, **3:11**, **3:19**, **3:21**, **3:201**

Corporate governance

American Stock Exchange, 3:15

Financial reporting, 3:31, 3:32

New York Stock Exchange, **3:14**, **3:15**

Delisting, 3:199 to 3:201

Disclosure. Financial disclosure, below in this heading

Entry. 3:24

Exchange Act, 6:2, 6:30, 6:31

Fees

Generally, 3:23 to 3:30

Additional shares, 3:25

Annual, 3:26

Entry, 3:24

New class of securities, listing, 3:27

New York Stock Exchange, 3:13

Other securities, 3:28

Recordkeeping, 3:29

Written interpretations of listing rules, 3:30

Financial disclosure

American Stock Exchange, 3:15

Corporate governance, 3:31, 3:32

New York Stock Exchange, 3:15

Financial notice

American Stock Exchange, 3:15

Corporate governance, 3:31, 3:32

New York Stock Exchange, 3:15

Financial reporting

American Stock Exchange, 3:15

LISTING REQUIREMENTS—Cont'd LISTING REQUIREMENTS—Cont'd Financial reporting—Cont'd New York Stock Exchange—Cont'd Corporate governance, 3:31, 3:32 Timetable for original listing of equity on NYSE, App. 3A New York Stock Exchange, 3:14, Notice 3:15 Failure to meet continued listing stan-Form 8-K filing requirements for listed dard, delisting, or transfer of U.S. issuers, 3:201 listing, **3:201** Global shares, 3:16 Financial notice, above in this head-Initial listing standards, 3:10, 3:18, 3:20 More demanding standards, 3:199, Numerical standards 3:200 Nasdaq Stock Exchange, 3:17 to 3:21 Nasdaq Capital Market, 3:20, 3:21 New York Stock Exchange, 3:9 to Nasdaq/NMS, 3:18, 3:19 3:11 Nasdaq Stock Exchange NYSE. See New York Stock Exchange, Generally, 3:4, 3:18 et seq. above in this heading Additional or more demanding stan-Original listing, timetable for original dards and delisting, 3:200 listing of equity on NYSE, App. Continued listing standards, 3:19, 3:21 Other requirements, generally, 3:22 to Corporate governance, 3:31 3:32 Disclosure, financial, 3:32 Other securities, 3:28 Financial disclosure, 3:32 Over-the-counter market, generally, 3:4 Financial notice, 3:32 Process, generally, 3:8 Financial reporting, 3:31, 3:32 Recordkeeping, 3:29 Registration under Exchange Act, 3:5 to Initial listing standards, 3:18, 3:20 3:7 Nasdaq Capital Market, 3:20, 3:21 Reporting. Financial reporting, above in Nasdaq/NMS, 3:18, 3:19 this heading Notice, financial, 3:32 **Sarbanes-Oxley Act** (this index) Numerical standards, 3:17 to 3:21 SEC registration, 3:5 to 3:7 Reporting, financial, 3:31, 3:32 Section 12(b), registration under New class of securities, listing, 3:27 Exchange Act, 3:6 New York Stock Exchange Section 12(g), registration under Generally, 3:3, 3:9 et seq. Exchange Act, 3:7 Additional or more demanding stan-Timetable for original listing of equity dards and delisting, 3:199 on NYSE, App. 3A Amendments of 2004 to listing stan-Transfer of listing, 3:201 dards, 3:9 U.S. markets, generally, 3:2 to 3:4 Continued listing standards, 3:11 Written interpretations of listing rules, Corporate governance, 3:14, 3:15 3:30 Fees. 3:13 LISTING STANDARDS Financial disclosure, 3:15 Securities, 1:29 Financial notice, 3:15 LIVE ELECTRONIC AUCTIONS Financial reporting, 3:14, 3:15 Public offerings of equity by foreign Global shares, 3:16 issuer into U.S., 2:111 Initial listing standards, 3:10 Numerical standards, 3:9 to 3:11 LIVE ROAD SHOWS Other NYSE listing requirements, Public offerings of equity by foreign

3:12 to 3:15

issuer into U.S., 2:67

LOANS

See also **Securities** (this index)
Blue Sky Law, loans to officers, directors, and employees, **15:23 Sarbanes-Oxley Act** (this index)

LOCATION

Sarbanes-Oxley Act of 2002, **3:123**, **6:44**, **7:91**

LOOK-BACK PERIOD

Sarbanes-Oxley Act of 2002, 3:54, 3:58

LOST AND STOLEN SECURITIES PROGRAM

Broker-dealers, 13:142

LTID SUFFIXES

Large traders, use of LTID suffixes, 11:51

MAIL AND WIRE FRAUD

Sarbanes-Oxley Act of 2002, 6:185

MANAGEMENT EVALUATION

Sarbanes-Oxley Act (this index)

MANAGEMENT EXPERTISE

Sarbanes-Oxley Act of 2002, 3:110

MANAGEMENT FUNCTIONS

Sarbanes-Oxley Act of 2002, 7:68

MANAGEMENT INVESTMENT COMPANY

Global offerings, Regulation M, Rule 101, **10:92**

MANAGEMENT'S ANNUAL INTERNAL CONTROL REPORT

Sarbanes-Oxley Act of 2002, 6:58

MANAGEMENT'S ASSESSMENT

Sarbanes-Oxley Act of 2002, 6:62

MANAGEMENT'S DISCUSSION AND ANALYSIS (MD&A)

Accounting and Financial Matters (this index)

Sarbanes-Oxley Act (this index)

MANDATORILY CONVERTIBLE OR EXCHANGEABLE SECURITIES

Generally, 4:49

CEA considerations, **4:51**

Preemption of state law, 4:51

MANDATORILY CONVERTIBLE OR EXCHANGEABLE SECURITIES

-Cont'd

Registration, 4:50

State law, 4:51

MANUAL SIGNATURES

Public offerings of equity by foreign issuer into U.S., 2:89

MARGIN SECURITIES

Broker-dealers, installment payment arrangements, global offerings, **10:12**

Tender and exchange offers, federal regulations, 11:172

Underwriters, global offerings, installment payment arrangements, 10:12

MARKET MAKING

Section 16(d), beneficial ownership reporting, 11:32

MARKET REGULATION RULES

Canadian MJSD, 12:144 et seq.

MARTIN ACT

Generally, 15:49 to 15:51

MD&A

Management's Discussion and Analysis (MD&A) (this index)

MEETINGS

Sarbanes-Oxley Act (this index)

MERGERS

Global offerings, Regulation M, Rule 101, **10:85**

Sarbanes-Oxley Act of 2002, 3:160

Section 16(b) short-swing profit recovery, beneficial ownership reporting, 11:28

MERGERS AND ACQUISITIONS

Securities exchange act (1934)

Form 12h-6, terminating successor issuer status after M&A transaction, **6:29.30**

Section 16(b) short-swing profit recovery, **11:28**

MEXICO

Accounting and financial matters, 7:295 to 7:300

MINING RESERVES AND DEPLETION

Disclosure, accounting and financial matters, 7:285

MINORITY-OWNED ENTITIES

Large trader filing requirements, 11:52

MISLEADING

Sarbanes-Oxley Act of 2002, 6:96

MONITORING

Large trader reporting, 11:67, 11:71 Registered broker-dealers, 11:71

MULTIJURISDICTIONAL DISCLOSURE SYSTEM (MJSD)

Generally, 12:1 et seq.

A-B or Exxon capital exchange offers, 12:32

Accounting, Form 40-F, 12:44

Advertising securities, remaining applicable Canadian laws, **12:119**, **12:120**

Agents for service, appointment of Supporting documentation, 12:110

Alternative for exchange offers and business combinations, Form F-80, 12:9

Alternatives

Generally, 12:81 et. seq

Cross border rights offerings, exemption from Securities Act registration, 12:84

Cross border tender offers and business combinations, 12:85 to 12:87

Exchange Act reporting, 12:83

Exemptions from Exchange Act tender offer requirements, 12:87

Securities Act registration, 12:82

Securities Act registration and exemptions, 12:86

Amendments, Canadian MJSD, 12:102

Antimanipulation rules concerning securities offerings, underwriters, **12:78**

Appointment of agent for service, 12:110

Auditing and accounting requirements, Form 40-F, **12:44**

Auditor independence, 12:44

MULTIJURISDICTIONAL DISCLOSURE SYSTEM (MJSD) —Cont'd

Rids

Canadian MJSD. See Canadian MJSD, below in this heading

Tender offers under MJDS, 12:52

Bought deals, 12:120

Broker-dealer registration, underwriters, 12:76

Business combinations. See Canadian MJSD, below in this heading

Calculation of fees, remaining applicable Canadian laws, **12:117**

Canadian issuers. See Securities Act registration of U.S. offerings by Canadian issuers, below in this heading

Canadian MJSD

Generally, 12:88 et seq.

Advertising securities, remaining applicable Canadian laws, 12:119, 12:120

Agent for service, appointment of, 12:110

Amendments, 12:102

Appointment of agent for service, 12:110

Bids for securities of U.S. issuers

Generally, 12:122 et seq.

Applicable Canadian law, 12:124

Bidder filing requirements, 12:128 to 12:130

Change, notice of change, 12:133

Delivery to securityholders, **12:136**

Eligibility requirements, 12:123,

12:125

Fees, 12:135

General filing requirements for bidder, 12:128 to 12:130

Incorporation by reference procedures, 12:134

Mechanics of making CMJDS bid, generally, **12:126 et seq.**

Notice of change, 12:133

Notice of variation, 12:133

Reference, incorporation by, 12:134

Securities Exchange bids, eligibility requirements for, 12:125

MULTIJURISDICTIONAL DISCLOSURE SYSTEM (MJSD) —Cont'd

Canadian MJSD—Cont'd
Bids for securities of U.S. issuers
—Cont'd

Securityholders, delivery to, 12:136

Supporting documents for offeror filing requirements, 12:128 to 12:130

Target issuer requirements, **12:131** Variation, notice of, **12:133**

Bought deals, **12:120**

Business combinations

Generally, 12:137 et seq.

Eligibility requirements, 12:138

Mechanics of, **12:139**

Private, going and related party transactions, **12:140**

Calculation of fees, remaining applicable Canadian laws, 12:117

Canadian securities law, 12:89 et seq.

Certificates, 12:101, 12:107

Change, notice of, 12:133

Conflict of interest requirements, remaining applicable Canadian laws, 12:118

Continuous disclosure, 12:141

Copies, filing and delivery requirements, **12:112**

Debt securities and preferred shares (Section 3.1(a) offerings), **12:92**

Definitions, 12:90

Delivery, 12:112, 12:114

Effective dates and receipt procedures, filing and delivery requirements, **12:115**

Exempt financing in Canada, 12:147

Fees, 12:117, 12:135

Filing and delivery requirements, 12:112 to 12:115

Final prospectus, 12:99

Financing methods available for U.S. issuers, other, **12:145**

Foreign Issuer Prospectus and Continuous Disclosure System (FIPS), 12:146

MULTIJURISDICTIONAL DISCLOSURE SYSTEM (MJSD) —Cont'd

Canadian MJSD-Cont'd

General filing requirements for offeror, 12:128 to 12:130

Incorporation by reference procedures, **12:134**

Informational legends, 12:127

Insider trading, 12:143

Language requirements for filings made in Quebec, filing and delivery requirements, 12:113

Laws, remaining applicable Canadian laws, 12:116 to 12:120

Market regulation rules, **12:144 et seq.**

Notice of change, 12:133

Notice of variation, 12:133

Offeror filing requirements, 12:128 to 12:130

Powers of attorney, 12:111

Preferred shares (Section 3.1(a) offerings), **12:92**

Preliminary prospectus, 12:99

Private, going and related party transactions, **12:140**

Prospectus offerings

Generally, 12:91 et seq.

Advertising securities, remaining applicable Canadian laws, 12:119, 12:120

Agent for service, appointment of, 12:110

Amendments, 12:102

Appointment of agent for service, 12:110

Bought deals, 12:120

Certificates, 12:101, 12:107

Conflict of interest requirements, remaining applicable Canadian laws, 12:118

Copies, filing and delivery requirements, 12:112

Debt securities and preferred shares (Section 3.1(a) offerings), 12:92

Delivery, 12:112, 12:114

Effective dates and receipt procedures, **12:115**

MULTIJURISDICTIONAL MULTIJURISDICTIONAL DISCLOSURE SYSTEM (MJSD) DISCLOSURE SYSTEM (MJSD) —Cont'd —Cont'd Canadian MJSD-Cont'd Canadian MJSD-Cont'd Prospectus offerings—Cont'd Prospectus offerings—Cont'd Eligible securities, generally, 12:91 Supporting documentation et seq. —Cont'd Filing and delivery requirements, Agents, appointment of agent for 12:112 to 12:115 service, 12:110 Final prospectus, 12:99 Appointment of agent for service, 12:110 Foreign Issuer Prospectus and Certificate confirming satisfac-Continuous Disclosure System tion of eligibility require-(FIPS), 12:146 ments, 12:107 General instructions, 12:98 et seq. Consents, 12:108 Informational legends, 12:100 Powers of attorney, 12:111 Language requirements for filings made in Quebec, 12:113 Report on property, 12:109 Laws, remaining applicable Cana-Service, appointment of agent dian laws, **12:116 to 12:120** for, **12:110** Other offerings, supplements, Trust indenture requirements, 12:105 12:121 Quebec, language requirements for Powers of attorney, **12:111** filings made in, 12:113 Preferred shares (Section 3.1(a) offerings), 12:92 Receipts, 12:115 Preliminary prospectus, 12:99 Reference, incorporation by, 12:134 Ouebec, language requirements for Report on property, 12:109 filings made in, 12:113 Rights offerings (Section 3.1(b) offer-Receipts, 12:115 ings), 12:94 Remaining applicable Canadian Rule 430A offerings, 12:97 laws, 12:116 to 12:120 Rule 430A pricing prospectus, supplements, 12:104 Report on property, 12:109 Rights offerings (Section 3.1(b) Rule 415 offerings, 12:91, 12:97 offerings), 12:94 Section 3.1(a) offerings, debt securi-Rule 430A offerings, 12:97 ties and preferred shares, 12:92 Rule 430A pricing prospectus, Section 3.1(b) offerings, rights offersupplements, 12:104 ings, 12:94 Rule 415 offerings, 12:91, 12:97 Securities Exchange bids, eligibility requirements for, 12:125 Section 3.1(a) offerings, debt securities and preferred shares, Securityholders, delivery to, 12:136 12:92 Service, appointment of agent for, Section 3.1(b) offerings, rights 12:110 offerings, 12:94 Subsidiary offerings, 12:95 Service, appointment of agent for, Successor issuers, offerings by, 12:96 12:110 Supplements for Rule 415, 12:103 Subsidiary offerings, 12:95 Supporting documentation Successor issuers, offerings by, Bids for securities of U.S. issuers, 12:96 12:130 Supplements for Rule 415, 12:103 Prospectus offerings. See Prospec-Supporting documentation

Generally, 12:106 et seq.

tus offerings, above in this

heading

MULTIJURISDICTIONAL DISCLOSURE SYSTEM (MJSD) —Cont'd

Canadian MJSD—Cont'd
Target issuer requirements, **12:131**Trust indenture requirements, **12:121**Variation, notice of, **12:133**

Certificates, 12:101, 12:107

Change, notice of, 12:133

Civil liability and antifraud provisions, material misstatements or omissions, **12:65**, **12:66**

Conflict of interest requirements, remaining applicable Canadian laws, 12:118

Cross-border "bought deals," 12:80

Cross border rights offerings, exemption from Securities Act registration, 12:84

Cross border tender offers and business combinations, alternatives, 12:85 to 12:87

Debt securities and preferred shares (Section 3.1(a) offerings), **12:92**

Definitions, shared, 12:2

Delivery, 12:112, 12:114

Effective dates, 12:23, 12:48

Electronic filing, 12:63

Exchange Act

Also see entries beginning "Securities Act," below

Section 18, Exchange Act compliance, **12:57**

Tender offers. See Tender offers under MJDS, below in this heading

Exchange Act registration and reporting process

Also see entries beginning "Securities Act," below

Generally, **12:35 to 12:37, 12:46 to 12:48**

Effective dates, 12:48

Filings, 12:47

Section 15(d) reporting, 12:35

Summary and other reporting issues, 12:37

U.S. Stock Exchange, Nasdaq and OTC Bulletin Board related obligations, **12:36**

MULTIJURISDICTIONAL DISCLOSURE SYSTEM (MJSD) —Cont'd

Exchange Act reporting, alternatives, 12:83

Exchange offers

Generally, **12:74**

Securities Act registration, **12:7**, **12:9**, **12:26**

Exclusions from prospectus—exhibits, 12:17

Exempt financing in Canada, 12:147

Exemptions from Exchange Act tands

Exemptions from Exchange Act tender offer requirements, alternatives, 12:87

Exhibits, exclusions from prospectus, 12:17

Exxon capital exchange offers, **12:32** Federal preemption, **12:71**

Fees. 12:62

Final prospectus, 12:99

Financial statements, 12:43

Financing methods available for U.S. issuers, other, **12:145**

Foreign Corrupt Practices Act, 12:68

Foreign Issuer Prospectus and Continuous Disclosure System (FIPS), 12:146

Form F-7, rights offerings, 12:4

Form F-8, business combinations and exchange offers, 12:5 to 12:8

Form F-9, investment grade securities, 12:10

Form F-10, general registration form, **12:11**

Form F-80, alternative for exchange offers and business combinations, 12:9

Form F-80, business combinations and exchange offers, **12:5 to 12:8**

Form 40-F

Generally, 12:38

Accounting, auditing and accounting requirements, 12:44

Auditing and accounting requirements, **12:44**

Auditor independence, 12:44

Consents, 12:41

Eligibility, 12:39

Information required, 12:40

MULTIJURISDICTIONAL

DISCLOSURE SYSTEM (MJSD)

—Cont'd —Cont'd Form 40-F—Cont'd Registration—Cont'd Preparation of Form 40-F, 12:40 to Auditor independence, 12:29 12:44 Broker-dealer registration, underwrit-Signature page, 12:42 ers, 12:76 Undertakings, 12:42 Considerations, 12:27 to 12:32 Form 6-K, 12:45 Exchange Act registration and report-General conditions. Form F-8 and F-80. ing process, 12:35 to 12:37, business combinations and 12:46 to 12:48 exchange offers, 12:6 Exchange Act requirements, 12:38 to General registration form, Form F-10, 12:44 12:11 Financial statements, accounting and Home jurisdiction document, 12:14 auditing requirements, 12:28 et Incorporation by reference procedures, 12:134 Form F-10, general registration form, Informational legends, 12:15, 12:100 Insider and proxy rules, 12:69 Forms, preparation, generally, 12:12 Insider trading, 12:143 et seq. Installment receipts, 12:79 Private placements, 12:30 to 12:32 Investment grade securities, Form F-9, Regulation D information require-12:10 ments, 12:31 Issues where no federal preemption, Securities Act registration 12:72 Canadian issuers. See Securities Language requirements for filings made Act registration of U.S. offerin Quebec, 12:113 ings by Canadian issuers, Market regulation rules, 12:144 et seq. below in this heading NASD review, underwriters, 12:77 Process. See Securities Act Notice, 12:133 registration process, filing registration statement, below Powers of attorney, 12:111 Preferred shares (Section 3.1(a) offer-Regulation D information requirements, ings), **12:92** Regulation M and 14e-5, Exchange Act Preliminary prospectus, 12:99 compliance, 12:56 Preparation of MJDS Securities Act registration forms, generally, 12:12 Regulation S, 12:67 et seq. Reports and reporting, 12:35 to 12:37, 12:46 to 12:48 **Prospectus** Exclusions from prospectus— Rights offerings, 12:4, 12:25, 12:73 exhibits. 12:17 Rule 430A offerings, **12:97** Offerings of CMJSD. See Canadian Rule 430A pricing prospectus, supple-MJSD, above in this heading ments, 12:104 Proxy rules, 12:69 Rule 415 offerings, 12:91, 12:97 Quebec, language requirements for fil-Safe harbor and "forward-looking" ings made in, **12:113** statements, 12:66 Receipts, 12:115 Schedule 14D-9F, **12:60** Reference, incorporation by, 12:134 Schedules 13E-4F, 14D-1F and 14D-9F, Registration 12:59 to 12:62 A-B or Exxon capital exchange Schedules 13E-4F and 14D-1F, preparaoffers, 12:32 tion of, 12:59

MULTIJURISDICTIONAL

DISCLOSURE SYSTEM (MJSD)

MULTIJURISDICTIONAL DISCLOSURE SYSTEM (MJSD) —Cont'd

Section 10(b) and Rule 10b-5, Exchange Act compliance, **12:55**

Section 14(e) and Rule 14e-3, Exchange Act compliance, **12:54**

Section 3.1(a) offerings, debt securities and preferred shares, **12:92**

Section 3.1(b) offerings, rights offerings, **12:94**

Section 15(d) reporting, 12:35

Securities Act

Also see Exchange Act, above in this heading

Registration, alternatives, 12:82

Registration and exemptions, alternatives, **12:86**

Securities Act registration forms Exclusions from prospectus—

exhibits, 12:17
Exhibits, exclusions from prospectus, 12:17

Home jurisdiction document, **12:14** Informational legends, **12:15**

Information required to be delivered to offerees or purchasers, U.S. prospectus, 12:13 to 12:16

List of documents required, 12:16

Preparation of MJDS Securities Act registration forms, generally, 12:12 et seq.

Prospectus, exclusions from—exhibits, 12:17

Service of process, consent to, 12:18, 12:20

Signature page, 12:21

Undertakings, 12:18, 12:19

Securities Act registration of U.S. offerings by Canadian issuers

Generally, 12:3 et seq.

Alternative for exchange offers and business combinations, Form F-80, **12:9**

Business combinations, 12:5 to 12:8

Exchange offers, 12:7, 12:9

Form F-7, rights offerings, **12:4**

Form F-8, business combinations and exchange offers, 12:5 to 12:8

MULTIJURISDICTIONAL DISCLOSURE SYSTEM (MJSD) —Cont'd

Securities Act registration of U.S. offerings by Canadian issuers—Cont'd

Form F-9, investment grade securities, **12:10**

Form F-10, general registration form, **12:11**

Form F-80, alternative for exchange offers and business combinations. **12:9**

Form F-80, business combinations and exchange offers, **12:5** to **12:8**

General conditions, Form F-8 and F-80, business combinations and exchange offers, **12:6**

General registration form, Form F-10, 12:11

Investment grade securities, Form F-9, 12:10

Registration, Form F-10, general registration form, **12:11**

Rights offerings, Form F-7, 12:4

Securities Act registration process: filing registration statement

Generally, 12:22 et seq.

Effective dates, 12:23

Exchange offers and business combinations, **12:26**

Registration fees, 12:24 to 12:27

Rights offerings, 12:25

Securities Exchange bids, eligibility requirements for, 12:125

Securityholders, delivery to, 12:136 Service, appointment of agent for, 12:110

Service of process, consent to, 12:18, 12:20

Signature page, 12:21

State securities laws

Generally, 12:70 to 12:74

Exchange offers, 12:74

Federal preemption, 12:71

Issues where no federal preemption, 12:72

Rights offerings, 12:73

Subsidiary offerings, 12:95

Successor issuers, offerings by, 12:96

MULTIJURISDICTIONAL DISCLOSURE SYSTEM (MJSD) —Cont'd

Supplements for Rule 415, **12:103**Supporting documents for offeror filing requirements, **12:130**

Tender offers under MJDS

Generally, 12:49 et seq.

Bids, issuer bids, 12:52

Eligibility requirements, **12:50 to 12:52**

Exchange Act compliance, generally, 12:53 et seq.

Exchange Act Section 18, Exchange Act compliance, 12:57

Fees for Schedules 13E-4F, 14D-1F and 14D-9F, **12:62**

Filing instructions for Schedules 13E-4F, 14D-1F and 14D-9F, **12:61**

Issuer bids. 12:52

Regulation M and 14e-5, Exchange Act compliance, **12:56**

Schedule 14D-9F, 12:60

Schedules 13E-4F, 14D-1F and 14D-9F, **12:59 to 12:62**

Schedules 13E-4F and 14D-1F, preparation of, **12:59**

Section 10(b) and Rule 10b-5, Exchange Act compliance, **12:55**

Section 14(e) and Rule 14e-3,

Exchange Act compliance, **12:54** Sections 13(d) and (g), 13(e)(1) and

Rule 13e-3, **12:58**

Third-party tender offers, **12:51**

Third-party tender offers, 12:51

Trust Indenture Act, 12:33

Undertakings, 12:18, 12:19

Underwriters, 12:75 to 12:80

U.S. liability issues

Generally, 12:64 to 12:68

Civil liability and antifraud provisions, material misstatements or omissions, **12:65**, **12:66**

Foreign Corrupt Practices Act, **12:68** Regulation S, **12:67**

Safe harbor and "forward-looking" statements. 12:66

U.S. Multijurisdictional disclosure system (MJSD), generally, **12:2 et**

MULTIJURISDICTIONAL DISCLOSURE SYSTEM (MJSD) —Cont'd

U.S. Stock Exchange, Nasdaq and OTC Bulletin Board related obligations, 12:36

Variation, notice of, 12:133

MULTINATIONAL DEVELOPMENT BANKS

Reporting requirements, **4:22** Securities of, **4:21**, **4:22**

MULTINATIONAL ORGANIZATIONS

See **Sovereigns** (this index)

MUTUAL FUNDS

Broker-dealers, exclusions and exemptions, 13:90

NAFTA

Foreign broker-dealers, exemptions for, 13:115

NASAA

Blue Sky Law, 15:3

NASD

Global offerings, **10:22 to 10:56**Multijurisdictional Disclosure System (MJSD), **12:77**Self-regulatory organizations, **13:130**

NASDAQ STOCK EXCHANGE

Generally, **3:4, 3:18 et seq.**

Audit committees, listing standards for, 7:107

Capital Market, 3:20, 3:21

Continued listing standards, 3:19, 3:21

Corporate governance, 3:31

Disclosure, financial, 3:32

Exchange Act registration, **6:3**

Financial disclosure, 3:32

Financial notice, 3:32

Financial reporting, 3:31, 3:32

Global offerings, Rule 103, **10:137**, **10:138**

Initial listing standards, 3:18, 3:20

NMS, 3:18, 3:19

Notice, financial, 3:32

Numerical standards, 3:17 to 3:21

Reporting, financial, 3:31, 3:32

Reporting system, 6:32

NASDAQ STOCK EXCHANGE —Cont'd

Sarbanes-Oxley Act (this index)

NATIONAL SECURITIES MARKETS IMPROVEMENT ACT

Blue sky laws, exemptions, 15:15

NET CAPITAL RULE

Private placement, Rule 144A, **5:55**, **5:56**

NEW CLASS OF SECURITIES

Listing requirements, 3:27

NEWLY PUBLIC COMPANIES

Sarbanes-Oxley Act of 2002, 3:85

NEW SHARES

American Depositary Receipts, program options, **8:26**

NEW YORK PRACTICE

Blue Sky Law, 15:49 to 15:51

NEW YORK STOCK EXCHANGE

Generally, 3:3, 3:9 et seq.

Amendments of 2004 to listing standards, **3:9**

Audit committees, listing standards for, 7:107

Broker-dealers, membership, 13:138

Continued listing standards, 3:11

Corporate governance, 3:14, 3:15

Exchange Act reporting, 6:31

Fees, 3:13

Financial disclosure, 3:15

Financial notice, 3:15

Financial reporting, 3:14, 3:15

Global shares, 3:16

Initial listing standards, 3:10

Numerical standards, 3:9 to 3:11

Other NYSE listing requirements, **3:12** to **3:15**

Sarbanes-Oxley Act (this index)

Self-regulatory organizations, 13:138

Timetable for original listing of equity on NYSE, App. 3A

NO-ACTION RELIEF

Private placement, documentation, 5:66

NOMINATING COMMITTEE

Sarbanes-Oxley Act of 2002, **3:60 to 3:63**

NON-AUDIT SERVICES

Sarbanes-Oxley Act (this index)

NONDESIGNATED EXCHANGE

Regulation S, 9:20

NONDIRECT CONTACTS

Foreign broker-dealers, exemptions for. See **Broker-Dealers** (this index)

NONFUNGIBLE SECURITIES

Private placement, Rule 144A, 5:42

NONINTEGRATION

Regulation S, 9:42

NONREPORTING ISSUER

Public offerings of equity by foreign issuer into U.S., 2:22, 2:56

NORTH AMERICAN SECURITIES ADMINISTRATORS ASSOCIATION (NASAA)

Blue Sky Law, 15:3

NOTES

See **Securities** (this index)

NOTICE

American Stock Exchange, financial notice, **3:16**

Canadian MJSD, notice of change, 12:133

Canadian MJSD, notice of variation, 12:133

Global offerings, Regulation M, Rule 104, stabilization and other syndicate activities, **10:147**

Listing Requirements (this index)

Nasdaq Stock Exchange, financial notice, **3:32**

Private placement, 5:24, 5:50

Public Offerings of Equity by Foreign Issuer into U.S. (this index)

Sarbanes-Oxley Act (this index)

Securities, 1:28

NUMERICAL STANDARDS

Nasdaq Stock Exchange, **3:17 to 3:21** New York Stock Exchange, **3:9 to 3:11**

NYSE

See New York Stock Exchange (this index)

ODD-LOT TRANSACTIONS

Global offerings, Regulation M Rule 101, **10:103** Rule 102, **10:124**

OFF-BALANCE SHEET ARRANGEMENTS

Sarbanes-Oxley Act (this index)

OFFERS TO BUY

Public offerings of equity by foreign issuer into U.S., 2:108

OFFICE OF INSPECTOR GENERAL

SEC's Section 13(f) institutional investment manager reporting requirements, review, 11:43

OFFICERS AND DIRECTORS

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

OFFSHORE

Public offerings of equity by foreign issuer into U.S., press activities, 2:39, 2:44

Regulation S, 9:8, 9:25, 9:44

OIL AND GAS

Accounting and financial matters Full cost ceiling test, 7:284 Properties, 7:292

ONLINE OFFERINGS

Public offerings of equity by foreign issuer into U.S., 2:108, 2:109

OPEN-END MANAGEMENT INVESTMENT COMPANY

Global offerings, Regulation M, Rule 101. **10:92**

OPEN MARKET PLANS

Global offerings, Regulation M, Rule 102, **10:129**

OPINION

Sarbanes-Oxley Act, 6:79 to 6:83

OPTIONS AND WARRANTS

Blue Sky Law, 15:22

ORAL COMMUNICATIONS

Securities Offering Reform (this index)

ORAL OFFERS

Public offerings of equity by foreign issuer into U.S., 2:47

ORAL RELEASES

Sarbanes-Oxley Act of 2002, 6:99

ORDERS

Global offerings, 10:159

ORDINARY SHARES

Blue Sky Law, 15:17

ORIGINAL LISTING

New York Stock Exchange, timetable for original listing of equity on, **App. 3A**

OTC DERIVATIVES DEALERS

Broker-Dealers (this index)

OTHER SECURITIES

Listing requirements, 3:28

OUTSOURCING SERVICES

Sarbanes-Oxley Act of 2002, 7:76

OVERLAPPING BOARD RELATIONSHIPS

Sarbanes-Oxley Act of 2002, 3:86

OVERSIGHT

Sarbanes-Oxley Act (this index)

OVER-THE-COUNTER AND OTHER WIDELY HELD SECURITIES

Generally, 3:4

Registration. See Securities Exchange Act (1934) (this index)

PAPILSKY RULES

Global offerings, 10:35 to 10:40

PARENT COMPANY

Large trader filing requirements, 11:50 to 11:52

PARTNERSHIPS

Global offerings, Regulation M, Rule 102, **10:126**

Sarbanes-Oxley Act, 7:48, 7:54

Securities (this index)

PASSIVE INVESTORS

Beneficial ownership reports, 11:7

PASSIVE MARKET

Global offerings, Rule 103, **10:137**, **10:138**

PAYMENT ARRANGEMENTS

Global offerings, 10:12

PENALTIES

Sarbanes-Oxley Act (this index)

PENSION FUNDS

Accounting and financial matters, **7:246** Israel, **7:312**

Mexico, 7:296

Sarbanes-Oxley Act (this index)

PERFORMANCE

Accounting and financial matters, 7:255

PERFORMANCE FEES

Investment advisers, 14:50

PERIODIC DISCLOSURES

Sarbanes-Oxley Act (this index)

PERIODIC REPORTING

Public offerings of equity by foreign issuer into U.S., 2:164

PERSONAL LOANS

Sarbanes-Oxley Act (this index)

PLACEMENT

Blue Sky Law, private placements in U.S. by foreign investors, **15:44 to 15:47**

POISON PILLS

Tender and exchange offers, state laws, 11:176

POLITICAL SUBDIVISIONS, SECURITIES ISSUED BY

See Sovereigns (this index)

PORTAL

Private placement, 5:68, 5:69

POST-EFFECTIVE PERIOD

Public offerings of equity by foreign issuer into U.S., 2:28, 2:69, 2:70, 2:84

POWERS OF ATTORNEY

Canadian MJSD, 12:111

PREEMPTION

Private placement, state blue sky issues, 5:57

PREFERRED STOCK

Canadian MJSD, 12:92

Global offerings, Regulation M, Rule 101, **10:90**

PRE-FILING PERIOD

Public offerings of equity by foreign issuer into U.S., 2:26, 2:40 to 2:44

PRELIMINARY NOTES

Global offerings, Regulation M, **10:66** Regulation S, **9:4**

PRELIMINARY PROSPECTUS

Canadian MJSD. 12:99

PRESS ANNOUNCEMENTS

Private placement, 5:63

PRESUMPTION

Sarbanes-Oxley Act of 2002, 7:66

PRICE

Blue Sky Law, **15:21**

Public offerings of equity by foreign issuer into U.S., 2:88, 2:90

PRICE LEVEL ADJUSTED FINANCIAL STATEMENTS

Generally, 7:142 to 7:145

Cash flow statements, 7:145

Updating, 7:144

U.S. GAAP, APS 3, 7:143

PRINCIPAL AND AGENT

See Agents and Agencies (this index)

PRIVACY OF CONSUMER FINANCIAL INFORMATION

Broker-Dealers (this index)

PRIVATE INVESTMENT COMPANY

Investment advisors, performance fee contract, **14:50**

PRIVATE ISSUER

Sarbanes-Oxley Act (this index)

PRIVATE OFFERINGS

Blue sky laws, exemptions and exclusions, **App. 15D**

Private placement, documentation, **5:65** et seq.

PRIVATE PLACEMENT

Generally, **5:1 et seq.**

Abandoned offerings, Rule 155, **5:67** ADRs, interaction with Regulation S, **5:52**

Antimanipulation rules concerning securities offerings, Regulation M, 5:72

Background, 5:2 to 5:5

"Bad actors," disqualifying, 5:21

Blue sky laws

Generally, 5:32

Federal preemption, 5:57

Resales of private placement securities, **5:57**

State exemptions, 5:57

Broker-dealer issues

Net capital rule, **5:55**, **5:56**

Rule 506(c), **5:16**

Calculating qualifying amount, 5:46

Clearance and settlement of PORTAL securities, **5:68**, **5:69**

Conditions. See Rule 144A, below in this heading

Contractual restrictions, 5:58 et seq.

Current regulatory scheme, generally, **5:6 et seq.**

Disclosure, Section 4(2) disclosure, 5:27

Disclosure documents, Internet offerings, 5:76

Documentation

Generally, 5:58 et seq.

Contractual restrictions, 5:58 et seq.

Emerging market issuers, offerings, **5:59**

Exchange offers, 5:64

FINRA Rule 5123, disclosure of documents by member firms, 5:29

Fiscal agency agreements for Rule 144A offerings, **5:61**

Integration of private and public offerings, **5:65 et seq.**

Internet offerings, disclosure documents, **5:76**

PRIVATE PLACEMENT—Cont'd

Documentation—Cont'd

Interpretative guidance, **5:66**

Investor letters, 5:58

Letters from investors, 5:58

No-action relief, 5:66

Offering documents, 5:28, 5:29

Press announcements, 5:63

Private offerings, integration with public offerings, **5:65 et seq.**

Public offerings, integration with private offerings, **5:65 et seq.**

Purchase agreements for Rule 144A offerings, **5:61**

Regulation D, 5:66

Restrictions, contractual, 5:58 et seq.

Rule 152, 5:66

Rule 144 exemption, 5:36

Side-by-side offerings, **5:60**

Undocumented offerings, 5:62

Due diligence, **5:30**

Electronic distribution of disclosure documents, **5:76**

Eligible purchasers. See Rule 144A, below in this heading

Eligible securities, nonfungible securities, **5:42**

Emerging market issuers, documentation, **5:59**

Employee stock offerings, 5:71

Exchange offers, **5:64**

Exemptions, blue sky laws, 5:57

Exemption Section 4(2), 5:3

Federal preemption, state blue sky issues, **5:57**

FINRA Rule 5123, disclosure of documents by member firms, **5:29**

Fiscal agency agreements for Rule 144A offerings, **5:61**

Form D, notice of sale, 5:24

Former shell companies, Rule 144, 5:35

General publicity activities, Internet offerings, 5:75

Global Offerings (this index)

Hedging transactions, Rule 144, 5:38

History, 5:2 to 5:5

Information requirements, 5:49

Institutional buyers. See Rule 144A, below in this heading

PRIVATE PLACEMENT—Cont'd PRIVATE PLACEMENT—Cont'd Integration of private and public offer-Reasonable care exemption and waivers, 5:22 Generally, 5:65 et seq. Registered broker-dealers, 5:45 History, 5:5 Regulation D Interpretative guidance, 5:66 Generally, 5:7 et seq. No-action relief, 5:66 Amendments to Regulation D. Form D, and Rule 156, 5:9, 5:17 Regulation D, 5:25, 5:66 "Bad actors," disqualifying, 5:21 Rule 152, 5:66 Blue sky laws, 15:44 to 15:46 Rule 155, abandoned offerings, **5:67** Documentation, 5:66 Internet offerings Form D, notice of sale, 5:24 Generally, 5:73 Disclosure documents, 5:76 Form D check the box for Rule 506(b) and Rule 506(c), **5:12** Electronic distribution of disclosure General solicitation documents, 5:76 With (Rule 506(c)), **5:11** General publicity activities, 5:75 Private funds, 5:13 Procedures, 5:74 Regulation S offerings, 5:15 Publicity activities, 5:75 Rule 144A offering, 5:14 Roadshows, 5:77 Without (Rule 506(b)), **5:10** Interpretative guidance, documentation, Information needed, 5:19 5:66 Investment Company Act, 5:41, 5:53, Integration, 5:25 5:54 Notice of sale. Form D. 5:24 Investor letters, 5:58 Offering, manner of, 5:20 Letters from investors, 5:58 Reasonable care exemption and waiv-Liquidity of Rule 144A securities, 5:54 ers, 5:22 Martin Act. 15:49 to 15:51 Resale, restrictions on, 5:23 Most entities, Rule 144A, 5:44 Restrictions on resale, **5:23** Net capital rule, broker-dealer issues, Rule 506 5:55, 5:56 Generally, 5:8 et seq. No-action relief, documentation, 5:66 "Bad actors," disqualifying, 5:21 Nonfungible securities, 5:42 Form D, notice of sale, 5:24 Notice, 5:24, 5:50 Information needed, 5:19 Offering documents, 5:28, 5:29 Integration, 5:25 PORTAL, 5:68, 5:69 Notice of sale, Form D, 5:24 Preemption, state blue sky issues, 5:57 Offering, manner of, 5:20 Press announcements, 5:63 Reasonable care exemption and Private offerings, integration with public waivers, 5:22 offerings, 5:65 et seq. Resale, restrictions on, 5:23 Private resales of private placement Restrictions on resale, 5:23 securities, Section 4(1 1/2), **5:39** Sale, notice of, Form D, 5:24 Proof of eligibility, **5:47** Sale, notice of, Form D, 5:24 Publicity activities, Internet offerings, Solicitation materials, proposed rule 5:75 amendments to, 5:18 Public offerings, integration with private offerings, 5:65 et seq. Substantial compliance, 5:26 Purchase agreements for Rule 144A Regulation FD. 5:31 offerings, 5:61 Regulation M, antimanipulation rules Qualified institutional buyers, **5:43** concerning securities offerings, Qualifying amount, calculating, 5:46 5:72

PRIVATE PLACEMENT—Cont'd	PRIVATE PLACEMENT—Cont'd
Regulation S, interaction with, 5:51,	Rule 144A—Cont'd
5:52	Institutional buyers. See Resales to
Regulation T and Rule 144A, 5:56	institutional buyers, below in this
Remnant, 5:53	subheading
Removal of restrictive legend, Rule 144, 5:37	Investment Company Act, 5:41 , 5:53 , 5:54
Resales	Liquidity of Rule 144A securities,
Generally, 5:33	5:54
Blue sky laws, 5:57	Most entities, resales to institutional
Rule 144, below	buyers, 5:44
Rule 144A, below	Net capital rule, broker-dealer issues, 5:55, 5:56
Restricted securities, resales of, 5:4	Nonfungible securities, 5:42
Restrictions, contractual, 5:58 et seq.	Notice, 5:50
Restrictions on resale, 5:23	Proof of eligibility, 5:47
Restrictive legend removal, Rule 144,	Purchase agreements for offerings,
5:37	5:61
Rule 144	Qualified institutional buyers, 5:43
Documentation for exemption, 5:36	Qualifying amount, calculating, 5:46
Exemption documentation, 5:36	Registered broker-dealers, 5:45
Former shell companies, 5:35	Regulation S, interaction with, 5:51 ,
Hedging transactions, 5:38 Removal of restrictive legend, 5:37	5:52
Resales of private placement securi-	Regulation T and Rule 144A, 5:56
ties, 5:34 et seq.	Remnant, 5:53
Restrictive legend, 5:37	Resales to institutional buyers
Unavailability of Rule, 5:35	Generally, 5:40 et seq.
Rule 152, documentation, 5:66	Calculating qualifying amount,
Rule 155, integration of abandoned	5:46
offerings, 5:67	Conditions, generally, 5:41 et seq.
Rule 506. See Regulation D, above in this heading	Eligible purchasers, generally, 5:43 et seq.
Rule 144A	Eligible securities, nonfungible
Generally, 5:40 et seq.	securities, 5:42
ADRs, interaction with Regulation S,	Information requirements, 5:49
5:52	Investment Company Act regula-
Broker-dealer issues, net capital rule, 5:55, 5:56	tion, issuer cannot be subject to, 5:41
Calculating qualifying amount, 5:46	Most entities, 5:44
Conditions. See Resales to	Nonfungible securities, 5:42
institutional buyers, below in this	Notice, 5:50
heading	Proof of eligibility, 5:47
Eligible purchasers. See Resales to	Qualified institutional buyers, 5:43
institutional buyers, below in this heading	Qualifying amount, calculating, 5:46
Eligible securities, nonfungible secu-	Registered broker-dealers, 5:45
rities, 5:42	Third parties, purchasers on behalf
Fiscal agency agreements for offer-	of, 5:48
ings, 5:61	Third parties, purchasers on behalf of,
Information requirements, 5:49	5:48

PRIVATE PLACEMENT—Cont'd

Rule 144A—Cont'd Touche, 5:53

Sale, notice of sale, Form D, 5:24

Secondary markets trading systems, 5:70

Section 4(1 1/2), private resales of private placement securities, **5:39**

Section 4(2) after Regulation D, 5:27

Section 4(2) disclosure, **5:27**

Section 4(2) exemption, **5:3**

Settlement, clearance and settlement of PORTAL securities, **5:70**

Side-by-side offerings, **5:60**

Substantial compliance, 5:26

Third parties, purchasers on behalf of, **5:48**

Touche, 5:53

PRIVATE RESALES

Private placement, 5:39

PRIVATE RIGHT OF ACTION

Investment advisers, 14:60

PRIVITIZATIONS OF GOVERNMENT OWNED ENTERPRISE

Accounting and Financial Matters (this index)

PRODUCT LIABILITY

Accounting and financial matters, 7:249

PROFESSIONAL CONDUCT

Sarbanes-Oxley Act of 2002, 6:151

PROFESSIONAL ENGAGEMENT PERIOD

Sarbanes-Oxley Act of 2002, 7:65

PROFIT

Section 16(b) short-swing profit recovery, **11:24 to 11:28**

PRO FORMA INFORMATION

Accounting and financial matters, crossborder business combinations, 7:182

PROGRAM OPTIONS

See American Depositary Receipts (this index)

PROOF OF ELIGIBILITY

Private placement, Rule 144A, 5:47

PROPOSED DISCLOSURE REQUIREMENTS

Sarbanes-Oxley Act of 2002, **7:215 to 7:218, 7:226**

PROSPECTIVE UNDERWRITERS

Global offerings, Regulation M, Rule 101, **10:72**

PROSPECTUS

See also Multijurisdictional Disclosure System (MJSD); Public Offerings of Equity by Foreign Issuer into U.S. (this index)

Global offerings, registration, **10:15 to 10:17**

Public Offerings of Equity by Foreign Issuer into U.S. (this index)

Securities Offering Reform (this index)

PROXY

Accounting and financial matters, **7:109** Exchange Act reporting, **6:35** Multijurisdictional Disclosure System (MJSD), **12:69**

PROXY SOLICITATION

Sarbanes-Oxley Act, **3:149**, **3:153**

PROXY STATEMENT

Sarbanes-Oxley Act, **3:68, 3:105**

PUBLIC AVAILABILITY

Sarbanes-Oxley Act of 2002, **3:134**, **7:15**

PUBLIC COMPANIES

Sarbanes-Oxley Act of 2002, 3:85

PUBLIC COMPANY ACCOUNTING OVERSIGHT BOARD (PCAOB)

Sarbanes-Oxley Act (this index)

PUBLIC DISCLOSURE

Sarbanes-Oxley Act of 2002, **3:161**, **6:91**

PUBLICITY

Global offerings, **10:20**, **10:21**, **10:62**Private placement, Internet offerings, 5:75

PUBLICITY—Cont'd Securities Offering Reform (this index)

PUBLICITY RULES

Public Offerings of Equity by Foreign Issuer into U.S. (this index)

PUBLIC OFFERINGS

See also **Public Offerings of Equity by Foreign Issuer into U.S.** (this index)

American Depositary Receipts, **8:25**, **8:26**

Blue Sky Laws (this index)

Equity. **Public Offerings of Equity by Foreign Issuer into U.S.** (this index)

Exchange Act reporting, **6:34** Global offerings, **10:149** Private placement, **5:65** et seq.

PUBLIC OFFERINGS OF EQUITY BY FOREIGN ISSUER INTO U.S.

Generally, 2:1 et seq.

Acceleration of effectiveness, **2:92** Access equals delivery (Rule 172(b)),

Advertisements, tombstone, **2:48**Aftermarket prospectus delivery, dealer's exemption (Rule 174 and Section 4(3)), **2:98**

Agreements, 2:8, 2:9

Annual budgets of foreign governments, 2:207

Antifraud provisions of federal securities laws, **2:104**

Antimanipulation rules concerning securities offerings, Regulation M, 2:190

Anti-spinning rules, 2:13

Auctions, 2:111

Auditor liability, mandatory financial reporting in interactive data format using XBRL, **2:222**

Automatic shelf registration for WKSIs Generally, **2:143**

Base prospectus, omitted information, 2:145

Duration of registration statement, **2:149**

Effectiveness, 2:148

PUBLIC OFFERINGS OF EQUITY BY FOREIGN ISSUER INTO U.S.

—Cont'd

Automatic shelf registration for WKSIs
—Cont'd

Eligibility, 2:144

Fees, pay-as-you-go, 2:147

Immediate effectiveness, 2:148

Information omitted from base prospectus, **2:145**

Pay-as-you-go registration fees, 2:147

Registration fees, 2:147

Registration of securities, 2:146

Registration statement, 2:149

Background of XBRL rules, 2:211

Beneficial ownership statements and tender offer schedules, 2:197

Benefits of registration as foreign private issuer, **2:116**

Blue sky laws, 2:4, 2:5

Broker-dealers

Electronic media, use of, 2:110

Nonparticipating broker-dealers, publishing of research (Rule 137), **2:74**

Participating broker-dealers, publishing issuer-specific reports (Rule 139), **2:76**

Participating broker-dealers, publishing of research covering investment grade asset-backed securities (Rule 139a), 2:77

Participating broker-dealers, publishing of research covering securities not being distributed (Rule 138), 2:75

Research reports, 2:74 to 2:77

Use of electronic media, 2:110

Cash dividends, 2:168

Change of foreign private issuer registration status, **2:118**

Changes in offering size and estimated price range, 2:88

Classification of issuers

Generally, 2:15 to 2:23

Emerging growth companies, 2:23

Nonreporting issuers, 2:22

Seasoned issuers, 2:20

Unseasoned issuers, 2:21

Presentation of live electronic auc-

tions, 2:111

PUBLIC OFFERINGS OF EQUITY BY PUBLIC OFFERINGS OF EQUITY BY FOREIGN ISSUER INTO U.S. FOREIGN ISSUER INTO U.S. —Cont'd -Cont'd Classification of issuers—Cont'd Electronic filing: EDGAR—Cont'd Well-known seasoned issuers Foreign issuer forms and documents (WKSIS), below in this heading —Cont'd Communications, 2:108, 2:109 Exhibits incorporated by reference, Concurrent U.S. and international offer-2:202 ings, 2:106 Form CB, 2:198 Confirmation Form F-N and F-X, 2:199 Form 6-K reports, 2:194 Final prospectus delivery, 2:85 Rule 172(a) confirmations without Hardship exemptions, 2:203 final prospectus, 2:97 Registration statements and annual Use of electronic media, 2:102 reports, governments, 2:196 Contents of XBRL exhibits, 2:214 Registration statements and annual Current technology, reporting in interacreports, private issuers, 2:193 tive data format using XBRL, Reports of multinational develop-2:210 ment banks, 2:201 Data tags, XBRL, 2:215 Trust Indenture Act forms, 2:200 Dealers' exemption, 2:98 Foreign language documents, treat-**Definitions** ment Generally, 2:204 to 2:208 Free writing prospectus, 2:32, 2:62 Reasonable investigation, 2:152 Annual budgets of foreign governments, 2:207 Written communication, 2:31 Delivery Electronic Signatures in Global and National Commerce Act, Final prospectus, 2:83 to 2:100 2:223 Use of electronic media, 2:102 English summary option, 2:205 Deviations as insignificant, 2:185 Form 6-K, 2:206 Disclosure, 2:112, 2:114, 2:167 Securities Act and Exchange Act Distribution process, effect of Sarbanesforms, 2:208 Oxley, 2:14 Dividends, stock in lieu of cash Rule 12h-6 (Form 15F) reporting, dividends, 2:168 2:195 Documents covered, XBRL exhibits, Terminating Exchange Act registration, 2:195 2:214 Due diligence investigation, 2:150 to Electronic media, use of 2:154 Generally, **2:101 to 2:112** EGC research reports, 2:82 Broker-dealer capacity, **2:110** Electronic filing: EDGAR Concurrent U.S. and international Generally, 2:191 to 2:223 offerings, 2:106 Certification of meeting conditions for Confirmation, delivery of, 2:102 terminating Exchange Act Delivery, **2:102** registration, 2:195 Electronic road shows, 2:107 Foreign issuer forms and documents Hyperlinked information, issuer Generally, 2:192 to 2:203 responsibility under antifraud Beneficial ownership statements provisions of federal securities and tender offer schedules, laws, **2:104** 2:197 Online offerings, **2:108, 2:109** Certification, 2:195

Exchange Act forms, 2:208

PUBLIC OFFERINGS OF EQUITY BY FOREIGN ISSUER INTO U.S. —Cont'd	PUBLIC OFFERINGS OF EQUITY BY FOREIGN ISSUER INTO U.S. —Cont'd
Electronic media, use of—Cont'd	Employee stock offerings—Cont'd
Prospectus, 2:102, 2:112	Rule 701 exemptions
Registration, content of issuer web	Generally, 2:179 to 2:181
site when in, 2:105	Eligibility, 2:180
Section 5 issues arising from online	Resales, 2:181
offerings and related com-	Rules 504 and 505
munications, including offers to	Generally, 2:182 to 2:186
buy, 2:108, 2:109	Eligibility, 2:183
Web site of issuer, content, 2:103 to	Insignificant deviations, 2:185
2:105	Required information, 2:184
Electronic road shows, 2:64, 2:107	Resales, 2:186
Electronic Signatures in Global and	
National Commerce Act, 2:223	Sarbanes-Oxley Act, 2:189
Eligibility, Rules 504 and 505, 2:183	State securities laws, 2:188
Employee stock offerings	Unregistered plan securities, resale, 2:187
Generally, 2:170 et seq.	Unregistered plan securities not
Eligibility	acquired under, resale, 2:187
Rules 701, 2:180	English summary option, 2:205
Rules 504 and 505, 2:183	Exchange, transactions on (Rule 153),
Exchange Act, 2:189	2:99
Exemptions	Exchange Act, 2:189
Generally, 2:178	Exchange Act forms, 2:208
See also other entries throughout this heading	Exclusion from officer certifications, XBRL exhibits, 2:221
Form S-8	Exemptions Exemptions
Generally, 2:171 et seq.	Employee stock offerings. See
Eligibility of transaction, 2:173 Eligible issuers, 2:172	Employee stock offerings, above in this heading
Information required in prospectus, 2:174	Prospectus delivery, 2:94 to 2:100 Rule 801. See Rule 801, below in this
Information required in registration	heading
statement, 2:175	Exhibits, reporting in interactive data
Prospectus, required information, 2:174	format using XBRL, 2:214 to 2:217
Registration of additional securi-	Federal law, generally, 2:3
ties, 2:177	Fees, pay-as-you-go registration fees,
Registration statement, required	2:147
information, 2:175	Filing period, XBRL reporting, 2:216
Resales, 2:176	Final prospectus, receipt of, 2:85
Registration of additional securities, 2:177	FINRA Rule 5131, anti-spinning rules, 2:13
Resales	Foreign private issuer, 2:115
Form S-8, 2:176	Form CB, 2:198
Rule 701 exemptions, 2:181	Former Rule 434, SIA approach, 2:93
Rules 504 and 505 exemptions,	Form F-6, 2:129
2:186	Form F-1. See Registration statement
Unregistered plan securities, 2:187	forms, below in this heading

PUBLIC OFFERINGS OF EQUITY BY PUBLIC OFFERINGS OF EQUITY BY FOREIGN ISSUER INTO U.S. FOREIGN ISSUER INTO U.S. —Cont'd —Cont'd Form F-3. See Registration statement Integration, Rule 801, 2:163 forms, below in this heading Internal memoranda, underwriters', 2:68 Form F-N and F-X, 2:199 International offerings, 2:106 Form 6-K, 2:206 Internet disclosure, Rule 801, 2:167 Form 6-K reports, 2:194 Intersyndicate agreement, 2:10 Form S-8. See Employee stock offer-Investigation, due diligence, 2:150 to ings, above in this heading 2:154 Forward-looking information, release by Issuers certain issuers, 2:37 Mandatory financial reporting in Fraud. 2:104 interactive data format using Free writing prospectuses XBRL, 2:213 Accompanying statutory prospectus, Statutory scheme, Section 5, 2:41 2:56 Live electronic auctions, 2:111 Communications included, 2:63 to Live road shows, 2:67 2:66 Mandatory financial reporting in interac-Conditions, 2:54 tive data format using XBRL Curing failures, 2:61 Generally, 2:209 to 2:222 Definition, 2:32, 2:62 Auditor liability, 2:222 Electronic roadshows, 2:64 Background of XBRL rules, 2:211 Excluded issuers, 2:52 Contents of exhibits, 2:214 Excluded offerings, 2:52 Current technology, 2:210 Filing, 2:55, 2:59, 2:61 Data tags, 2:215 Immaterial failures, curing, 2:61 Documents covered, 2:214 Ineligible issuers, 2:52 Exclusion from officer certifications, Information, 2:57 2:221 Legend, 2:58, 2:61 Exhibits, 2:214 to 2:217 Media publications, 2:66 Filing period, 2:216 to 2:218 Hardship exemptions, 2:219 Nonreporting issuers, 2:56 Permitted use, 2:51 to 2:62 Initial grace filing period, 2:216 Preceding statutory prospectus, 2:56 Issuers covered, 2:213 Record retention, 2:60, 2:61 Modified liability period for data, Seasoned issuers, 2:53, 2:55 2:220 Statutory prospectus, 2:55, 2:56 Noncompliance, 2:218 Officer certifications, 2:221 Unintentional failures, curing, 2:61 Summary of XBRL rules, 2:212 Unseasoned issuers, 2:56 Three-year phase in, 2:213 Web site information, 2:65 Web site posting of data, 2:217 WKSIs, 2:53, 2:55 Manual signatures, 2:89 Hardship exemptions, 2:203, 2:219 Hyperlinked information, issuer Mechanics of Section 11 due diligence responsibility under antifraud proinvestigation, 2:153 visions of federal securities laws, Meetings with issuer or selling 2:104 securityholder representative Immediate takedowns from shelf conducted offshore, 2:39 registration, 2:91 Memoranda, underwriters' internal Initial grace filing period, XBRL reportmemoranda, 2:68 ing, 2:216 Modified liability period for data, XBRL Insignificant deviations, 2:185 reporting, 2:220

PUBLIC OFFERINGS OF EQUITY BY PUBLIC OFFERINGS OF EQUITY BY FOREIGN ISSUER INTO U.S. FOREIGN ISSUER INTO U.S. -Cont'd —Cont'd Noncompliance with mandatory XBRL Prospectus delivery reporting, 2:218 Access equals delivery, 2:95 Notice Aftermarket delivery, dealer's exemp-Allocation without final prospectus tion (Rule 174 and Section 4(3)), (Rule 172(a)), **2:97** 2:98 Purchase in lieu of delivery of final Confirmations without final prospecprospectus (Rule 173), 2:96 tus (Rule 172(a)), 2:97 Waiting period, Rule 134 notices, Dealers' exemption, 2:98 2:48 Electronic, 2:102 Notice of allocation without final pro-Employee stock offerings, Form S-8, spectus (Rule 172(a)), **2:97** 2:174 Offers to buy, 2:108 Exchange, transactions on (Rule 153), Officer certifications, XBRL reporting, 2:99 2:221 Exemptions from requirements, 2:94 Offshore press activities to 2:100 Global offerings by foreign issuers, Notice of allocation without final pro-2:39 spectus (Rule 172(a)), **2:97** Pre-filing period, 2:44 Notice of purchase in lieu of delivery Online offerings, 2:108, 2:109 of final prospectus (Rule 173), Oral offers, 2:47 Periodic reporting, 2:164 Rule 153, transactions on exchange or through registered trading facil-Post-effective period, 2:28, 2:69, 2:70, ity, 2:99 2:84 Rule 172(b), access equals delivery Pre-filing period for Section 5(b)(2), **2:95** Generally, 2:40 to 2:44 T+3. See Prospectus delivery within All issuers, 2:41, 2:42 T+3, below in this heading Bright-line exclusion, communica-Trading facility, transactions through tions within 30 days, 2:42 (Rule 153), 2:99 Foreign issuers, 2:44 Prospectus delivery within T+3 Limited public announcement, 2:41 Generally, 2:86 et seq. Offshore press activities, 2:44 Acceleration of effectiveness, **2:92** Oral offers by WKSIs within 30 days Changes in offering size and prior to filing, 2:43 estimated price range, 2:88 Publicity, 2:26 Former Rule 434, SIA approach, 2:93 30 days before filing registration Immediate takedowns from shelf statement, 2:42, 2:43 registration, 2:91 Written offers by WKSIs within 30 Manual signatures, 2:89 days prior to filing, 2:43 Price range, changes in, 2:88 Pre-securities offering reform SEC guidance on release of factual informa-Pricing period, Rule 430A, 2:90 tion release by all issuers, 2:35 Registrations, immediate takedowns Presentation of live electronic auctions, from shelf registration, 2:91 2:111 Re-ordering of prospectus contents, Press activities. Offshore press activities, above in this heading Rule 430A pricing period, **2:90**

Press conferences held offshore, 2:39

Price. 2:88, 2:90

Shelf registrations, immediate

takedowns from, 2:91

PUBLIC OFFERINGS OF EQUITY BY FOREIGN ISSUER INTO U.S. —Cont'd Prospectus delivery within T+3—Cont'd SIA approach, former Rule 434, 2:93 Signatures, 2:89 Size, changes in, 2:88 Takedowns from shelf registration, immediate, 2:91 Prospectus disclosure, 2:112 Publicity rules Generally, 2:24 et seq. After effectiveness of registration statement, 2:28 During any offering period, 2:33 to 2:39 Business combinations and similar transactions, 2:34 Communications for business combinations, 2:34 Consequences of violation of restrictions, 2:30 Current restrictions, 2:29 **Definitions** Free writing prospectus, 2:32 Written communication, 2:31 Before effectiveness of registration statement, 2:27 Factual information release by all issuers, 2:35, 2:36 Former restrictions, 2:29 Forward-looking information, release by certain issuers, 2:37 Free writing prospectus, definition, 2:32 Meetings with issuer or selling

securityholder representative

Post-effective period, 2:28, 2:69, 2:70

guidance on release of factual

Press conferences held offshore, 2:39

Reasons underlying restrictions, 2:29

Post-effective period, 2:28

information release by all issu-

Pre-filing period, 2:26, 2:40 to 2:44

Pre-securities offering reform SEC

ers, 2:35

Registration statement

offerings by foreign issuers, 2:39

conducted offshore, 2:39

Offshore press activities for global

PUBLIC OFFERINGS OF EQUITY BY FOREIGN ISSUER INTO U.S. —Cont'd Publicity rules—Cont'd Registration statement—Cont'd Pre-filing period, **2:26** Waiting period, 2:27 Regulation FD, 2:71 Research reports, 2:38, 2:72 to 2:82 Research safe harbors, 2:38 Restrictions, 2:29, 2:30 Safe harbors Offshore press activities, 2:39 Release of factual information release by all issuers, 2:36 Research reports, 2:38 Statutory scheme, Section 5, 2:25 Types of offers permitted, waiting period, 2:46 Violation of restrictions, 2:30 Waiting period, 2:27, 2:45 to 2:68 Written communication, definition, 2:31 Written press-related materials released offshore, 2:39 Reasonable investigation defined, 2:152 Receipt of final prospectus with or before confirmation or delivery, Red herring, Rule 430 preliminary prospectuses, 2:49 Registration Generally, 2:3 et seq., 2:113 et seq. Benefits of status as foreign private issuer, 2:116 Blue sky laws, 2:4 Certification of meeting conditions for terminating Exchange Act registration, 2:195 Change of foreign private issuer status, 2:118 Distribution process, 2:14 Electronic media, use of, 2:105 Employee stock offerings, Form S-8, 2:177 Federal law, generally, 2:2 Foreign issuer forms and documents Certification of meeting conditions

for terminating Exchange Act

registration, 2:195

PUBLIC OFFERINGS OF EQUITY BY FOREIGN ISSUER INTO U.S.	PUBLIC OFFERINGS OF EQUITY BY FOREIGN ISSUER INTO U.S.
—Cont'd	—Cont'd
Registration—Cont'd	Registration—Cont'd
Foreign issuer forms and documents	Stock in lieu of cash dividends, 2:168
—Cont'd	Terminating Exchange Act registra-
Rule 12h-6 (Form 15F) reporting, 2:195	tion, 2:195
Terminating Exchange Act registra-	Tracking stock, 2:169
tion, 2:195	Regulation FD, publicity rules, 2:71
Foreign private issuer, 2:115	Regulation M Antimanipulation rules concerning
Integrated disclosure system, 2:114	securities offerings, 2:190
Prospectus delivery within T+3, 2:91	Research reports, 2:77
Rule 801 exemption. See Rule 801,	Rule 801, rights offerings, 2:165
below in this heading	
Rule 12h-6 (Form 15F) reporting,	Re-ordering of prospectus contents, 2:87
2:195	Reporting, periodic, Rule 801, 2:164
Sarbanes-Oxley, effect on registration and distribution process, 2:14	Reporting research. Research reports, below in this heading
Spinoffs, 2:169	Reports of multinational development
State law, 2:4, 2:5	banks, 2:201
Statement forms	Resales
Generally, 2:119 et seq.	Employee stock offerings
Form F-1	Form S-8, 2:176
Generally, 2:127 , 2:128	Rule 701 exemptions, 2:181
Eligibility requirements, 2:127	Rules 504 and 505 exemptions,
Information required in prospec-	2:186
tus, 2:128	Rule 801, 2:161
Required information, 2:128	Rules 504 and 505, 2:186
Rights offerings, 2:156	Research reports
Form F-2	EGC research reports, 2:82
Rights offerings, 2:156	Issuer-specific reports, publishing by
Form F-3	participating broker-dealers
Generally, 2:120 et seq.	(Rule 139), 2:76
Additional securities after	Liability for contents of research
effectiveness, 2:126	reports covered by research safe,
Eligible registrants, 2:121	2:76
Eligible transactions, 2:122	Non-affiliated broker-dealers, publish-
Information required in prospec-	ing research of covered invest- ment funded by (Rule 139b),
tus, 2:123	2:78
Information required in registra-	Nonparticipating broker-dealers,
tion statement, 2:124	publishing of research (Rule
Rights offerings, 2:156	137), 2:74
Signatures, 2:125	Participating broker-dealers, publish-
Form F-6, 2:129	ing issuer-specific reports (Rule
Signatures, 2:125	139), 2:76
Statements and annual reports,	Participating broker-dealers, publish-
governments, 2:196	ing of research covering invest-
Statements and annual reports, private issuers, 2:193	ment grade asset-backed securities (Rule 139a), 2:77

PUBLIC OFFERINGS OF EQUITY BY FOREIGN ISSUER INTO U.S. —Cont'd

Research reports—Cont'd

Participating broker-dealers, publishing of research covering securities not being distributed (Rule 138), **2:75**

Potential liability for contents of reports covered by research safe, 2:79

Regulation M, 2:77, 2:80

Safe harbors, 2:38, 2:72 to 2:82

Rights offerings

Generally, 2:155 et seq.

Exemptions

Generally, 2:157

Registration on Form F-3, F-2, or F-1, 2:156

Rule 801 exemption from registration Internet disclosure, 2:167 Regulation M. 2:165

Road shows, 2:64, 2:67, 2:107

Rule 504, 2:182 to 2:186

Rule 505, 2:182 to 2:186

Rule 801

Generally, 2:157 et seq.

Eligibility of transaction, 2:159

Eligible issuers, 2:158

Exemption from registration. See entries throughout this heading

Information required for shareholders, 2:160

Integration, 2:163

Internet disclosure, 2:167

Liability, **2:162**

Periodic reporting, 2:164

Regulation M, 2:165

Resales, 2:161

State securities laws, 2:166

Rule 137, publishing of research by nonparticipating broker-dealers, 2:74

Rule 138, publishing of research by participating broker-dealers, 2:75

Rule 139, participating broker-dealers, publishing issuer-specific reports, 2:76

Rule 153, transactions on exchange or through registered trading facility,

PUBLIC OFFERINGS OF EQUITY BY FOREIGN ISSUER INTO U.S.

—Cont'd

Rule 172(b), access to final prospectus equals delivery for Section 5(b)(2), 2:95

Rule 415, shelf registration, 2:131 to 2:136

Rule 430A pricing period, **2:90**

Rule 701 exemptions. See Employee stock offerings, above in this head-

Rule 134 notices, 2:48

Rule 430 preliminary prospectuses, 2:49 Safe harbors

Offshore press activities, 2:39

Release of factual information release by all issuers, 2:36

Research reports

Publicity, 2:38

Waiting period, 2:72 to 2:76

Sales-related activity, 2:40 to 2:44

Sarbanes-Oxley Act, 2:14, 2:154, 2:164, 2:189

Section 5 issues arising from online offerings and related communications, including offers to buy, 2:108, 2:109

Securities Act and Exchange Act forms,

Securities Act Section 5(b)

Access equals delivery (Rule 172(b)),

Confirmations without final prospectus (Rule 172(a)), 2:97

Exemptions, 2:94 to 2:100

Notice of allocation without final prospectus (Rule 172(a)), **2:97**

Prospectus delivery requirement exemptions, 2:94 to 2:100

Rule 172(b), access to final prospectus equals delivery for Section 5(b)(2), **2:95**

Selected dealers agreement, 2:11

Selling process, 2:12

Shelf registration

Generally, 2:130 to 2:149

Automatic shelf registration for WKSIs, above in this heading

Base prospectuses information, 2:138

PUBLIC OFFERINGS OF EQUITY BY FOREIGN ISSUER INTO U.S.	PUBLIC OFFERINGS OF EQUITY BY FOREIGN ISSUER INTO U.S.
—Cont'd	—Cont'd
Shelf registration—Cont'd	Statutory scheme—Cont'd
General procedures, 2:137 to 2:142	Prospectus delivery. See Prospectus
Liability for prospectus supplements, 2:141	delivery within T+3, above in this heading
Medium-term note programs, 2:142	Receipt of final prospectus with or
Post-effective identification of selling securityholders, 2:139	before confirmation or delivery, 2:85
Prospectus delivery, 2:91	Sales-related activity, 2:40 to 2:44
Prospectus supplements, 2:138	Section 5, generally, 2:25 et seq.
Registration statement, deemed information, 2:140	Special considerations for foreign registrants including offshore
Rule 415	press activities, 2:44
Generally, 2:131 to 2:136	Waiting period. See Waiting period,
At-the-market offerings, 2:135	below in this heading
Duration of registration statement, 2:134	Stock in lieu of cash dividends, 2:168 Summary of XBRL rules, 2:212
Eligible transactions, 2:132	Summary prospectuses, 2:50
Form SF-3 eligibility requirements,	Supplementary sales literature, 2:70
2:132.10	Takedowns from shelf registration, immediate, 2:91
Issuer undertakings, 2:136	Three-year phase in, XBRL reporting,
Section 11 liability for prospectus supplements, 2:141	2:213
Supplement to prospectus, liability,	Tombstone advertisements, 2:48
2:141	Tracking stock, registration issues, 2:169
Shelf registrations, immediate takedowns from, 2:91	Trading facility, transactions through (Rule 153), 2:99
SIA approach, former Rule 434, 2:93	Trust Indenture Act forms, 2:200
Signatures, 2:89, 2:125, 2:223	Underwriters' internal memoranda, 2:68
Size, changes in, 2:88	Underwriting process
Special considerations for foreign	Generally, 2:2 , 2:6 et seq.
registrants including offshore press	Agreements, 2:8, 2:9
activities, 2:44	Documents, 2:7 to 2:11
Spinoffs, registration issues, 2:169	Intersyndicate agreement, 2:10
State laws, 2:4, 2:5, 2:166, 2:188	Methods, 2:6
Statutory scheme	Selected dealers agreement, 2:11
Due diligence investigation, 2:151	Waiting period
Issuers, 2:41	Generally, 2:45 et seq.
Offshore press activities, special	Advertisements, tombstone, 2:48
considerations for foreign	Electronic road shows, 2:64
registrants including, 2:44	Free writing prospectuses, above in
Post-effective period, 2:28 , 2:69 , 2:70 , 2:84	this heading Internal memoranda, underwriters',
Pre-filing period, 2:40 to 2:44	2:68
Press activities, special considerations	Live road shows, 2:67
for foreign registrants including, 2:44	Memoranda, underwriters' internal memoranda, 2:68

PUBLIC OFFERINGS OF EQUITY BY FOREIGN ISSUER INTO U.S.

—Cont'd

Waiting period—Cont'd

Oral offers, 2:47

Red herring, Rule 430 preliminary prospectuses, **2:49**

Road shows, 2:64, 2:67

Rule 134 notices, 2:48

Rule 430 preliminary prospectuses, **2:49**

Safe harbor for research reports, 2:72 to 2:76

Summary prospectuses, 2:50

Supplementary sales literature, 2:70

Tombstone advertisements, 2:48

Underwriters' internal memoranda, **2:68**

Web site of issuer, content, 2:103 to 2:105

Web site posting of data, XBRL reporting, 2:217

Well-known seasoned issuers (WKSIs)

Automatic shelf registration

Generally, **2:143**

Base prospectus, omitted information, **2:145**

Duration of registration statement, 2:149

Effectiveness, 2:148

Eligibility, 2:144

Fees, pay-as-you-go, 2:147

Immediate effectiveness, 2:148

Information omitted from base prospectus, **2:145**

Pay-as-you-go registration fees, **2:147**

Registration fees, 2:147

Registration of securities, 2:146

Registration statement, 2:149

Determination date for WKSI status, 2:19

Free writing prospectuses, 2:53, 2:55

Ineligible issuers, 2:17

Majority-owned subsidiaries, 2:18

Pre-filing period, 2:43

Qualification requirements, generally, **2:16**

Written offers by WKSIs within 30 days prior to filing, **2:43**

PUBLIC OFFERINGS OF EQUITY BY FOREIGN ISSUER INTO U.S.

—Cont'd

Written communication, definition, **2:31** Written press-related materials released offshore, **2:39**

PUBLIC REPRIMAND AND DELISTING

Sarbanes-Oxley Act of 2002, 3:194

PUBLIC STATEMENTS

Accounting and financial matters, 7:262

PUBLIC UTILITY HOLDING COMPANY ACT OF 1935 (PUHCA)

Generally, 1:5

PUBLISHERS AND AUTHORS

Investment advisers, exclusions from definitions, **14:17**

PURCHASE AGREEMENTS

Private placement, Rule 144A offerings, **5:61**

PURCHASE IN LIEU OF DELIVERY

Public offerings of equity by foreign issuer into U.S., 2:96

QUALIFICATIONS

Beneficial ownership reports, qualified institutional investors, **11:6**

Investment advisers, "qualified clients" defined, 14:50

Private placement, 5:43, 5:46

Sarbanes-Oxley Act, **6:81**

Trust Indenture Act (this index)

QUALIFIED LEGAL COMPLIANCE COMMITTEE REGIME

Sarbanes-Oxley Act of 2002, **6:161 to 6:164**

QUALITATIVE DISCLOSURES

Sarbanes-Oxley Act of 2002, 7:223

QUALITY CONTROL STANDARDS

Sarbanes-Oxley Act of 2002, 7:19

QUANTITATIVE DISCLOSURES

Sarbanes-Oxley Act of 2002, **7:221 to 7:223**

QUANTITATIVE RECONCILIATION

Sarbanes-Oxley Act of 2002, 6:98

QUARTERLY EVALUATIONS

Sarbanes-Oxley Act of 2002, 6:61

QUARTERLY REPORTS

Sarbanes-Oxley Act, 3:70

OUEBEC

Canadian MJSD, language requirements for filings made in Quebec, 12:113

OUORUM

Sarbanes-Oxley Act, **3:148**, **3:152**

OUOTATION SYSTEMS

Third-party quotation systems, 13:110

REACTIVATED STATUS

Large trader Form 13H requirements, 11:60

REAL-TIME DISCLOSURES

Sarbanes-Oxley Act (this index)

REASONABLE INVESTIGATION

Defined, 2:152

REBUTTABLE PRESUMPTION

Sarbanes-Oxley Act of 2002, 7:66

RECEIPTS

See also American Depositary Receipts (this index)

Canadian MJSD. 12:115

RECEIVABLES

Confirmation of receivables, 7:42

RECOMMENDATIONS

Blue Sky Law, private placements in U.S. by foreign investors, **15:48** Sarbanes-Oxley Act of 2002, **6:90**

RECONCILIATION

Accounting and financial matters, 7:122 et seq., 7:166, 7:167

Sarbanes-Oxley Act of 2002, **6:97**, **6:98**

RECORDKEEPING

Broker-Dealers (this index)

Global offerings, Regulation M, 10:147

Investment advisers, 14:53

Listing requirements, 3:29

REDEMPTIONS

Global offerings, redemption by commodity pools or limited partnerships, **10:126**

RED HERRING

Public offerings of equity by foreign issuer into U.S., 2:49

REFERENCE, INCORPORATION BY

Canadian MJSD, 12:134

REFERENCE SECURITIES

Global offerings, Regulation M Rule 101, **10:78** Rule 102, **10:117**

REGISTERED INVESTMENT COMPANIES

Sarbanes-Oxley Act (this index)

REGISTRATION

American Depositary Receipts, **8:18 to 8:21**

Blue sky laws, 15:5 to 15:7

Broker-Dealers (this index)

Exchange Act. Securities Exchange Act (1934) (this index)

Global Offerings (this index)

Investment Advisers (this index)

Multijurisdictional Disclosure System (MJSD) (this index)

Private placement, 5:45

Public Offerings of Equity by Foreign Issuer into U.S. (this index)

Public Offerings of Equity by Foreign Issuer into U.S. (this index)

Regulation S (this index)

Sarbanes-Oxley Act (this index)

Securities, 1:28

Securities Exchange Act (1934) (this index)

Shelf Registration (this index)

Sovereigns (this index)

Tender and Exchange Offers (this index)

Trust Indenture Act, 4:38

REGULATION BTR

Sarbanes-Oxley Act of 2002, **6:133**, **6:134**

REGULATION D

See also **Private Placement** (this index) Blue Sky Law, private placements in U.S. by foreign investors, 15:44 to 15:46

Multijurisdictional disclosure system (MJSD), information requirements,

Private placement, documentation, 5:66 Public offerings of equity by foreign issuer into U.S., employee stock offerings, resale of unregistered plan securities not acquired under Regulation D, 2:187

REGULATION 14D

Bids and Bidding (this index) Tender and Exchange Offers (this index)

REGULATION FD

Private placement, 5:31

Public offerings of equity by foreign issuer into U.S., publicity rules, 2:71

Sarbanes-Oxley Act of 2002, 6:100

REGULATION G

See Sarbanes-Oxley Act (this index)

REGULATION M

See also **Global Offerings** (this index) Multijurisdictional Disclosure System (MJSD), 12:56

Private placement, 5:72

Public Offerings of Equity by Foreign Issuer into U.S. (this index)

Tender and Exchange Offers (this index)

REGULATION S

Generally, 9:1 et seq.

ADR facilities during distribution compliance period, 9:35

After distribution compliance period, 9:38 to 9:40

Background, 9:2

Category 1, Rule 903, Issuer Safe Harbor, 9:11

Category 2, Rule 903, Issuer Safe Harbor, 9:12

Category 3, Rule 903, Issuer Safe Harbor, 9:13

REGULATION S-Cont'd

Conditions, general, 9:7 to 9:9

Convertible debt securities, 9:16

Debt, convertible debt securities, 9:16

Debt, guaranteed, 9:15

Debt offerings by domestic issuers, 9:39

Debt offerings by reporting issuers or nonreporting foreign issuers, Category 2, 9:12

Debt securities, 9:24

Definitions

Generally, 9:23 et seq.

Debt securities, 9:24

Designated offshore securities market, 9:25

Distribution compliance period, 9:26

Distributor, 9:27

Domestic issuer and foreign issuer, 9:28

Foreign issuer, 9:28

Offering restrictions, 9:29

Reporting issuer, 9:30

Substantial U.S. market interest, 9:31 U.S. person, 9:32

Designated offshore securities market, 9:25

Directed selling efforts, 9:9

Distribution compliance period, 9:26, 9:36 to 9:40

Distribution compliance period. See Resales in U.S. or to U.S. persons during and after distribution compliance period, below in this heading

During distribution compliance period, 9:37

Distributors, 9:21, 9:27

Domestic issuers, 9:11, 9:28, 9:39, 9:40

Equity offerings by domestic issuers. 9:40

Equity offerings by reporting foreign issuers, Category 2, 9:12

Exchange, resale on nondesignated exchange, Rule 904, 9:20

Financings, 9:14 to 9:18

Foreign issuers

Defined, 9:28

Resales in U.S. or to U.S. persons, 9:39

Rights offerings by, 9:46

REGULATION S—Cont'd	REGULATION S—Cont'd
Foreign issuers—Cont'd	Resales—Cont'd
Rule 903, issuer safe harbor, 9:11 et seq.	Equity offerings by domestic issuers, 9:40
General conditions, 9:7 to 9:9	Foreign issuers, 9:39
Global offerings, sale of bonds outside	Rule 904, Resale Safe Harbor, 9:19 to
United States, 10:118	9:21
Guaranteed debt, 9:15	Rule 905, resale limitations, 9:22
History, 9:2	U.S., resale in or to U.S. persons, gen-
Internet, offshore internet offerings,	erally, 9:36 et seq.
9:47	Rights offerings by foreign issuers, 9:46
Investment companies, 9:45	Rule 901, 9:5
Issuance of notice and proposed regula-	Rule 904, 9:6, 9:19 to 9:21
tions, bearer obligation provisions,	Rule 903: Issuer Safe Harbor
9:51	Generally, 9:10 et seq.
Limitations, resale, 9:22	Category 1, 9:11
Multijurisdictional Disclosure System	Category 2, 9:12
(MJSD), 12:67	Category 3, 9:13
Nondesignated exchange, resales on,	Convertible debt securities, 9:16
Rule 904, 9:20	Debt, convertible debt securities, 9:16
Nonintegration, 9:42	Debt, guaranteed, 9:15
Obligations considered to be in	Debt offerings by reporting issuers or
registered form, 9:50	nonreporting foreign issuers,
Offering restrictions defined, 9:29	Category 2, 9:12
Offshore internet offerings, 9:47	Domestic issuers, offerings by, Cate-
Offshore securities market, 9:25	gory 1, 9:11
Offshore transactions, 9:8	Equity offerings by reporting foreign
Preliminary notes, 9:4	issuers, Category 2, 9:12
Private placement, Rule 144A, 5:51, 5:52	Financings, 9:14 to 9:18
	Foreign issuers, 9:11 et seq.
Problematic practices under Regulation S, 9:34	Guaranteed debt, 9:15
Registration. See Securities Act, offers	Reporting issuers, 9:12
and sales without registration	Securities Act, offers and sales without registration under, 9:6
under, below in this heading	Unit securities, 9:18
Registration-required obligations	Warrants, 9:17
Debt obligations for sale only to non-	Rule 905, resale limitations, 9:22
U.S. persons, 9:49	Safe harbor
Tax consequences, 9:48	Protections, 9:33
Release 4708, 9:2	Rule 903. See Rule 903, issuer safe
Reporting, 9:43	harbor, above
Reporting issuers, 9:12, 9:30	Rule 904, Resale Safe Harbor, 9:19 to
Resales	9:21
After distribution compliance period,	Securities Act, offers and sales
9:38 to 9:40	without registration under, 9:6
Debt offerings by domestic issuers,	Securities Act, offers and sales without
9:39	registration under
During distribution compliance	Generally, 9:3 et seq.
period, 9:37	Preliminary notes, 9:4
Domestic issuers, 9:39 , 9:40	Rule 901, 9:5

REGULATION S-Cont'd

Securities Act, offers and sales without registration under—Cont'd

Rule 903, 9:6

Rule 904, 9:6

Safe harbors, 9:6

Substantial U.S. market interest defined, 9:31

Tax consequences, "registration-required obligations," 9:48

Trust Indenture Act, interaction with, 9:44

Unit securities, 9:18

U.S. market defined, 9:31

U.S. persons

Defined, 9:32

Resales. See Resales in U.S. or to U.S. persons during and after distribution compliance period, above in this heading

Warrants, 9:17

REGULATION T

See also **Broker-Dealers** (this index) Private placement, Rule 144A, **5:56**

REGULATORY SCHEME

Sovereigns, 4:10

RELATED PARTY

Sarbanes-Oxley Act of 2002, **3:112**, **3:120**

RELEASE (2003)

Accounting and Financial Matters (this index)

RELEASE 4708

Regulation S, 9:2

RELEASES

Sarbanes-Oxley Act of 2002, **6:99**, **6:109 to 6:111**

REMEDIATION

Sarbanes-Oxley Act, 6:83

REMNANT

Private placement, Rule 144A, 5:53

RE-ORDERING

Public offerings of equity by foreign issuer into U.S., 2:87

REPACKAGED PRODUCTS

See **Securities** (this index)

REPORTS AND REPORTING

Generally, 11:1 et seq.

See also **Interim reports and financial statements** (this index)

Accounting and Financial Matters (this index)

American Stock Exchange, **3:15**, **3:16** Beneficial ownership reporting. **Tender**

and Exchange Offers (this index)

Canadian MJSD, 12:109

Institutional investment managers reporting. **Tender and Exchange Offers** (this index)

Large trader reporting. **Tender and Exchange Offers** (this index)

Multijurisdictional Disclosure System (MJSD), 12:35 to 12:37, 12:46 to 12:48

Multinational development banks, 4:22

Nasdaq Stock Exchange, 3:31, 3:32

Public offerings of equity by foreign issuer into U.S., 2:164

Regulation S, 9:12, 9:30, 9:43

Sarbanes-Oxley Act (this index)

Securities Exchange Act (1934) (this index)

Tender and Exchange Offers (this index)

Trust Indenture Act, 4:44

REPRIMAND

Sarbanes-Oxley Act of 2002, 3:194

RESALE

See also **Private Placement; Regulation S** (this index)

Public offerings of equity by foreign issuer into U.S., 2:161, 2:176, 2:181, 2:186, 2:187

Tender and Exchange Offers (this index)

RESEARCH

Global offerings, Regulation M, Rule 101, **10:94**

Public Offerings of Equity by Foreign Issuer into U.S. (this index)

RESEARCH ANALYSTS

Conflicts of interest. See **Broker-Dealers** (this index)

RESEARCH REPORTS

Foreign broker-dealers, exemptions for, 13:95, 13:96

RESIDENCE

Broker-dealers, U.S. persons resident abroad, 13:109

RESPONSE

Sarbanes-Oxley Act of 2002, 6:159

RESTRICTED PERIOD

See Global Offerings (this index)

RESTRICTED SECURITIES

Private placement, 5:4

RESTRICTIONS

See also **Limitations** (this index) Global offerings, **10:20** Private placement, **5:23**, **5:58** et seq. Regulation S, **9:29**

RESTRICTIVE LEGEND

Private placement, 5:37

RESTRUCTURING ACTIVITIES

Accounting and financial matters, **7:244**, **7:290**

RETALIATION

Sarbanes-Oxley Act of 2002, 6:183

RETENTION OF WORKPAPERS

Sarbanes-Oxley Act (this index)

RIGHTS OFFERINGS

See also **Public Offerings of Equity by Foreign Issuer into U.S.** (this index)

Multijurisdictional Disclosure System (MJSD), **12:4**, **12:25**

Regulation S, 9:46

ROAD SHOWS

Private placement, Internet offerings, 5:77

Public offerings of equity by foreign issuer into U.S., 2:64, 2:67, 2:107

RULE 3-05

Financial statements, business combinations, Rule 3-05, pooling of interests under home country GAAP, 7:165

RULE 100

Global offerings, Regulation M, 10:66

RULE 101

See Global Offerings (this index)

RULE 102

See **Global Offerings** (this index)

RULE 102(e)

Sarbanes-Oxley Act of 2002, 7:104

RULE 103

Global offerings, Regulation M, 10:137, 10:138

RULE 104

See Global Offerings (this index)

RULE 105

Global offerings, Regulation M, 10:149

RULE 135

Tender offers, registered exchange offers and Securities Act communications exemptions, 11:95

RULE 137

Public offerings of equity by foreign issuer into U.S., **2:74**

RULE 138

Public offerings of equity by foreign issuer into U.S., 2:75

RULE 139

Public offerings of equity by foreign issuer into U.S., 2:76

RULE 144

Private placement, 5:34 et seq.

RULE 145

Tender offers, registered exchange offers and Securities Act communications exemptions, 11:95

RULE 152

Private placement, documentation, 5:66

RULE 153

Public offerings of equity by foreign issuer into U.S., 2:99

RULE 155

Private placement, integration of private and public offerings, **5:67**

RULE 162

Tender offers, registered exchange offers, **11:96**

RULE 165

Tender offers, registered exchange offers and Securities Act communications exemptions, 11:95

RULE 166

Tender offers, registered exchange offers and Securities Act communications exemptions, 11:95

RULE 172(a)

Public offerings of equity by foreign issuer into U.S., 2:97

RULE 172(b)

Public offerings of equity by foreign issuer into U.S., 2:95

RULE 173

Public offerings of equity by foreign issuer into U.S., 2:96

RULE 174

Public offerings of equity by foreign issuer into U.S., 2:98

RULE 415

Canadian MJSD, **12:91**, **12:97**Public Offerings of Equity by Foreign Issuer into U.S., **2:131 to 2:136**

RULE 425

Tender offers, registered exchange offers and Securities Act communications exemptions, 11:95

RULE 490-493

Sovereigns, 4:11

RULE 506

See also **Private Placement** (this index) Blue Sky Law, **15:44**, **15:47**

RULE 801

See Public Offerings of Equity by Foreign Issuer into U.S. (this index)

RULE 802

Tender offers, international tender offers and business combinations involving foreign targets—exemption, 11:161

RULE 901

Regulation S, 9:5

RULE 903

See **Regulation S** (this index)

RULE 434 (FORMER), SIA APPROACH

Public offerings of equity by foreign issuer into U.S., 2:93

RULE 904: RESALE SAFE HARBOR Regulation S, 9:6, 9:19 to 9:21

RULE 905: RESALE LIMITATIONS Regulation S, 9:22

RULE 10A-3

Sarbanes-Oxley Act of 2002, 3:107

RULE 144A

See also **Private Placement** (this index) Blue Sky Law, **15:52, App. 15E** Global offerings, Regulation M Rule 101, **10:101** Rule 102, **10:123**

RULE 504 AND 505

Public offerings of equity by foreign issuer into U.S., 2:182 to 2:186

RULE 430A OFFERINGS

Canadian MJSD, 12:97

RULE 430A PRICING PERIOD

Public offerings of equity by foreign issuer into U.S., 2:90

RULE 430A PRICING PROSPECTUS, SUPPLEMENTS

Canadian MJSD, 12:104

RULE 10b-18

See Global Offerings (this index)

RULE 139B

Public offerings of equity by foreign issuer into U.S., 2:78

RULE 14d-9

Tender offers, target disclosure requirements in third-party tender offers subject to Regulation 14D, 11:86, 11:87

RULE 13e-1

Tender offers, target disclosure requirements in third-party tender offers subject to Regulation 14D, **11:88**

RULE 13e-3

Self-tenders, going private, 11:191

RULE 13e-4

Self-tenders, issuer tender offers, 11:192

RULE 701 EXEMPTIONS

Foreign issuers, generally. See Public Offerings of Equity by Foreign Issuer into U.S. (this index)

RULE 13f-1 AND FORM 13F

Beneficial ownership reporting. **Tender** and Exchange Offers (this index)

Office of Inspector General, review of SEC's Section 13(f) reporting requirements, **11:43**

RULE 12g3-2(b)

See Securities Exchange Act (1934) (this index)

RULE 430 PRELIMINARY PROSPECTUSES

Public offerings of equity by foreign issuer into U.S., waiting period, 2:49

SAFE HARBOR

Global Offerings (this index)

Multijurisdictional Disclosure System (MJSD), **12:66**

Public Offerings of Equity by Foreign Issuer into U.S. (this index)

Regulation S (this index)

Sarbanes-Oxley Act of 2002, **3:126**, **7:212**

SALES

American Depositary Receipts, 8:13

SALES—Cont'd

Blue Sky Law, definitions, **15:10** Global offerings, **10:99**, **10:109**, **10:149** Private placement, **5:24** Public offerings of equity by foreign issuer into U.S., **2:12**, **2:40** to **2:44**

SALESPERSON

Blue Sky Law, broker-dealer and agent (salesperson) registration provisions, **15:6**

SANCTIONS

Sarbanes-Oxlev Act (this index)

SARBANES-OXLEY ACT

Accelerated filing deadlines for Forms 10-K and 10-Q, **6:113, 6:117**

Access to periodic and current reports, disclosure concerning, **6:115**

Accommodations of foreign private issuers, **3:87**

Accountants. Auditors, below in this heading

Accounting. Public Company Accounting Oversight Board (PCAOB), below in this heading

Accounting profession, effect of SOX on, 7:5

Acquisitions, 3:160

Actuarial services, 7:75

Additional audit committee requirements, **3:108**

Adjustments, 7:99

Administration of engagement, 7:80

Administrative and civil remedies,

6:170

Advances, **6:124**

Advisors, 3:96

Affiliated person, 3:83

Affirmations, 3:193

Aggregate contractual commitments. Issuer reporting and disclosure, below in this heading

Alternative accounting treatments, 7:58

Amendments, 3:135 to 3:137, 3:169, 6:49, 6:114

Annual meetings, 3:147, 3:151

Annual reports, 3:70, 3:104, 6:58, 6:109 to 6:111

Appeal and review. Issuer reporting and disclosure, below in this heading

Governance, generally, 3:80 to 3:130

SARBANES-OXLEY ACT—Cont'd SARBANES-OXLEY ACT—Cont'd Applications, 7:13 Audit committee—Cont'd Communication with-Cont'd Appraisal or valuation services, 7:74 Critical accounting policies and Approval. Shareholder approval requirepractices, 7:57 ments, below in this heading Other material written communica-Assessment, 6:62 tions, 7:59 Assumptions, 7:219 Registered investment companies, Attempts, **6:185** 7:60 Attestations, 6:62 Compensatory fees, 3:82 Attorneys Compliance dates, 3:106 Generally, **6:151 to 6:165** Conflicts of interest. Communication Covered attorneys, 6:152 to 6:155 Ethics, code of, 3:130 with, above this group Disclosure changes, 3:104 to 3:106 In the representation of issuer, **6:153** Investigating and defending attorneys, Exemptions from independence obligations of, 6:165 requirement Issuer, 6:154 Generally, 3:84 to 3:93 Professional conduct standards of Controlling shareholder representa-SEC, 6:151 tion, **3:89** Qualified legal compliance committee Disclosure of exemption from inderegime, **6:162** pendence requirement, 3:92 Reporting obligation Employee representation, 3:88 Generally, 6:157 to 6:164 Foreign government representation, Attorney, qualified legal compli-3:90 ance committee regime for, Foreign private issuer exemptions 6:162 and accommodations, 3:87 CLO, qualified legal compliance Newly public companies, 3:85 committee regime for, 6:163 Overlapping board relationships, Qualified legal compliance com-3:86 mittee regime, **6:161 to 6:164** Requests for independent exemp-Step one, report to CLO or CLO tions, 3:93 and CEO, 6:158 SEC authority, generally, 3:84 to Step two, inquiry and response by 3:93 CLO, 6:159 Two-tier board systems, 3:91 Step three, taking report up-the-Expert. Financial expert, below this ladder, **6:160** group Representing registered investment Fees and pre-approval policies, companies, broker-dealers, disclosure of, 7:90 underwriters, and other financial Financial expert organizations, 6:155 Generally, **3:121 to 3:127** Triggering reporting obligation, 6:156 Attributes, 3:124 Attributes, 3:124 Compliance dates, 3:127 Audit client, 7:64, 7:72 Disclosure required, 3:122 Audit committee Experience, 3:125 Generally, 3:80 to 3:130 Reports to committee, 3:128 Affiliated person, 3:83 Safe harbor from liability, **3:126** Communication with Timing and location of disclosure, Generally, **7:56 to 7:60** 3:123 Alternative accounting treatments,

7:58

SARBANES-OXLEY ACT—Cont'd	SARBANES-OXLEY ACT—Cont'd
Audit committee—Cont'd	Audit committee—Cont'd
Identifying committee in annual	Oversight of auditor—Cont'd
reports, 3:104	Compliance dates, 3:100
Independence. Exemptions from independence requirement, above	Funding, 3:97
this group	General exemption for alternative
Information statement, independence	auditor oversight structures of non-U.S. jurisdictions, 3:101
disclosure required in, 3:105	General exemptions from require-
Issuer reporting and disclosure, 6:74 , 7:224	ment, 3:102
Listing standards. NYSE listing standards, below this group	Notification of noncompliance, 3:98
Member independence, 3:81	Opportunity to cure defects, 3:99
Minimum listing standards, 3:80	Selection of auditor, 3:94
Nasdaq standards	Oversight of committee
Charter, 3:118	Generally, 7:80 to 7:84
Entities subject to, 3:119	Administration of engagement, 7:80
Financial literacy/financial	Application to non-U.S. issuers,
sophistication, 3:116	7:83
Independence, 3:115	Limited de minimis exception, 7:82
Related party/conflict of interest transactions, 3:120	Pre-approval methods, 7:81
Responsibilities and authority of	Pre-approval of audit services and
committee, 3:117	permitted non-audit services, 7:80
Non-audit services, 7:80	Registered investment companies,
NYSE listing standards	application to, 7:84
Generally, 3:107 to 3:114	Pre-approval policies and procedures,
Additional audit committee	7:90
requirements, 3:108	Proxy statement, independence
Charter and responsibilities of committee, 3:111	disclosure required in, 3:105
Compliance with Rule 10A-3,	SEC authority. Exemptions from independence requirement,
3:107	above this group
Entities subject, 3:114	SEC implementing rules, 3:80
Financial literacy/financial manage-	Audit fees, 7:86
ment expertise and simultane-	Auditors
ous service on several audit committees, 3:110	
Independence, 3:109	Generally, 7:46 to 7:104
Internal audit function, 3:113	See also. Audit committee, above in this heading
Related party/conflict of interest	Accountants. Fees and pre-approval
transactions, 3:112	policies, disclosure of, below this
Oversight of auditor	group
Generally, 3:94 to 3:103	Attestation and report on
Authority to engage advisers, 3:96	management's assessment, 6:62
Clarifications regarding possible	Committee. Audit committee, above
conflicts with other require-	in this heading
ments, 3:103	Conflicts of interest
Complaint procedure, 3:95	Generally, 7:46 to 7:104

SARBANES-OXLEY ACT—Cont'd Auditors—Cont'd Conflicts of interest-Cont'd Accountants and period covered, 7:103 Audit committee, above in this heading Codification of Rule 102(e) of SEC's Rules of Practice, 7:104 Compensation, prohibited, 7:54, Improper influence on conduct of audits, 7:100 to 7:103 Independence of auditor Generally, 7:46 to 7:60 Cooling off after employment relationships, 7:51, 7:52 Partner rotation, 7:48 Registered investment companies, 7:49, 7:53 Transition periods, 7:50 Issuers and persons covered, improper influence on conduct of audits, 7:101 Material correcting adjustments, 7:99 Prohibited conduct, 7:102 Registered investment companies, 7:55 Retention of workpapers, below this group Section 602 of SOX, 7:104 Disclosure. Fees and pre-approval policies, disclosure of, below this group Fees and pre-approval policies, disclosure of Generally, 7:85 to 7:92 Accountant, fees and services of principal accountant, 7:85 to 7:89 All other fees, 7:89 Audit fees, 7:86 Audit-related fees, 7:87 Location of disclosure, 7:91 Principal accountant fees and services, generally, 7:85 to 7:89

Registered investment companies,

7:92

SARBANES-OXLEY ACT—Cont'd Auditors—Cont'd Fees and pre-approval policies, disclosure of-Cont'd Tax fees, **7:88** Independence Conflicts of interest, above this group Non-audit services, below this group Issuer reporting and disclosure Internal control over financial reporting Auditor's evaluation of management's certification disclosures, 6:85 Auditor's evaluation of management's report, 6:68 Auditor's objective and direct evidence, 6:64 Non-audit services Generally, 7:61 to 7:79 Accountant, 7:63 Broker-dealer, 7:70 Client, 7:64 Engagement period, 7:65 Human services, 7:69 Independence. Prohibited services that are expanded by new auditor independence rules. below this subgroup Investment adviser, 7:70 Investment banking services, 7:70 Management functions, 7:68 Permitted non-audit services, 7:79 Prohibited services that are expanded by new auditor independence rules Generally, 7:71 to 7:78 Actuarial services, 7:75 Appraisal or valuation services, fairness opinions, or contribution-in-kind reports, 7:74 Audit client, bookkeeping or other services related to accounting records or

financial statements of audit

Bookkeeping or other services

related to accounting

records or financial state-

client, 7:72

SARBANES-OXLEY ACT—Cont'd SARBANES-OXLEY ACT—Cont'd Auditors—Cont'd Audits and auditing—Cont'd Non-audit services—Cont'd Time, audit and professional engage-Prohibited services that are ment period, 7:65 expanded by new auditor inde-Authority to engage advisers, 3:96 pendence rules—Cont'd Availability of information and ments of audit client, 7:72 confidential treatment requests, Expert services unrelated to 7:15 audit, 7:78 Bankruptcy, 6:179 Financial information systems Benefit plan transactions, 6:130 design and implementation, Blackout periods. Directors and execu-7:73 tive officers, below in this heading Internal audit outsourcing ser-Board committees, 3:59 vices, 7:76 Board of directors Legal services, 7:77 Generally, 3:43 to 3:79 Prohibited services that remain Committee requirements, 3:46, 3:49 substantially unchanged, 7:67 Compensation committee, 3:62 to 7:70 Compensation of officers, **3:64** Rebuttable presumption, 7:66 Corporate governance guidelines, Tax services, 7:79 3:61 Oversight. Audit committee, above in Definition of independent director, this heading 3:52, 3:56 Prohibited services. Non-audit ser-Disclosure concerning nominations vices, below this group and securityholder communica-Public Company Accounting tions Oversight Board (PCAOB), Generally, **3:65 to 3:71** below in this heading Background, 3:66 Retention of workpapers Issuers covered, filings covered, Generally, 7:93 to 7:98 and compliance dates, 3:67 Covered accountants, 7:96 Material changes to securityholder Covered issuers, 7:95 nomination procedures, 3:70 Criminal penalties and other federal Proxy statement disclosure for and state obligations, 7:98 director nomination process, 3:68 Documents to be retained, 7:94 Proxy statement disclosure for Non-U.S. issuers and accountants, 7:97 securityholder communications, 3:69 Audit-related fees, 7:87 Registered investment companies, Audits and auditing 3:71 Auditors, above in this heading Related disclosure in quarterly and Committee. Audit Committee, above annual reports, 3:70 in this heading Educating and training, 3:76 Improper influence on conduct of Election, 3:72 audits, 6:176 Executive sessions, 3:45, 3:48 Issuer reporting and disclosure Independence Internal control over financial Criteria, 3:53, 3:57 reporting Majority of board, 3:44, 3:47 Integrated audit, 6:65 Nasdaq standards, 3:55 to 3:58 Planning audit, 6:70 NYSE standards, 3:51 to 3:54 **Public Company Accounting** Oversight Board (PCAOB), 7:18 SEC implementing rules, 3:50

SARBANES-OXLEY ACT—Cont'd SARBANES-OXLEY ACT—Cont'd Board of directors-Cont'd Civil action under section 806 Majority of board must be indepen-Generally, 6:166 et seq. dent directors, 3:44, 3:47 Administrative and civil remedies, Nasdaq standards, 3:47 to 3:49, 3:55 6:170 to 3:58, 3:63, 3:64, 3:75, 3:79 Criminal sanctions, **6:171** Nomination of directors, 3:63 Employee whistleblower protection, NYSE standards, 3:44 et seq., 3:51 to 6:166 3:54, 3:60 to 3:62, 3:74, 3:78 Non-U.S. issuers, application to, SEC implementing rules, 3:43, 3:50, 6:173 3:59, 3:73, 3:77 Procedure, 6:168 SOX implementing rules, **3:73**, **3:77** Remedies, 6:169 to 6:171 Structure, 3:72 State employment laws, interplay of Three-year independence look-back SOX section 806 with, **6:172** period, 3:54, 3:58 Civil certification by senior executives. Bonuses, 6:149 Issuer reporting and disclosure, Bookkeeping or other services related to below in this heading accounting records or financial Civil litigation, **6:177 to 6:179** statements of audit client, 7:72 Clarifications regarding possible Broadcast releases, 6:99 conflicts with other requirements, Broker-dealer, 6:155, 7:70 3:103 CLO. Chief legal officer (CLO), above Business combinations disclosure. Regulation G exceptions, 6:104 in this heading Codification of Rule 102(e) of SEC's Cashless option exercises, 6:127 Rules of Practice, 7:104 CEO. Chief executive officer (CEO), Committee requirements, 3:46, 3:49 below in this heading Common stock, 3:156, 3:167 Certification Criminal sanctions, 6:181 Communications Issuer reporting and disclosure, below Audit committee, above in this headin this heading Listing standards, 3:191 Board of directors, above in this head-NYSE standards, 3:191 Comparison of SEC, NYSE, and Nasdaq CFO. Chief financial officer (CFO), codes, 3:144 below in this heading Compensation Change Audit committee, 3:82 Audit committee, 3:104 to 3:106 Board of directors, 3:62, 3:64 Auditors, 7:67 to 7:70 Conflicts of interest, 7:54, 7:55 Issuer reporting and disclosure, 7:219, 7:223, 7:227 Shareholder approval requirements, 3:157, 3:168 Shareholder approval requirements, 3:156, 3:167 Complaint procedure, **3:95** Charter, 3:111, 3:118 Compliance dates, 3:67, 3:100, 3:106, Chief executive officer (CEO) 3:127, 6:89 Generally, 3:129, 3:191, 6:158, 6:181 Compliance with Rule 10A-3, 3:107 NYSE standards, 3:191 Conduct, code of, 3:131 Chief financial officer (CFO) Confidentiality, 7:15 Generally, 3:129, 6:181 Conflicts of interest Audit committee, 3:112, 3:120 Chief legal officer (CLO) Generally, 6:159, 6:163 Auditors, above in this heading Attorneys reporting obligation, **6:158** Conflicts with other requirements, **3:103**

SARBANES-OXLEY ACT—Cont'd Conforming amendments for other SEC filings, **6:114** Conspiracy, 6:185 Contribution-in-kind, 7:74 Controlling shareholder representation, Cooling off after employment relationships, 7:51, 7:52 Corporate governance Generally, 3:33 et seg. Audit committee, above in this head-Board of directors, above in this heading Directors and executive officers. above in this heading Ethics, code of, above in this heading Shareholder approval requirements, below in this heading Corrections, 7:99 Criminal certification of CEO's and CFO's. Issuer reporting and disclosure, below in this heading Criminal sanctions and penalties Generally, 6:180 to 6:185 Attempts and conspiracies to commit criminal fraud offenses, criminal penalties for mail and wire fraud, criminal penalties for ERISA violations, and increased criminal penalties under Exchange Act, 6:185 CEO and CFO certification requirement, 6:181 Certification for CEO's and CFO's, 6:50 Civil action under SOX section 806, 6:171 Conflicts of interest, 7:98 Destruction or tampering of records, 6:182 Retaliation against informants, 6:183 Securities fraud offense, 6:184 Cross-referencing to financial statements, 7:209

Cure defects. 3:99

Defects, 3:99

Current reports, 6:115

Defense attorneys, **6:165**

SARBANES-OXLEY ACT—Cont'd Definitions Blackout period, 6:138 Critical accounting estimates, 7:218 Disclosure controls, 6:52 Independent director, 3:52, 3:56 Internal control over financial reporting, **6:57** Non-GAAP financial measures, 6:93 Off-balance sheet arrangements and aggregate contractual commitments, 7:205 **Public Company Accounting** Oversight Board (PCAOB), 7:8, De minimis exception, 7:82 Design, 7:73 Destruction or tampering of records, 6:182 Developing procedures, 6:54 Directors and executive officers Generally, **6:119 to 6:150** Bars, 6:175 Blackout periods. Insider trading during pension fund blackout periods, below this group Board of directors, above in this head-Company equity securities, reporting of trading in, 6:128 to 6:132 Compensation of officers, 3:64 Forfeiture of bonuses and profits, 6:149 Insider trading during pension fund blackout periods Generally, 6:133 to 6:148 Content of notice, **6:145** Definition of blackout period, 6:138 Exceptions to definition of blackout period, **6:141** Exemptions, 6:143 15 percent/50,000 people test for foreign private issuers, 6:140 50 percent test, **6:140** Individual account plan, 6:139

Issuers subject to prohibition,

6:135

Notice. 6:144 to 6:147

SARBANES-OXLEY ACT—Cont'd Directors and executive officers —Cont'd Insider trading during pension fund blackout periods—Cont'd Persons subject to prohibition, 6:136 Regulation BTR, 6:134 Remedies, 6:148 Section 306(a) and Regulation BTR, 6:133 Securities subject to prohibition, 6:137 Timing of notice, **6:146** Transactions exempt from, 6:143 Transactions subject to, **6:142** Loans. Personal loans, prohibition on, below this group Pension fund. Insider trading during pension fund blackout periods, above this group Personal loans, prohibition on Generally, **6:120 to 6:127** Cashless option exercises, **6:127** Grandfather issues. **6:123** Indemnification advances, 6:124 Section 402, **6:120**, **6:122** Section 401(k) plans, **6:125** Split-dollar life insurance, 6:126 SEC implementing rules, **6:119** SEC temporary freeze authority, 6:150 Section 403(a) and Exchange Act Section 16(a) Generally, 6:128 to 6:132 Benefit plan transactions, **6:130** Electronic filing, 6:132 Nonreportable transactions, 6:131 Two-day reporting, 6:129 Time and date. Insider trading during pension fund blackout periods, above this group Insider trading during pension fund blackout periods, above this group

Reporting of trading in company

Disciplinary proceedings, 7:23, 7:25

group

equity securities, above this

SARBANES-OXLEY ACT—Cont'd Disclosure Audit committee, 3:92, 3:104 to 3:106, 3:122, 3:123 Auditors, above in this heading Board of directors, above in this head-Foreign private issuer exemption and disclosures required, 3:36, 3:37 Issuer reporting and disclosure, below in this heading Shareholder approval requirements, 3:161 Earnings, **6:109 to 6:111** Earnings releases, **6:110**, **6:111** Educating and training of directors, 3:76 Effective dates, 3:41, 3:42, 3:172 Effectiveness of controls, management evaluation of, 6:55 Election, 3:72 Electronic filing, **6:132 Employment** Audit committee, employee representation, **3:88** Auditors, conflicts of interest, 7:51, 7:52 Civil action under SOX section 806, 6:172 Whistleblower protection, 6:166, 6:178 Enforcement by SEC, 6:174 to 6:176 Engagement, 3:96, 7:80 Equity, public offerings foreign issuer into U.S., 2:154 Equity compensation plans, 3:157, 3:168 ERISA, 6:185 Estimate. Issuer reporting and disclosure, below in this heading Ethics, code of Generally, 3:129 to 3:144 Amendments and waivers, 3:135 to 3:137 Attorney reports of material violations, 3:130 CEO. 3:129

CFO, 3:129

Comparison of SEC, NYSE, and

Nasdaq codes, 3:144

Conduct, code of, 3:131

SARBANES-OXLEY ACT—Cont'd	SARBANES-OXLEY ACT—Cont'd
Ethics, code of—Cont'd	15 percent/50,000 people test for foreign
Content, 3:133, 3:140, 3:143	private issuers, 6:140
Foreign issuers, amendments and	50 percent test, 6:140
waivers, 3:137	Financial Accounting Standards Board (FASB), 7:7, 7:33
Making code publicly available, 3:134	Financial expert. Audit committee,
Nasdaq, 3:141 to 3:144	above in this heading
NYSE, 3:138 to 3:140, 3:144	Financial information systems design
SEC, 3:132, 3:144	and implementation, 7:73
U.S. issuers, amendments and waiv-	Financial literacy, 3:110, 3:116
ers, 3:136	Financial sophistication, 3:116
Waivers, 3:139 , 3:142	Firms required to register, 7:11, 7:12
Evaluation. Issuer reporting and	Foreign authorities, PCAOB's assistance
disclosure, below in this heading	from foreign authorities in
Evidence, 6:64 , 6:80	oversight of U.S. registered public accounting firms, 7:32
Exceptions, exemptions, and exclusions	Foreign government representation, 3:90
Audit committee, above in this head-	Foreign issuers
ing	Annual reports, 6:109 to 6:111
Auditors, 7:82	Applicability of, 3:35
Directors and executive officers,	Audit committee oversight, 7:83
6:141, 6:143	Civil action under SOX section 806,
Foreign private issuer exemption and disclosures required, 3:36 , 3:37	6:173
Issuer reporting and disclosure, 6:102	Critical accounting policies and estimates, 7:228
to 6:104	Ethics, code of, 3:137
Nasdaq standards, 3:159, 3:170,	Management's discussion and analy-
3:173	sis (MD&A), 7:190
Shareholder approval requirements,	Off-balance sheet arrangements and
3:159, 3:170	aggregate contractual commit-
Exchange Act, generally, 6:185	ments, 7:213
Exchange Act Section 16(a). Directors and executive officers, below in	Private issuers
this heading	Accommodations, 3:87
Executive officers. Directors and execu-	Disclosure, 3:36, 3:37
tive officers, above in this heading	Earnings releases, 6:110
Executive sessions, 3:45 , 3:48	Exemptions, 3:36 , 3:37 , 3:87
Experience, 3:125	Insider trading during pension fund blackout periods, 15 percent/
Experts and expertise	50,000 people test, 6:140
Audit committee, above in this head-	Limitations for SEC filings, 6:108
ing	Public offerings of equity by foreign
Auditors, 7:78	issuer into U.S., 2:154
Fairness opinions, 7:74	Real-time disclosures and SEC review
False certification, liability for, 6:45	of periodic disclosure, 6:116
False or misleading measures	Regulation G exceptions, 6:103
prohibited, 6:96	Retention of workpapers, 7:97
Fees Generally, 3.82	Waiver or modification of standards,
Generally, 3:82	3:186 to 3:188 Foreign invisidiations 3:101
Auditors, above in this heading	Foreign jurisdictions, 3:101

SARBANES-OXLEY ACT—Cont'd SARBANES-OXLEY ACT—Cont'd Foreign public accounting firms, 7:12 Internal audit outsourcing services, 7:76 Internal control over financial reporting. Foreign registration, 7:29 to 7:31 Issuer reporting and disclosure, Forfeiture of bonuses and profits, 6:149 below in this heading Form 20-F, Item 5, 7:190 Investigating and defending attorneys, Form 8-K, **6:109**, **6:117** obligations of, 6:165 Form 10-K, **6:113** Investigations, 6:165, 7:23, 7:24, 7:28, Form 10-O, **6:113** 7:31 Forward-looking information, 7:212 Investment adviser, 7:70 Forward-looking quantitative reconcilia-Investment banking services, 7:70 tion, **6:98** Investment companies Framework for management evaluation, Attorneys, 6:155 6:59 Audit committee oversight, 7:84 Fraud, **6:177**, **6:184**, **6:185** Board of directors, 3:71 Freeze payments, power to, 6:174 Civil certification by senior execu-Funding, 3:97, 7:33 tives. 6:46 Grandfather issues, 6:123 Communication with audit commit-Human services, 7:69 tees. 7:60 Identification, 3:104, 6:82 Conflicts of interest, 7:49, 7:53, 7:55 Implementing rules, 3:73, 3:77, 3:145, Fees and pre-approval policies, 3:176, 3:183, 3:186, 3:189 disclosure of, 7:92 Improper influence on conduct of audits, Issuer reporting and disclosure 6:176, 7:100 to 7:103 Generally, **6:37 to 6:118** Indemnification advances, 6:124 Appeal and review. Real-time Independence disclosures and SEC review of Audit committee, above in this headperiodic disclosure, below this ing group Auditors, above in this heading Civil certification by senior execu-Board of directors, above in this headtives Generally, **6:37** to **6:46** Issuer reporting and disclosure, **6:86** Contents, 6:42 Individual account plan, 6:139 False certification, liability for, Informants, 6:183 6:45 Information statement, independence Form of certification, 6:43, 6:44 disclosure required in, 3:105 Issuers covered, 6:39 In the representation of issuer, **6:153** Location of certification, **6:44** Initial adoption of accounting policies, 7:226 Registered investment company reports, **6:46** Insider trading during pension fund blackout periods. Directors and Reports covered, 6:40 executive officers, above in this Rule 13a-14 under Exchange Act, heading 6:38 Inspections, 7:22, 7:30 Rule 15d-14 under Exchange Act, Insurance, **6:126** 6:38 Integrated audit Section 302 certification, generally, Issuer reporting and disclosure 6:38 et seq. Internal control over financial Signature, 6:41 reporting, 6:65 Criminal certification of CEO's and Interim standards, 7:20 CFO's Internal audit function, 3:113 Generally, 6:47 to 6:50

SARBANES-OXLEY ACT—Cont'd Issuer reporting and disclosure—Cont'd Criminal certification of CEO's and

CFO's—Cont'd Amendments, **6:49**

Criminal penalties, **6:50**

Section 906 certification, 6:47

Submission method, 6:48

Critical accounting policies and estimates

Generally, 7:214 to 7:231

Assumptions, 7:219

Audit committee, discussion with, 7:224

Cautionary Advice of December 2001 regarding disclosure about critical accounting policies, 7:214

Changes, 7:219, 7:223, 7:227

Definition of critical accounting estimates, **7:218**

Effect on financial presentation, 7:220

Fortune 500 Summary (2003) and Guidance (November 2004), 7:229

Initial adoption of policies, **7:226**

MD&A Release 2003, critical accounting estimates, **7:230**

MD&A Release 2003, relationship to Proposal (May 2002) for critical accounting estimates, 7:231

Methodology, 7:219

Non-U.S. issuers, application to, **7:228**

Past changes in estimate, quantitative and qualitative disclosures of, 7:223

Proposed disclosure requirements, 7:215 to 7:218, 7:226

Qualitative disclosures, 7:223

Quantitative disclosures, **7:221 to 7:223**

SEC comments, 7:229

Segments, disclosure for, 7:225

Sensitivity, quantitative disclosures of, **7:222**

Disclosure controls

Generally, 6:51 to 6:59

SARBANES-OXLEY ACT—Cont'd

Issuer reporting and disclosure—Cont'd

Disclosure controls—Cont'd

Definition, 6:52

Developing procedures, 6:54

Effectiveness of controls, management evaluation of, **6:55**

Evaluation, 6:53

Framework for management evaluation, **6:59**

Internal control over financial reporting, **6:87**

Evaluation, see lines throughout this group

Internal control over financial reporting

Generally, **6:56 to 6:90**

Actions required by management, **6:67**

Audit, planning, 6:70

Audit committee, role of, 6:74

Auditor attestation and report on management's assessment, **6:62**

Auditor's evaluation of management's certification disclosures, **6:85**

Auditor's evaluation of management's report, **6:68**

Auditor's objective and direct evidence, **6:64**

Compliance dates, 6:89

Definition, 6:57

Disclosure and remediation, 6:83

Disclosure controls compared, 6:87

Evaluating management's assessment process, **6:71**

Evidence that must be evaluated, **6:80**

Identifying and evaluating deficiencies, **6:82**

Independence, 6:86

Integrated audit, 6:65

Issuers affected, 6:88

Management evaluation, procedures for, **6:60**

Management's annual internal control report, **6:58**

Opinion, forming, 6:79 to 6:83

Planning audit, **6:70**

SARBANES-OXLEY ACT—Cont'd

Issuer reporting and disclosure—Cont'd Internal control over financial reporting—Cont'd

Public Company Accounting Oversight Board (PCAOB) Auditing Standard No. 5, **6:63**

Quarterly evaluations, 6:61

Recommendations, 6:90

Reporting on results, 6:84

Review process, generally, **6:69 to 6:84**

Rotation, 6:76

Small business concerns, 6:66

Testing and evaluating operating effectiveness of controls, **6:75** to **6:78**

Third-party service providers, outsourcing to, **6:78**

Third persons, using work of others, **6:77**

Understanding overall design and operation, **6:72 to 6:74**

Unqualified opinion, issuing, **6:81** Walk-throughs, **6:73**

Management certifications

Generally, **6:37 to 6:50**

Civil certification by senior executives, above this group

Criminal certification for CEO's and CFO's, above this group

Management evaluation, see lines throughout this group

Management's discussion and analysis (MD&A)

Generally, 7:190 to 7:269

Aggregate contractual commitments. Off-balance sheet arrangements and aggregate contractual commitments, below this group

Critical accounting policies and estimates, above this group

Estimates. Critical accounting policies and estimates, above this group

Form 20-F, Item 5, 7:190

Off-balance sheet arrangements and aggregate contractual commitments, below this group

SARBANES-OXLEY ACT—Cont'd

Issuer reporting and disclosure—Cont'd Management's discussion and analysis (MD&A)—Cont'd

Operating and financial review and prospects (MD&A for foreign private issuers), **7:190**

MD&A. Management's discussion and analysis (MD&A), above this group

Non-GAAP financial measures

Generally, 6:91 to 6:111

Annual reports and earnings releases of non-U.S. issuers, **6:111**

Broadcast releases, 6:99

Business combinations disclosure, Regulation G exceptions, 6:104

Definition, 6:93, 6:95

Examples, 6:94

False or misleading measures prohibited, **6:96**

Foreign private issuers, Regulation G exceptions, **6:103**

Foreign private issuers need not furnish earnings releases, **6:110**

Form 8-K furnishing of earnings releases by U.S. issuers, **6:109**

Forward-looking quantitative reconciliation, **6:98**

Limitations for SEC filings of foreign private issuers, **6:108**

Oral releases, 6:99

Prohibited disclosures, **6:107**

Public disclosures, **3:161**, **6:91**

Reconciliation, 6:97, 6:98

Regulation G

Generally et seq., 6:92

Exceptions, 6:102 to 6:104

Liability, 6:101

Regulation FD compared, **6:100**

Releases, 6:99

Required disclosures, 6:106

SEC filings, using in, 6:105 et seq.

Telephonic releases, **6:99**

Webcast releases, 6:99

Off-balance sheet arrangements and aggregate contractual commitments

Generally, 7:202 to 7:213

SARBANES-OXLEY ACT—Cont'd SARBANES-OXLEY ACT—Cont'd Issuer reporting and disclosure—Cont'd Issuer reporting and disclosure—Cont'd Off-balance sheet arrangements and SEC review. Real-time disclosures and SEC review of periodic aggregate contractual commitments-Cont'd disclosure, above this group Definition, 7:205 Section 302 certification. Civil certification by senior executives, Disclosure above this group Aggregate approach, 7:208 Jurisdictions, 3:101 Aggregate contractual commit-Legal services, 7:77 ment. 7:210 Life insurance, 6:126 Contents, generally, 7:207 to Limitation of actions for securities fraud 7:211 lengthened, 6:177 Cross-referencing to financial Limitations for SEC filings of foreign statements, 7:209 private issuers, 6:108 Table of aggregate contractual Limited de minimis exception, 7:82 obligations, 7:211 Listing standards Threshold of disclosure, 7:206 Audit committee, above in this head-Implementing rules, 7:203 MD&A Release (2002), 7:202 Audit committee, minimum listing Non-U.S. issuers, application of standards, 3:80 MD&A to, 7:213 CEO certification, NYSE standards, Safe harbor for forward-looking 3:191 information, 7:212 Delisting, **3:198** Threshold of disclosure, 7:206 Nasdag standards, below in this head-Periodic disclosure. Real-time disclosures and SEC review of Notification, 3:192, 3:196 periodic disclosure, below this NYSE standards, below in this headgroup Real-time disclosures and SEC review Public reprimand and delisting, 3:194 of periodic disclosure Loans. Directors and executive officers, Generally, 6:112 to 6:118 above in this heading Accelerated filing deadlines for Location, 3:123, 6:44, 7:91 Forms 10-K and 10-Q, **6:113** Look-back period, 3:54, 3:58 to 6:116 Mail and wire fraud, 6:185 Conforming amendments for other Majority of board must be independent SEC filings, 6:114 directors, 3:44, 3:47 Expanded disclosure requirements Management and accelerated filing deadline Annual internal control report, **6:58** for Form 8-K, 6:117 Assessment, **6:62** Mandatory three-year review of Certifications. Issuer reporting and periodic reports, 6:118 disclosure, above in this heading Non-U.S. issuers, application to, Discussion and analysis. Issuer 6:116 reporting and disclosure, above Section 409, 6:112 in this heading SOX requirements, 6:112 Evaluation, **6:55**, **6:59**, **6:60** Website access to periodic and cur-Expertise, 3:110 rent reports, disclosure concerning, 6:115 Functions, 7:68 Regulation G. Non-GAAP financial Issuer reporting and disclosure, 6:68, 6:71, 6:85 measures, above this group

SARBANES-OXLEY ACT—Cont'd

Management evaluation. Issuer reporting and disclosure, above in this heading

Mandatory three-year review of periodic reports, **6:118**

Material amendments, 3:169

Material correcting adjustments, 7:99

Material revisions, 3:158

Material violations, 3:130

MD&A. Issuer reporting and disclosure, above in this heading

Meetings. Shareholder meetings, below in this heading

Member independence, 3:81

Mergers and acquisitions, 3:160

Minimum listing standards, 3:80

Misleading, 6:96

Nasdaq standards

Generally, 3:34, 3:195

Audit committee, above in this heading

Board of directors, 3:47 to 3:49, 3:55 to 3:58, 3:63, 3:64, 3:75, 3:79

Corporate governance standards, **3:40** Delisting, **3:198**

Effective dates, 3:42

Ethics, code of, 3:141 to 3:144

Foreign issuers, waiver or modification of standards, **3:188**

Foreign private issuer exemption and disclosures, **3:37**

Notification, 3:196

Shareholder approval requirements, below in this heading

Shareholder direct registration system, **3:185**

Shareholder meetings, **3:150 to 3:153**Shareholder rights, **3:180 to 3:182**

Newly public companies, 3:85

Nominating committee, 3:60 to 3:62

Nomination of directors. 3:63

Nominations. Board of directors, above in this heading

Non-audit services

Audit committee oversight, 7:80

Auditors, above in this heading

Noncompliance, 3:98

Nondischargeable debts in bankruptcy, **6:179**

SARBANES-OXLEY ACT—Cont'd

Non-GAAP financial measures. Issuer reporting and disclosure, above in this heading

Nonreportable transactions, 6:131

Non-U.S. issuers. Foreign issuers, above in this heading

Notice

Auditor oversight, 3:98

Insider trading during pension fund blackout periods, 6:144 to 6:147

Listing standards, 3:192, 3:196

NYSE standards, 3:192

Shareholder approval requirements, 3:161, 3:171

NYSE standards

Generally, 3:34, 3:36

Audit committee, above in this heading

Board of directors, 3:44 et seq., 3:51 to 3:54, 3:74, 3:78

Corporate governance standards, 3:39

Effective dates, 3:41

Ethics, code of, 3:138 to 3:140, 3:144

Foreign issuers, waiver or modification of standards, **3:187**

Nominating/corporate governance committee, **3:60 to 3:62**

Penalties. Remedies and penalties, below in this heading

Remedies and penalties

Generally, 3:190 to 3:194

CEO certification, 3:191

Implementing rules, 3:189

Notification, 3:192

Public reprimand and delisting, **3:194**

Written affirmations, **3:193**

Shareholder direct registration system, **3:184**

Shareholder meetings, 3:146 to 3:149

Shareholder rights, 3:177 to 3:179

Off-balance sheet arrangements and aggregate contractual commitments. Issuer reporting and disclosure, above in this heading

Officers. Directors and executive officers, above in this heading

Opinions, **6:79 to 6:83, 7:74**

Opportunity to cure defects, 3:99

SARBANES-OXLEY ACT—Cont'd

Options, 6:127	Prohibited services
Oral releases, 6:99	Auditors, above in this heading
Other issuers and securities, application	Non-audit services, 7:67 to 7:70
to, 3:38	Proposed disclosure requirements, 7:215
Outsourcing services, 7:76	to 7:218, 7:226
Overlapping board relationships, 3:86	Proxy solicitation, 3:149 , 3:153
Oversight	Proxy statement, 3:68, 3:105
Audit committee, above in this head-	Public availability, 3:134, 7:15
ing	Public companies, newly, 3:85
Public Company Accounting Oversight Board (PCAOB), below in this heading	Public Company Accounting Oversight Board (PCAOB)
Participation in rights offerings, Nasdaq	Generally, 7:7 to 7:33
standards, 3:181	Assistance from foreign authorities in
Participation in rights offerings, NYSE	oversight of U.S. registered public accounting firms, 7:32
standards, 3:178	Auditing standards, 6:63 , 7:18
Partner, compensation of audit partner,	Definition, 7:8
7:54	Disciplinary proceedings, 7:23, 7:25
Partner rotation, 7:48	FASB, funding of, 7:33
Past changes in estimate, quantitative	Financial Accounting Standards
and qualitative disclosures of, 7:223	Board (FASB), relationship between, 7:7
Payments, 6:174	Foreign authorities' assistance in
Penalties. Criminal sanctions and penalties, above in this heading	oversight of U.S. registered pub-
Penalties. NYSE standards, above in this	lic accounting firms, 7:32
heading	Foreign registered public accounting firms, 7:29 to 7:31
Pension fund blackout periods. Directors and executive officers, above in this	Funding, 7:33
heading	Inspections, 7:22 , 7:30
Periodic disclosure. Issuer reporting and	Interim standards, 7:20
disclosure, above in this heading	Investigations, 7:23, 7:24, 7:28, 7:31
Periodic reports, 7:14	Periodic reports, 7:14
Permitted non-audit services, 7:79 , 7:80	Quality control standards, 7:19
Personal loans, prohibition on. Directors	Registration
and executive officers, above in this	Generally, 7:9
heading	Disapproval of, 7:27
Pre-approval methods, 7:81	Foreign registered public account-
Pre-approval of audit services and	ing firms, 7:29 to 7:31
permitted non-audit services, 7:80	Inspections, foreign registered pub-
Pre-existing plans, 3:162	lic accounting firms, 7:30
Presentation, 7:220	Withdrawal, 7:16
Presumption, 7:66	Registration system
Private issuers. Foreign issuers, above	Generally, 7:10 et seq.
Professional conduct standards of SEC, 6:151	Action on applications for registration, 7:13
Professional engagement period, 7:65	Firms required to register, 7:11
Profits, 6:149	Non-U.S. public accounting firms,
Prohibited disclosures, 6:107	7:12
	Index 97

SARBANES-OXLEY ACT—Cont'd

SARBANES-OXLEY ACT—Cont'd SARBANES-OXLEY ACT—Cont'd Public Company Accounting Oversight Registration—Cont'd Board (PCAOB)—Cont'd Withdrawal from, 7:16 Registration system—Cont'd Regulation BTR, 6:133, 6:134 Public availability of information Regulation FD, 6:100 and confidential treatment Regulation G. Issuer reporting and requests, 7:15 disclosure, above in this heading Sanctions, 7:23, 7:26, 7:31 Related party/conflict of interest transac-SEC rules on review of sanctions, tions, 3:112, 3:120 Releases, 6:99, 6:109 to 6:111 Standard-setting, generally, 7:17 et Remediation, 6:83 seq. Remedies, generally, 6:174 to 6:186 Terminology, 7:21 Reports and reporting Withdrawal from registration, 7:16 Generally, 6:36 Public disclosure, 3:161, 6:91 Attorneys, above in this heading Public offerings of equity by foreign Audit committee, 3:104, 3:128 issuer into U.S., 2:14, 2:154, Board of directors, 3:70 2:164, 2:189 Contribution-in-kind reports, 7:74 Public reprimand and delisting, 3:194 Corporate governance, 3:70, 3:104 Qualifications, 6:81 Ethics, code of, 3:130 Qualified legal compliance committee Foreign issuers' annual reports, 6:109 regime, **6:161 to 6:164** to 6:111 Oualitative disclosures, 7:223 Issuer reporting and disclosure, above Quality control standards, 7:19 in this heading Quantitative disclosures, 7:221 to 7:223 Public Company Accounting Ouantitative reconciliation, 6:98 Oversight Board (PCAOB), 7:14 Quarterly evaluations, 6:61 Representation, 3:88 to 3:90 Quarterly reports, 3:70 Reprimand, 3:194 Ouorum, 3:148, 3:152 Requests for independent exemptions, Real-time disclosures and SEC review 3:93 of periodic disclosure. Issuer Response, 6:159 reporting and disclosure, above in Retaliation against informants, **6:183** this heading Retention of workpapers. Auditors, Rebuttable presumption, 7:66 above in this heading Recommendations, 6:90 Revisions, 3:158 Reconciliation, 6:97, 6:98 Rule 102(e), 7:104 Registered investment companies Rule 10A-3, **3:107** Attorneys, 6:155 Rule 13a-14 under Exchange Act, 6:38 Audit committee, 7:60, 7:84 Rule 15d-14 under Exchange Act, 6:38 Auditors, 7:49, 7:53, 7:55, 7:92 Safe harbor, **3:126, 7:212** Board of directors, 3:71 Sanctions Compensation, prohibited, 7:55 Criminal sanctions, above in this Issuer reporting and disclosure, 6:46 heading Shareholder direct registration Public Company Accounting Oversight Board (PCAOB), system, 3:183 to 3:185 7:23, 7:26, 7:27, 7:31 Registration SEC implementing rules, 3:73, 3:77, Corporate governance, 3:71 3:145, 3:176, 3:183, 3:186, 3:189 **Public Company Accounting** SEC rules on review of sanctions, 7:27 Oversight Board (PCAOB), Section 402, **6:120, 6:122** above in this heading

SARBANES-OXLEY ACT—Cont'd	SARBANES-OXLEY ACT—Cont'd
Section 409, 6:112	Shareholder approval requirements
Section 602, 7:104	—Cont'd
Section 806. Civil action under SOX	NYSE standards—Cont'd
section 806, above in this heading	Equity compensation plans, 3:157
Section 403(a) and Exchange Act Sec-	Exemptions, 3:159
tion 16(a). Directors and executive	Material revisions, 3:158
officers, above in this heading	Mergers and acquisitions, 3:160
Section 306(a) and Regulation BTR, 6:133	Notification to NYSE and public disclosure, 3:161
Section 302 certification. Issuer report-	Pre-existing plans, 3:162
ing and disclosure, above in this heading	Transition rules, 3:163
Section 906 certification, 6:47	SEC implementing rules, 3:154
Section 401(k) plans, 6:125	. •
Securities and Exchange Commission	Shareholder direct registration system, 3:183 to 3:185
(SEC) Corporate governance, 3:73 , 3:77 ,	Shareholder meetings
3:145, 3:176, 3:183, 3:186	Generally, 3:145 to 3:153
Public Company Accounting Oversight Board (PCAOB), 7:27	Annual meetings, Nasdaq standards, 3:151
Securityholder communications. Board	Annual meetings, NYSE standards, 3:147
of directors, above in this heading	Implementing rules, 3:145
Segments, disclosure for, 7:225	Nasdaq standards, 3:150 to 3:153
Selection of auditor, 3:94	NYSE standards, 3:146 to 3:149
Sensitivity, quantitative disclosures of, 7:222	Proxy solicitation, Nasdaq standards, 3:153
Shareholder approval requirements Generally, 3:154 to 3:175	Proxy solicitation, NYSE standards, 3:149
Effect of NYSE and Nasdaq rules,	Quorum, Nasdaq standards, 3:152
3:175	Quorum, NYSE standards, 3:148
Nasdaq standards	SEC implementing rules, 3:145
Generally, 3:166 to 3:174	Shareholder rights
Common stock issuance and	Generally, 3:176 to 3:182
change of control transactions,	Implementing rules, 3:176
3:167	Nasdaq standards, 3:180 to 3:182
Effective date, 3:172	NYSE standards, 3:177 to 3:179
Effect of NYSE and Nasdaq rules,	Participation in rights offerings,
3:175 Equity compensation plans, 3:168	Nasdaq standards, 3:181
Exemptions, 3:170	Participation in rights offerings,
Material amendments, 3:169	NYSE standards, 3:178
Notification to, 3:171	SEC implementing rules, 3:176
NYSE standards	Voting rights, Nasdaq standards,
Generally, 3:155 to 3:165	3:182
Common stock issuance and	Voting rights, NYSE standards, 3:179
change of control, 3:156	Shareholders, 3:89
Effect of NYSE and Nasdaq rules,	Signature, 6:41
3:175	Simultaneous service, 3:110

SARBANES-OXLEY ACT—Cont'd

Small business concerns

Issuer reporting and disclosure Internal control over financial reporting

Small business concerns, **6:66**

Split-dollar life insurance, 6:126

State laws, 6:172, 7:98

Submission method, 6:48

Table of aggregate contractual obligations, **7:211**

Tampering of records, 6:182

Tax fees, 7:88

Tax services, 7:79

Telephonic releases, 6:99

Temporary freeze authority, 6:150

Tests and testing, **6:75 to 6:78, 6:140**

Third-party service providers, outsourcing to

Issuer reporting and disclosure Internal control over financial reporting, **6:78**

Third persons, using work of others Issuer reporting and disclosure Internal control over financial reporting, **6:77**

Three-year independence look-back period, **3:54**, **3:58**

Threshold of disclosure, 7:206

Time and date

Audit committee, 3:100, 3:106, 3:123, 3:127

Auditors

Conflicts of interest, **7:50**, **7:103**Non-audit services, **7:65**

Board of directors, 3:67

Directors and executive officers, above in this heading

Insider trading during pension fund blackout periods, **6:146**

Issuer reporting and disclosure, **6:89**, **6:113**, **6:117**, **6:118**

Limitation of actions for securities fraud lengthened, **6:177**

Nasdaq standards, effective dates of, **3:42**

NYSE standards, effective dates of, **3:41**

Shareholder approval requirements, 3:172

SARBANES-OXLEY ACT—Cont'd

Time and date—Cont'd

Three-year independence look-back period, **3:54**, **3:58**

Trading. Directors and executive officers, above in this heading

Training, 3:76

Transition period, 7:50

Transition rules, 3:163

Triggering reporting obligation, 6:156

Two-day reporting, **6:129**

Two-tier board systems, 3:91

Underwriters, 6:155

Up-the-ladder, 6:160

Value and valuation, 7:74

Voting rights, Nasdaq standards, 3:182

Voting rights, NYSE standards, 3:179

Waivers, 3:135 to 3:137, 3:139, 3:142, 3:186 to 3:188

Walk-throughs

Issuer reporting and disclosure Internal control over financial reporting, **6:73**

Webcast releases, **6:99**

Website access to periodic and current reports, disclosure concerning, 6:115

Whistleblower, **6:166**, **6:178**

Wire fraud, **6:185**

Withdrawal, 7:16

Written affirmations, **3:193**

Written communications, 7:59

SCHEDULE B

See **Sovereigns** (this index)

SCHEDULE 14D-9

Tender offers, target disclosure requirements in third-party tender offers subject to Regulation 14D, 11:87

SCHEDULE 13D CONTENTS

Tender and exchange offers, 11:12

SCHEDULE 14D-9F

Multijurisdictional Disclosure System (MJSD), **12:60**

SCHEDULE 13E-4F, 14D-1F AND 14D-9F

Multijurisdictional Disclosure System (MJSD), 12:59 to 12:62

SCHEDULE 13E-4F AND 14D-1F

Multijurisdictional Disclosure System (MJSD), **12:59**

SCHEDULE 13G CONTENTS

Tender and exchange offers, 11:13

SCHEDULE TO

Bids and bidding—tender offers, disclosure requirements in thirdparty tender offers subject to Regulation 14D, 11:83

SEC

See Securities and Exchange Commission (SEC) (this index)

SECONDARY MARKETS TRADING SYSTEMS

Private placement, 5:70

SECONDARY TRADING

Blue Sky Law, 15:53

SECTION 13(h)

Large trader reporting, factors considered by SEC, 11:74

SECTION 16 REPORTING

Beneficial ownership. **Tender and Exchange Offers** (this index)

SECTION 16 REPORTING, BENEFICIAL OWNERSHIP

Beneficial ownership. **Securities Exchange Act (1934)** (this index)

SECURITIES

Generally, 1:13 et seq.

See also other entries throughout this index

Bank certificates of deposit, generally, 1:18

Blue Sky Laws (this index)

Certificates of deposit, bank, generally,

Commodity Futures Modernization Act (CFMA), **1:25**

Contracts, investment contracts, generally, **1:19**

Debt, generally, 1:15 to 1:18

Definition, 1:13

Deposit, bank certificates of deposit, generally, 1:18

Derivatives, background, 1:22

SECURITIES—Cont'd

Division of jurisdiction between SEC and Commodity Futures Trading Commission (CFTC), **1:23**

Exemptions from federal securities laws, 1:30

Federal securities law, hierarchy of, 1:12

Federal statutes, generally, 1:2

Federal tax treatment, 1:31

Interest rate protection transactions, generally, **1:21**

Investment contracts, generally, **1:19**Joint jurisdiction and notice registration, **1:28**

Joint venture interests, generally, 1:20

Jurisdiction, 1:23, 1:28

Limited liability company interests, generally, **1:20**

Listing standards, 1:29

Loan participations and syndications, generally, 1:17

Narrow-based security indexes, 1:27

Notes, generally, 1:16

Notice registration, 1:28

Offering reform. **Securities Offering Reform** (this index)

Partnership interests, generally, 1:20

Registration, 1:28

Repackaged products, generally, 1:21

Security futures products, 1:26

Statutes, generally, 1:2

Stock, generally, 1:14

Swaps, 1:21, 1:24, 1:32

Taxation, 1:31

U.S. regulation and related instruments, generally, 1:1

SECURITIES ACT (1933)

Generally, 1:3

See also Multijurisdictional Disclosure System (MJSD); Regulation S; Securities Offering Reform (this index)

American Depositary Receipts, **8:18 to 8:21**

SECURITIES AND EXCHANGE COMMISSION (SEC)

Generally, 1:11

Accounting and financial matters Auditing, requirements, 7:10

SECURITIES AND EXCHANGE COMMISSION (SEC)—Cont'd

Accounting and financial matters
—Cont'd

Derivatives, disclosure requirements, 7:271, 7:272

MD&A

Generally, **7:190 to 7:269**See also **Accounting and Financial Matters** (this index)

Broker-Dealers (this index)

Investment advisers, **14:34 to 14:37**, **14:58**, **14:59**

Investment Advisers (this index)

Jurisdiction, division between SEC and Commodity Futures Trading Commission (CFTC), 1:23

Large trader filing. **Tender and Exchange Offers** (this index)

Off-balance sheet arrangements and aggregate contractual commitments, implementing rules, **7:203**

Sarbanes-Oxley Act (this index)

Tender and Exchange Offers (this index)

Whistleblower rules under Dodd-Frank Act. **6:166.10**

SECURITIES EXCHANGE ACT (1934)

Generally, 1:4

See also **Broker-Dealers** (this index)

Annual reports, 6:23

Beneficial ownership reporting

Section 13 reporting, **11:2 to 11:13**

Section 16 reporting, **11:14 to 11:33**

Conflict minerals disclosure guidelines, **6:23.10**, **6:23.20**

Current reports, 6:25

Development banks, 6:27

Disclosure concerning mine safety, **6:23.60**

Dodd-Frank Act

Conflict minerals disclosure guidelines, **6:23.10**, **6:23.20**

False or misleading statement liability, **6:23.20**

Mine safety, SEC rules for disclosure, **6:23.60**

EDGAR, Form SD reporting, 6:23.50

SECURITIES EXCHANGE ACT (1934) —Cont'd

Equity security and class, Section 16 reporting, **11:18**

Exchange listed securities, **6:2**, **6:30**, **6:31**

Exemptions. See Over-the-counter and other widely held securities, below in this heading

Exemptive authority, 6:19

Foreign Corrupt Practices Act, 6:186

Foreign government issuers, 6:27

Foreign integrated disclosure system, Form 20-F, **6:28**

Foreign private issuer deregistration, Form 12h-6, **6:29.20**

Form 20-F, foreign integrated disclosure system, **6:28**

Form 12h-6

Foreign private issuer deregistration, **6:29.20**

Terminating successor issuer status after M&A transaction, **6:29.30**

Form 8-KI filing requirement, **6:23.70**

Form SD reporting, 6:23.50

Holders of record

Calculation, 6:2.50

Triggers for registration, 6:2.50

Interim reports, 6:24

Listings

Exchange listed securities, **6:2**, **6:30**, **6:31**

Nasdaq listed securities, 6:32

Registration, 3:5 to 3:7

Mergers and acquisitions

Form 12h-6, terminating successor issuer status after M&A transaction, **6:29.30**

Section 16(b) short-swing profit recovery, **11:28**

Mine safety

Form 8-K filing, **6:23.70**

SEC rules for disclosure, 6:23.60

Multijurisdictional Disclosure System (MJSD), **12:34 et seq.**

Nasdaq, 6:3, 6:32

New York Stock Exchange, 6:31

Offering reform. **Securities Offering Reform** (this index)

SECURITIES EXCHANGE ACT (1934) —Cont'd

Over 5 percent shareholders, reports of, **6:26**

Over-the-counter and other widely held securities

Exemptions

Rule 12g3-2(b). See Rule 12g3-2(b) information supplying exemption, below in this heading

Section 12(g) registration. See Section 12(g) registration, below in this heading

Registered ADRs exemption, **6:10** Registration, generally, **6:4 et seq.** Rule 12g3-2(a), too few U.S. shareholders, **6:7**

Rule 12g3-2(b) information supplying exemption

Generally, **6:8**, **6:11 et seq.**Application and information submissions, **6:14**

Consequences of furnishing information, **6:15**

Information needed, 6:13

Requirements, 6:12

Voluntarily claiming exemption, **6:16**

Section 12(g) registration Generally, **3:7**, **6:5** et seq.

Exemptions, generally, **6:6 et seq.** Information supplying exemption, **6:8**

Registered ADRs exemption, **6:10** Rule 12g3-2(a), too few U.S. shareholders, **6:7**

Rule 12g3-2(b) information supplying exemption, generally, **6:8**, **6:11 et seq.**

Successor issuers under Section 12(b) or 12(g), **6:17**

Too few U.S. shareholders exemption, **6:7**

Voluntarily claiming exemption, **6:16** Proxy materials and reports to shareholders, **6:35**

Publicly offered securities, suspension of Section 15(d) reporting, **6:34**

Public offerings of equity by foreign issuer into U.S., 2:189

SECURITIES EXCHANGE ACT (1934) —Cont'd

Registered ADRs exemption, **6:10** Registration

Generally, 6:1 et seq.

See also Reporting, below in this heading

Calculating holders of record, **6:2.50** Deregistration, **6:29.10**, **6:29.20**

Exchange listed securities, 6:2

Exemptive authority, 6:19

Foreign private issuer deregistration, Form 12h-6, **6:29.20**

Iran Threat Reduction Act, prohibitions on U.S. companies and foreign subsidiaries, **6:13.50**, **6:13.60**

Listing requirements, 3:5 to 3:7 Listings, 6:2

Multijurisdictional Disclosure System (MJSD), 12:35 to 12:37, 12:46 to 12:48

Nasdaq traded securities, **6:3**Obligations triggered by, **6:2.50**, **6:20**

Over-the-counter. See Over-thecounter and other widely held securities, above in this heading

Section 15(d), issuers that made U.S. registered offering, **6:18**

Section 12(b) registration, below in this heading

$\begin{array}{c} \textbf{Securities Offering Reform} \ (\textbf{this} \\ index) \end{array}$

Successor issuers, **6:2.50**, **6:29.30**Traded, Nasdaq traded securities, **6:3**

Triggers, **6:2.50**, **6:20**U.S. registered offering, issuers that made, Section 15(d), **6:18**

Widely held securities

Over-the-counter. See Over-thecounter and other widely held securities, above in this heading

Termination of Section 12(g) registration, **6:33**

Trigger for registration, **6:2.50**

Reporting

Generally, **6:1**, **6:21** et seq.

See also Registration, above in this heading

SECURITIES EXCHANGE ACT (1934) —Cont'd

Reporting-Cont'd

Annual reports, 6:23

Current reports, 6:25

Deregistration, 6:29.10, 6:29.20

Development banks, 6:27

Exchange listed securities, leaving reporting system, **6:30**, **6:31**

Foreign Corrupt Practices Act, 6:186

Foreign government issuers, **6:27**

Foreign integrated disclosure system, Form 20-F, **6:28**

Form 20-F, foreign integrated disclosure system, **6:28**

Interim reports, **6:24**

Leaving the reporting system, **6:29 et seq.**

Listings, **6:30 to 6:32**

Nasdaq listed securities, leaving reporting system, **6:32**

New York Stock Exchange, exchange listed securities, leaving reporting system, **6:31**

Over 5 percent shareholders, reports of, **6:26**

Proxy materials and reports to shareholders, **6:35**

Publicly offered securities, suspension of Section 15(d) reporting, **6:34**

Section 16 reporting, below

Widely held securities, termination of Section 12(g) registration, **6:33**

Resource extraction issuers, disclosure of payments to governments, **6:23.30, 6:23.40**

Rule 15a-6. **Broker-Dealers** (this index) Rule 12g3-2(a), too few U.S. shareholders. **6:7**

Rule 12g3-2(b), information supplying exemption. Over-the-counter and other widely held securities, above

Safety of mines, SEC rules for disclosure, **6:23.60**

Sarbanes-Oxley Act

Criminal penalties, 6:185

Officers and directors subject to SEA Section 16. **Sarbanes-Oxley Act** (this index)

SECURITIES EXCHANGE ACT (1934) —Cont'd

Section 15(d), issuers that made U.S. registered offering, **6:18**

Section 12(b) registration

Listing requirements, 3:6

Successor issuers, 6:17

Section 12(g) registration. See Over-thecounter and other widely held securities, above in this heading

Section 13 reporting, beneficial ownership

Exempt investors, Section 13(g) and Schedule 13G, 11:5

Institutional, qualified institutional investors, Section 13(g) and Schedule 13G, 11:6

Passive investors, Section 13(g) and Schedule 13G, 11:7

Qualified institutional investors, Section 13(g) and Schedule 13G, 11:6

Section 13(d) and Schedule 13D, **11:3** Section 13(g) and Schedule 13G, **11:4 to 11:8**

Section 16 reporting, beneficial ownership

Generally, 11:14 to 11:33

Acquisitions, Section 16(b) shortswing profit recovery, **11:28**

Calculating profit, Section 16(b) short-swing profit recovery, 11:25

Consequences for failure to timely file under Section 16(a), 11:23

Contents of filings, reporting under Section 16(a), 11:21

Derivative and nonderivative securities, **11:20**

Disclosure of delinquent Section 16(a) filings, 11:23

Equity security and class, 11:18

Exempt transactions, Section 16(a), 11:22

Exempt transactions, Section 16(c) prohibition on short selling, 11:30

Exempt transactions, Section 16(b) short-swing profit recovery, 11:26

SECURITIES EXCHANGE ACT (1934) —Cont'd

Section 16 reporting, beneficial ownership—Cont'd

Failure to timely file under Section 16(a), 11:23

Issuer's disclosure of delinquent Section 16(a) filings, 11:23

Mergers and acquisitions, Section 16(b) short-swing profit recovery, 11:28

Officers and directors, 11:16

Persons subject to Section 16, **11:15 to 11:18**

Sanctions for failing to timely file under Section 16(a), 11:23

Section 16(e) arbitrage transactions, 11:33

Section 16(d) market making, **11:32** Section 16(c) prohibition on short selling, **11:29**

Section 16(a) requirements, **11:19 to 11:23**

Section 16(b) short-swing profit recovery, **11:24 to 11:28**

Security-based swaps, application of Section 16 beneficial ownership regulatory provisions, **11:31**

10 percent holders and beneficial ownership for other purposes, 11:17

Time to file under Section 16(a), 11:21

Transfers among affiliates, Section 16(b) short-swing profit recovery, 11:27

Section 16(a) reporting, beneficial ownership

Beneficial ownership reporting requirements, 11:19 to 11:23

Contents of filing, 11:21

Derivative and nonderivative securities, 11:20

Disclosure of delinquent filings, 11:23 Exempt transactions, 11:22

Forms 3, 4, and 5, generally, **11:19** Nonderivative securities, **11:20**

Sanctions for failing to timely file, 11:23

Sarbanes-Oxley Act (this index)
Time to file. 11:21

SECURITIES EXCHANGE ACT (1934) —Cont'd

Section 16(b) short-swing profit recovery

Generally, 11:24 to 11:28

Calculating profit, 11:25

Exemption transactions, 11:26

Mergers and acquisitions, 11:28

Transfers among affiliates, 11:27

Section 16(c) prohibition on short selling

Generally, **11:29**

Exempt transactions, 11:30

Section 16(d) market making, 11:32

Section 16(e) arbitrage transactions, 11:33

Security-based swaps, application of Section 16 beneficial ownership regulatory provisions, **11:31**

Successor issuer status

Termination following M&A transaction, Form 12h-6, **6:29.30**

Trigger for registration, 6:2.50

Successor issuers under Section 12(b) or 12(g), **6:17**

10 percent holders and beneficial ownership for other purposes, **11:17**

Traded, Nasdaq traded securities, 6:3

Triggers for registration, **6:2.50**, **6:20**

U.S. registered offering, issuers that made, Section 15(d), **6:18**

Voluntarily claiming exemption, **6:16** Widely held securities

Termination of Section 12(g) registration, **6:33**

Trigger for registration, **6:2.50**

XBRL format for reporting on Form SD, 6:23.50

SECURITIES EXCHANGE ACT OF 1934

See Securities Exchange Act (1934) (this index)

SECURITIES EXCHANGE BIDS

Canadian MJSD, 12:125

SECURITIES INVESTOR PROTECTION ACT OF 1970

Generally, 1:9

SECURITIES INVESTOR PROTECTION CORPORATION (SIPC)

Broker-Dealers (this index)

SECURITIES OFFERING REFORM

Oral communications. Prospectuses and oral communications, below

Securities Act

Disclosure under SA, above Registration under SA, above

Well-known seasoned issuers (WKSI)

Classification of issuers. 2:16 to 2:19

Registration, 2:143 to 2:149

SECURITY

Blue Sky Law, definitions, 15:9

SECURITY-BASED SWAPS

Beneficial ownership by persons who purchase or sell, 11:10

Section 16 beneficial ownership regulatory provisions, 11:31

Tender and exchange offers, 11:10, 11:31

SECURITY FUTURES PRODUCTS

Generally, 1:26

SECURITY HOLDERS

Canadian MJSD. 12:136

SELECTED DEALERS AGREEMENT

Public offerings of equity by foreign issuer into U.S., 2:11

SELF-REGULATORY

ORGANIZATIONS (SROS)

See **Broker-Dealers** (this index)

SELF-TENDERS

Exchange Act reporting, issuer purchases of own equity securities, 11:190

General antifraud and antimanipulation provisions, 11:197

Going private, 11:191

Issuer purchases of its own equity securities

Generally, 11:192 to 11:196

Communications, 11:194

Exemptions, **11:196**

Filing, disclosure, and dissemination, 11:193

SELF-TENDERS—Cont'd

Issuer purchases of its own equity securities-Cont'd

Issuer tender offers, 11:192

Manner of making the offer, 11:195

Rule 13e-3, **11:191**

Rule 13e-4, 11:192

Tender and exchange offers. See entries throughout this heading

SENIOR EXECUTIVES

Sarbanes-Oxley Act (this index)

SENSITIVITY

Sarbanes-Oxley Act of 2002, 7:222

SERVICE OF PROCESS

Multijurisdictional Disclosure System (MJSD), 12:18, 12:20

SHARED EXPENSES

Blue Sky Law, public offering of securities by foreign issuers, 15:27

SHAREHOLDER COMMUNICATION

Beneficial ownership reports, 11:8

Canadian MJSD, 12:142

Tender and exchange offers, 11:8

SHAREHOLDER DIRECT REGISTRATION SYSTEM

Sarbanes-Oxley Act, 3:183 to 3:185

SHARING OF EXPENSES

Blue Sky Law, public offering of securities by foreign issuers, 15:27

SHELF OFFERINGS

Trust Indenture Act, 4:42

SHELF REGISTRATION

Global offerings, 10:19, 10:84

Public Offerings of Equity by Foreign Issuer into U.S. (this index)

Sovereigns

Generally, **4:16 to 4:19**

Eligible issuers, 4:17

Original shelf registration procedures,

Revised shelf registration procedures, 4:19

SHELL COMPANIES

Private placement, Rule 144 and former shell companies, 5:35

SHORT SALES

Global offerings, Regulation M, **10:149**Section 16(c) prohibition, beneficial
ownership reporting, **11:29**, **11:30**Tender and exchange offers, **11:29**

SHORT-SWING PROFIT RECOVERY

Section 16(b), beneficial ownership reporting, 11:24 to 11:28

SIA APPROACH: FORMER RULE 434

Public offerings of equity by foreign issuer into U.S., 2:93

SIDE-BY-SIDE OFFERINGS

Private placement, 5:60

SIGNATURE

Electronic Signatures in Global and National Commerce Act, 2:223 Public offerings of equity by foreign issuer into U.S., 2:89, 2:125, 2:223 Sarbanes-Oxley Act of 2002, 6:41

SIGNATURE PAGE

Multijurisdictional Disclosure System (MJSD), **12:21**

SIMULTANEOUS SERVICE

Sarbanes-Oxley Act of 2002, 3:110

SMALL BUSINESS CONCERNS

Sarbanes-Oxley Act, issuer reporting and disclosure, **6:66**

SOFT DOLLAR ARRANGEMENTS

Investment advisers, 14:52

SOLICITATIONS

Global offerings, Regulation M, Rule 101, **10:99**

SOLICITORS

Investment advisers, 14:34, 14:37

SOUTH AMERICA

Accounting and financial matters, 7:301 to 7:306

SOVEREIGN OFFERINGS

Blue Sky Law, public offering of securities by foreign issuers, **15:42**

SOVEREIGNS

Generally, 4:2 et seq.

SOVEREIGNS—Cont'd

Additional disclosure traditionally provided, **4:12**

Disclosure, additional disclosure traditionally provided, **4:12**

Disclosure, which entity provides, **4:8**

Exhibits, 4:15

Financial statements, 4:14

Foreign governments

Instrumentalities of, 4:6

Issuers, Exchange Act, 6:27

Schedule B, eligible for, 4:6

Government agencies, 4:5

Government corporations, 4:4

Instrumentalities of foreign governments, **4:6**

Issuers, Exchange Act, 6:27

Registration statement, information required in

Generally, 4:9 et seq.

Additional disclosure traditionally provided, **4:12**

Disclosure, additional disclosure traditionally provided, **4:12**

Exhibits, 4:15

Financial statements, 4:14

Issuer related information, 4:13

Regulatory scheme, 4:10

Rules 490-493, information required by, **4:11**

Schedule B, information required by, **4:11**

Regulatory scheme, 4:10

Rules 490-493, information required by, 4:11

Sarbanes-Oxley Act of 2002, 3:90

Schedule B

Certain multinational organizations, securities of, **4:7**

Eligible for, 4:6

Foreign governments, instrumentalities of. **4:6**

Government agencies, 4:5

Government corporations, 4:4

Information required by, 4:11

Instrumentalities of foreign governments, **4:6**

Issuers eligible for, generally, **4:3 et** seq.

SOVEREIGNS—Cont'd

Schedule B-Cont'd

Securities of certain multinational organizations, **4:7**

Shelf registration

Generally, 4:16 to 4:19

Eligible issuers, **4:17**

Original shelf registration procedures, **4:18**

Revised shelf registration procedures, **4:19**

Trust Indenture Act, 4:20

SOX

See Sarbanes-Oxley Act (this index)

SPINOFFS

Public offerings of equity by foreign issuer into U.S., 2:169

SPLIT-DOLLAR LIFE INSURANCE

Sarbanes-Oxley Act of 2002, 6:126

SPONSORED (LEVEL ONE)

American Depositary Receipts, 8:24

SPONSORED AND UNSPONSORED FACILITIES

American Depositary Receipts, **8:14 to 8:17**

STABILIZATION

Global Offerings (this index)

STATE AUTHORITY

Investment advisers, 14:34 to 14:37

STATE LAWS

Blue Sky Laws (this index)

Multijurisdictional Disclosure System (MJSD)

Generally, 12:70 to 12:74

Exchange offers, 12:74

Federal preemption, 12:71

Issues where no federal preemption, 12:72

Rights offerings, 12:73

Public offerings of equity by foreign issuer into U.S., 2:4, 2:5, 2:166, 2:188

Sarbanes-Oxley Act of 2002, **6:172**, **7:98**

Securities laws, generally, 1:10

STATE LAWS—Cont'd

Tender and exchange offers, 11:173 to 11:175

STATE OF INCORPORATION

Blue Sky Law, 15:34

STATE REVIEW (CER-1)

Blue Sky Law, App. 15B

STATUTORY SCHEME

See also **Public Offerings of Equity by Foreign Issuer into U.S.** (this index)

Global offerings, Regulation M, 10:64

STOCK DIVIDENDS

Blue Sky Law, public offering of securities by foreign issuers, **15:43**

STOCK-EXCHANGE LINKAGES

Foreign broker-dealers, exemptions for, 13:111

SUBMISSIONS

Sarbanes-Oxley Act of 2002, **6:48** Securities Exchange Act (1934), **6:14**

SUBSIDIARIES

See also **Affiliates** (this index) Canadian MJSD, **12:95**

SUBSTANTIAL COMPLIANCE

Private placement, 5:26

SUBSTANTIAL U.S. MARKET INTEREST

Regulation S, 9:31

SUBSTANTIVE CONSIDERATION

Blue sky laws, public offering of securities by foreign issuers, **15:18 et seq.**

SUBSTANTIVE REGULATION

Broker-Dealers (this index)

SUCCESSOR ISSUERS

Canadian MJSD, 12:96

Securities Exchange Act (1934), **6:17** Termination of status following M&A

transaction, 6:29.30

Trigger for Exchange Act registration, **6:2.50**

SUMMARY PROSPECTUSES

Public offerings of equity by foreign issuer into U.S., 2:50

SUPERVISED PERSONS

Investment advisers, SEC-registered investment advisers and their supervised persons, scope of state authority over, **14:34**, **14:36**

SUPERVISION

Broker-Dealers (this index)

SUPPLEMENTARY SALES LITERATURE

Public offerings of equity by foreign issuer into U.S., 2:70

SUPPLEMENTS

Canadian MJSD, Rule 415, 12:103

SUPPORTING DOCUMENTS

Canadian MJSD, 12:130

SUSPENSION OF TRADING

Global offerings, 10:135

SWAPS

Generally, 1:21, 1:24, 1:32

SYNDICATE ACTIVITIES

See Global Offerings (this index)

TAIWAN

Accounting and financial matters, stock bonuses, **7:319**

TAKEDOWNS

Public offerings of equity by foreign issuer into U.S., 2:91

TAKEOVER STATUTES

Tender and exchange offers, 11:174

TAMPERING OF RECORDS

Sarbanes-Oxley Act of 2002, 6:182

TAXATION

Income taxes, FAS 109, 7:129 Regulation S, 9:48 Sarbanes-Oxley Act of 2002, 7:79, 7:88 Securities, 1:31

TELEPHONIC RELEASES

Sarbanes-Oxley Act of 2002, 6:99

TEMPORARY FREEZE AUTHORITY

Sarbanes-Oxley Act of 2002, 6:150

TENDER AND EXCHANGE OFFERS

Generally, 11:1 et seq.

See also Multijurisdictional Disclosure System (MJSD) (this index)

A/B debt exchange offer, emerging growth companies, **11:144**Confidential submission, **11:145**Debt securities and debt limits.

11:146

Acquisitions, foreign governments, Exon-Florio Amendment, **11:186**

Activity level identification, large traders, 11:53

Advantages in marketing and IPO procedures for research reports, emerging growth companies, 11:138

Amended Form 13H filings, **11:58**Annual filing of Form 13H with SEC, **11:57**

Antimanipulation rules

Purchases of issuer's commons stock in open market, Rule 10b-18,

11:148

Regulation M, 11:147

Rule 10b-5, 11:148

Safe harbor, 11:148

Sections 9(a)(2) and 10(b), **11:148**

Self-tenders, issuer purchases of its own equity securities, **11:197**

Application of the unbundling rule to mergers and acquisitions, proxy, 11:112

Auditing requirements, emerging growth companies, 11:135

Auditor attestation of internal controls, emerging growth companies, 11:136

Background, large trader reporting, 11:45

Beneficial ownership

Generally, 11:9, 11:10

Reports. See Beneficial ownership reports, below in this heading

Beneficial ownership reports

Generally, 11:2 et seq.

Exempt investors, Section 13(g) and Schedule 13G, 11:5

Beneficial ownership reports—Cont'd Group, 11:11

Institutional investors, qualified, Section 13(g) and Schedule 13G, 11:6

Passive investors, Section 13(g) and Schedule 13G, 11:7

Public offerings of equity by foreign issuer into U.S., 2:197

Qualified institutional investors, Section 13(g) and Schedule 13G, 11:6

Schedule 13D contents, **11:12**Schedule 13G contents, **11:13**Section 13(d) and Schedule 13D, **11:3**

Section 13(g) and Schedule 13G, 11:4 to 11:8

Section 16 reporting, below Securities Exchange Act reporting. Section 16 reporting, below

Security-based swaps, persons who purchase or sell, 11:10

Shareholder communications and Schedule 13G eligibility, **11:8**

Broker-dealers. Registered broker-dealers, below

Business combinations, including Section 3(a)(10), Securities Act registration, exemptions, 11:118

Business combinations. See International tender offers and business combinations involving foreign targets, below in this heading

Calculating 21 days before the roadshow, Section 6(e), emerging growth companies, 11:131

Calculating profit, Section 16(b) shortswing profit recovery, **11:25**

Communications

Generally, 11:122 to 11:125

Bids and bidding, disclosure requirements in third-party tender offers subject to Regulation 14D, **11:81**

Exemptions. See Registered exchange offers, below in this heading

Self-tenders, 11:194

Compliance, ensuring

Large trader reporting, 11:67, 11:72

TENDER AND EXCHANGE OFFERS —Cont'd

Compliance, ensuring—Cont'd Registered broker-dealers, 11:72

Compulsory acquisition, 11:155

Confidentiality

Institutional investment managers reporting, 11:40

Large trader reporting, Form 13H information, **11:63**

Confidential submission

Process, emerging growth companies, 11:141

Section 6(e), emerging growth companies, 11:129 to 11:132

Confidential treatment of the preliminary merger proxy statement is available in limited circumstances, 11:114

Consequences, Securities Act registration, **11:92**

Consequences for failure to timely file under Section 16(a), 11:23

Consequences of failure to timely file Form 13H, **11:64**

Constitutional issues, larger trader filing 13H with SEC, **11:63**

Contents of filing

Beneficial ownership reporting under Section 16(a), 11:21

Form 13H, larger trader filing with SEC, **11:62**

Control, parent company level registration of large traders, 11:52

Corporate law, state laws

Generally, **11:175**

Poison pills, **11:176**

Deferred compliance with new accounting rules, emerging growth companies, 11:134

Definitions

Hart-Scott-Rodino Antitrust Improvements Act of 1976 (Hart-Scott Act), 11:179

Tender offers, 11:77

Derivative and nonderivative securities, Section 16(a) reporting, **11:20**

Disclosures

Generally, **11:108 to 11:111 Bids and Bidding** (this index)

Disclosures—Cont'd

Delinquent Section 16(a) filings, 11:23

Internet. See International tender offers and business combinations involving foreign targets, below in this heading

Large traders, self-identification to registered broker-dealers, **11:66**

Preliminary merger negotiations, communications, 11:125

Self-tenders, 11:193

Target disclosure requirements in third-party tender offers subject to Regulation 14D, below

Discretion, exercise by large trader, 11:49

Dissemination

Generally, 11:115

Delivery of a single proxy statement to two or more securityholders sharing the same address (8220householding8221), **11:116**

Self-tenders, 11:193

Emerging growth companies, 11:126 to 11:46

Equity security and class, Section 16 reporting, **11:18**

Exemptions

Accommodations from US requirements, **11:163**, **11:164**

Auditing requirements, emerging growth companies, 11:135

Communications exemptions. See Registered exchange offers, below in this heading

Exon-Florio Amendment, transactions, **11:187**

Foreign targets. See International tender offers and business combinations involving foreign targets, below in this heading

Hart-Scott-Rodino Antitrust Improvements Act of 1976 (Hart-Scott Act), acquisitions, 11:181

Internet, SEC interpretive guidance, cross-border tender offers and business combinations, **11:168**

TENDER AND EXCHANGE OFFERS —Cont'd

Exemptions—Cont'd

Investors, Section 13(g) and Schedule 13G, 11:5

Section 4(a)(2), Regulation D, Regulation S, **11:93**

Section 16(c) prohibition, beneficial ownership reporting, **11:30**

Section 16(a) reporting, beneficial ownership, **11:22**

Section 16(b) short-swing profit recovery, beneficial ownership reporting, 11:26

Securities Act registration, business combinations, including Section 3(a)(10), 11:118

Self-tenders, 11:196

Tender and exchange offers, 11:30

Tier I and Tier II, foreign targets. See International tender offers and business combinations involving foreign targets, below in this heading

Exemptive authority, large trader reporting, 11:75

Exercise of investment discretion by large trader, **11:49**

Exon-Florio Amendment, 11:185 to 11:187

Failure to timely file

Form 13F, 11:42

Form 13H, large trader reporting, 11:64

Section 16(a), 11:23

Fair market value of Section 13(f) securities, institutional investment manager reporting, 11:37

Federal statutes, generally, 11:177 to 11:187

Filing

Generally, 11:113

Section 6(e), emerging growth companies, 11:130

Self-tenders, **11:193**

Filing requirements, 11:177 to 11:187

Institutional investment managers, 11:38

Filing threshhold for institutional investment managers, calculation fair

market value of Section 13(f) securities, 11:37

Financial statements, emerging growth companies, 11:142

Flowback in international exchange offers, foreign targets

Generally, 11:152

Resales, below

Foreign entities, application of large trader reporting requirements, 11:73

Foreign targets. See International tender offers and business combinations involving foreign targets, below in this heading

Form F-4. See Registered exchange offers, below in this heading

Form 13F amendment, institutional investment managers reporting, 11:41

Form 13H, filing with SEC

Amended filings, 11:58

Annual filing, 11:57

Confidentiality of Form 13H information, **11:63**

Consequences of failure to timely file Form 13H, **11:64**

Constitutional issues, 11:63

Contents of Form 13H, 11:62

Failure to timely file Form 13H, 11:64

Identification of filer, 11:56

Inactive status, 11:59

Initial filing, 11:56

Large trader reporting, generally, 11:55 to 11:64

Reactivated status, 11:60

Submission of initial filing, 11:56

Termination filings, 11:61

Time for submission of initial filing, 11:56

Forms 3, 4, and 5, Section 16(a) beneficial ownership reporting, **11:19**

Forward acquisition, reverse merger, lose status, emerging growth companies, 11:143

Group, beneficial ownership reports, **11:11**

TENDER AND EXCHANGE OFFERS —Cont'd

Gun jumping, Hart-Scott-Rodino Antitrust Improvements Act of 1976 (Hart-Scott Act), **11:182**

Hart-Scott-Rodino Antitrust Improvements Act of 1976 (Hart-Scott Act), 11:178 to 11:184

Householding, dissemination, delivery of a single proxy statement to two or more securityholders sharing the same address, 11:116

Identification, Form 13H filer, 11:56
Identification as large trader, 11:48 to
11:52

Identifying activity level of large traders, 11:53

Inactive status, large trader Form 13H requirements, 11:59

Information about the acquiror and the target, disclosure, **11:109**

Information to be reported by institutional investment managers, 11:39

Initial determination, compliance with large trader requirements, **11:67**

Initial filing of Form 13H with SEC, 11:56

Institutional investment manager reporting

Generally, 11:34 to 11:43

Rule 13f-1 and Form 13F, below

Rule 13f-1 and Form 13F reporting, below

Section 13(f), generally, **11:34**

Section 13(f) reporting, persons subject to, **11:36**

Institutional investors, qualified institutional investors, Section 13(g) and Schedule 13G, **11:6**

International tender offers and business combinations involving foreign targets

Generally, 11:150 et seq.

Compulsory acquisition, 11:155

Exclusion of U.S. shareholders

Avoiding U.S. jurisdictional means, 11:151

SEC guidance, avoiding U.S. tender offer and registration rules, 11:170

International tender offers and business combinations involving foreign targets—Cont'd

Exemptions to facilitate U.S. participation, generally, **11:156 to 11:161**

Flowback in international exchange offers, foreign targets, above

Internet. **Interpretive Guidance** (this index)

Jurisdictional means, exclusion of U.S. shareholders by avoiding, 11:151

Other SEC accommodations to facilitate U.S. participation. **Accommodations** (this index)

Resales, below

Rule 802, exchange offer (and business combination) exemption, 11:161

Rule 14e-5 and Regulation M, **11:160** Tender offer exemptions, generally, **11:157** to **11:160**

Tier I exemption

Generally, 11:158

Rule 14d-1(c), 11:158

Tier II exemption

Generally, 11:159

Rule 14d-1(d), 11:159

Internet. **Interpretive Guidance** (this index)

Interpretive Guidance (this index)

IPO registration statement, Section 6(e), emerging growth companies, 11:129

JOBS Act, opt-in right, emerging growth companies, 11:139

Jurisdiction, exclusion of U.S. shareholders by avoiding U.S. jurisdictional means, international tender offers and business combinations involving foreign targets, 11:151

Jurisdictional tests, Hart-Scott-Rodino Antitrust Improvements Act of 1976 (Hart-Scott Act), **11:180**

Large trader reporting

Additional information, request for, 11:65

TENDER AND EXCHANGE OFFERS —Cont'd

Large trader reporting—Cont'd Background, **11:45**

Compliance, steps to ensure, 11:67

Exemptive authority, **11:75**

Factors considered by SEC under Section 13(h), **11:74**

Filing Form 13H with SEC, **11:55 to 11:64**

Foreign entities, application of requirements, **11:73**

Form 13H, filing with SEC, **11:55 to 11:64**

Initial determination, ensuring compliance, 11:67

Monitoring, ensuring compliance, 11:67

Purposes, 11:45

Registered broker-dealers, 11:68 to 11:72

Related matters, 11:73 to 11:75

Requests for additional information, 11:65

Requirements, 11:46 to 11:75

Section 13(h) and Rule 13h-1, generally, **11:44**

Self-identification to registered broker-dealers, **11:66**

Status as large trader, filing requirements, 11:47 to 11:54

Subsequent monitoring, ensuring compliance, **11:67**

Training, ensuring compliance, **11:67** Written procedures, ensuring compli-

ance, 11:67
Lock-up agreements, 11:121

LTID suffixes, use by large traders, 11:51

Margin regulations, 11:172

Minority-owned entities, large trader filing requirements, 11:52

Monitoring

Large traders, ensuring compliance with requirements, 11:67

Registered broker-dealers, 11:71

Multijurisdictional Disclosure System (MJSD) (this index)

Non-GAAP financial measures in disclosure for business combina-

tions: Exemptions from Regulation G and Item 10(e) of Regulation S-K, communications, 11:124

Notification and report form, Hart-Scott-Rodino Antitrust Improvements Act of 1976 (Hart-Scott Act), 11:182

Office of Inspector General, review of SEC's Section 13(f) institutional investment manager reporting requirements, 11:43

Officers and directors, Section 16 reporting, beneficial ownership, **11:16**

Opt-in right, emerging growth companies, 11:139

Overview and consequences, Securities Act registration, 11:92

Parent company level registration, large trader filing requirements, 11:50 to 11:52

Passive investors, Section 13(g) and Schedule 13G, 11:7

Penalties, Hart-Scott-Rodino Antitrust Improvements Act of 1976 (Hart-Scott Act), **11:183**

Plain English requirement, disclosure, 11:110

Poison pills, state corporate law, **11:175** Preliminary merger negotiations, communications, disclosure, **11:125**

Preliminary merger proxy statement, confidential treatment, 11:114

Proxies

Application of the unbundling rule to mergers and acquisitions, 11:112

Solicitation rules, Regulation 14A, 11:107

Solicitation safe harbor, Rule 14a-12, communications, **11:123**

Statement/prospectus combination, updated, **11:120**

Public filing, Section 6(e), emerging growth companies, 11:132

Purposes of large trader reporting, 11:45 Qualifications, emerging growth companies, 11:127

Qualified institutional investors, Section 13(g) and Schedule 13G, **11:6**

Reactivated status, large trader Form 13H requirements, **11:60**

TENDER AND EXCHANGE OFFERS —Cont'd

Reduced executive compensation disclosure, emerging growth companies, 11:137

Reduced financial disclosure requirements in IPO registration statements, emerging growth companies, 11:133

Registered broker-dealers

Compliance, ensuring, large traders, 11:72

Large trader reporting, generally, 11:66, 11:68 to 11:72

Monitoring requirements, large traders, 11:71

Recordkeeping requirements, large traders, 11:69

Reporting requirements, large traders, 11:70

Self-identification as large trader, **11:66**

Registered equity securities, third party tender offers, **11:90**

Registered exchange offers

Generally, 11:94 et seq.

Early commencement, Rule 162, 11:96

Form F-4, generally, **11:98 to 11:100** Securities Act communications exemptions, Rules 165, 166, 135,

145, and 425, **11:95** Securities Act registration

Generally, 11:92 to 11:100

Foreign issuers, draft registration statement, confidential SEC review before public filing, 11:103

Form F-4, generally, **11:98 to 11:100**

Information not required in prospectus but required in Part II of registration statement, 11:100

Process. 11:102

Prospectus contents, 11:99

Requesting continued confidential treatment of specified information in the registration statement and related correspondence, 11:105

Registered exchange offers—Cont'd Securities Act registration—Cont'd Signatures, 11:101

> Submitting a draft registration statement may trigger the filing requirements of FINRA8217s Corporate Financing Rule, 11:104

Registration

Larger traders, 11:50 to 11:54

Large traders, 11:53

Registered exchange offers, above

Registration process and related matters, below

Voluntary registration of large traders, 11:54

Registration process and related matters Generally, 11:119 to 11:121

Lock-up agreements, 11:121

Proxy statement/prospectus combination, updated, 11:120

Regulation 14A, proxy solicitation rules, 11:107

Regulation D

Bids and Bidding (this index)

Target disclosure requirements. See Target disclosure requirements in third-party tender offers, below in this heading

Regulation M

Antimanipulation rules, 11:147

International tender offers and business combinations involving foreign targets, 11:160

Regulation S, exemptions, 11:93

Reports. See Beneficial ownership reports, above in this heading

Resales

Affiliates of target, 11:154

Cross-border exemptions, 11:153, 11:154

Restricted securities, exchange offer or business combination, 11:149

Securityholders target, 11:153

Research reports, emerging growth companies, advantages in marketing and IPO procedures, 11:138

TENDER AND EXCHANGE OFFERS -Cont'd

Reverse merger, forward acquisition, lose status, emerging growth companies, 11:143

Roadshow, Section 6(e), emerging growth companies, 11:131

Rule 135, registered exchange offers and Securities Act communications exemptions, 11:95

Rule 145, registered exchange offers and Securities Act communications exemptions, 11:95

Rule 162, registered exchange offers, 11:96

Rule 165, registered exchange offers and Securities Act communications exemptions, 11:95

Rule 166, registered exchange offers and Securities Act communications exemptions, 11:95

Rule 425, registered exchange offers and Securities Act communications exemptions, 11:95

Rule 802, international tender offers and business combinations involving foreign targets—exchange offer (and business combination) exemption, 11:161

Rule 13e-3, 11:191

Rule 13e-4, 11:192

Rule 14e-5, international tender offers and business combinations involving foreign targets, 11:160

Rule 13f-1 and Form 13F

Confidential treatment, 11:40

Contents of report, 11:39

Failure to file Form 13F, 11:42

Fair market value of Section 13(f) securities, filing threshhold calculations, 11:37

Filing requirement, 11:38

Filing threshhold, calculation fair market value of Section 13(f) securities, 11:37

Form 13F amendment, 11:41

Information to be reported, 11:39

Institutional investment manager reporting, generally, 11:35

Office of Inspector General, review of SEC's Section 13(f) reporting

Rule 13f-1 and Form 13F—Cont'd requirements, **11:43**

Persons subject to Section 13(f), 11:36

Section 13(f), persons subject to, 11:36

Untimely filing of Form 13F, 11:42

Schedule 13D contents, 11:12

Schedule 13G contents, 11:13

Section 4(a)(2), exemptions, 11:93

Section 5(d), test the waters marketing, emerging growth companies, 11:128

Section 6(e), emerging growth companies, 11:129 to 11:132

Section 13(f). Institutional investment manager reporting, above

Section 13(h), factors considered by SEC, large trader reporting, **11:74**

Section 13(h) and Rule 13h-1. Large trader reporting, above

Section 13(d) and Schedule 13D, 11:3

Section 13(g) and Schedule 13G, **11:4 to 11:8**

Section 13reporting, beneficial ownership

Exempt investors, Section 13(g) and Schedule 13G, 11:5

Institutional, qualified institutional investors, Section 13(g) and Schedule 13G, 11:6

Passive investors, Section 13(g) and Schedule 13G, 11:7

Qualified institutional investors, Section 13(g) and Schedule 13G, 11:6

Section 13(d) and Schedule 13D, **11:3** Section 13(g) and Schedule 13G, **11:4 to 11:8**

Section 16reporting, beneficial ownership

Generally, 11:14 to 11:33

Acquisitions, Section 16(b) shortswing profit recovery, **11:28**

Beneficial ownership, 11:14 to 11:33

Calculating profit, Section 16(b) short-swing profit recovery, 11:25

TENDER AND EXCHANGE OFFERS —Cont'd

Section 16reporting, beneficial ownership—Cont'd

Consequences for failure to timely file under Section 16(a), 11:23

Contents of filings, reporting under Section 16(a), 11:21

Derivative and nonderivative securities, 11:20

Disclosure of delinquent Section 16(a) filings, 11:23

Equity security and class, 11:18

Exempt transactions

Section 16(a), 11:22

Section 16(c) prohibition on short selling, **11:30**

Section 16(b) short-swing profit recovery, **11:26**

Failure to timely file under Section 16(a), 11:23

Issuer's disclosure of delinquent Section 16(a) filings, **11:23**

Mergers and acquisitions, Section 16(b) short-swing profit recovery, 11:28

Officers and directors, 11:16

Persons subject to Section 16, 11:15 to 11:18

Sanctions for failing to timely file under Section 16(a), 11:23

Section 16(e) arbitrage transactions, 11:33

Section 16(d) market making, **11:32** Section 16(c) prohibition on short selling, **11:30**

Section 16(c) prohibition on short selling, below

Section 16(a) requirements, **11:19 to 11:23**

Section 16(b) short-swing profit recovery, **11:24 to 11:28**

Security-based swaps, application of Section 16 beneficial ownership regulatory provisions, **11:31**

10 percent holders and beneficial ownership for other purposes, 11:17

Time to file under Section 16(a), 11:21

TENDER AND EXCHANGE OFFERS —Cont'd Section 16reporting, beneficial ownership—Cont'd Transfers among affiliates, Section 16(b) short-swing profit recovery, 11:27 Section 16(a) reporting Beneficial ownership reporting requirements, 11:19 to 11:23 Contents of filing, 11:21 Derivative and nonderivative securities, 11:20 Disclosure of delinquent filings, 11:23 Exempt transactions, 11:22 Forms 3, 4, and 5, generally, **11:19** Nonderivative securities, 11:20 Sanctions for failing to timely file, 11:23 **Sarbanes-Oxley Act** (this index) Time to file, 11:21 Section 16(b) short-swing profit recovery Generally, 11:24 to 11:28 Calculating profit, 11:25 Exemption transactions, 11:26 Mergers and acquisitions, 11:28 Transfers among affiliates, 11:27 Section 16(c) prohibition on short selling Generally, 11:29 Exempt transactions, 11:30 Section 16(d) market making, 11:32 Section 16(e) arbitrage transactions, 11:33 Securities Act registration Exemptions, business combinations, including Section 3(a)(10), 11:118 Registered exchange offers, 11:92 to 11:100 Securities and Exchange Commission (SEC) Filing Form 13H with SEC, 11:55 to 11:64 Section 13(h), factors considered by SEC, 11:74 Security-based swaps Application of Section 16 beneficial

ownership regulatory provisions,

11:31

TENDER AND EXCHANGE OFFERS -Cont'd Security-based swaps—Cont'd Beneficial ownership by persons who purchase or sell, 11:10 Self-identification to registered brokerdealers, large trader reporting, 11:66 **Self-Tenders** (this index) Shareholder communications and Schedule 13G eligibility, 11:8 Signatures, registered exchange offers, Securities Act registration, 11:101 State laws, 11:173 to 11:176 Status as large trader, filing requirements Generally, **11:47** Activity level identification, 11:53 Control, parent company level registration, 11:52 Discretion, exercise by large trader, 11:49 Exercise of investment discretion. 11:49 Identification as large trader, 11:48 to 11:52 Identifying activity level, 11:53 LTID suffixes, use of, 11:51 Minority-owned entities, 11:52 Parent company level registration, 11:50 to 11:52 Registration at parent company level, 11:50 to 11:52 Use of LTID suffixes, 11:51 Voluntary registration, 11:54 Submission of initial filing of Form 13H to SEC, 11:56 Subsequent monitoring to ensure compliance with large trader requirements, 11:67 Substantive and other requirements Generally, 11:89 to 11:91 All securities, third party tender offers, 11:91 Registered equity securities, 11:90 Third party tender offers, 11:90, 11:91 Takeover statutes, 11:174 Target disclosure requirements in thirdparty tender offers subject to

Regulation 14D

Generally, 11:84 et seq.

Target disclosure requirements in thirdparty tender offers subject to Regulation 14D—Cont'd Regulatory scheme, 11:85 to 11:88 Rule 14d-9, 11:87 Rule 13e-1, 11:88 Schedule 14d-9, 11:87

Tender offers, generally, **11:76 et seq.** Termination filings, large trader, **11:61** Test the waters

Communications with QIBs and institutional accredited investors, emerging growth companies, 11:140

Marketing, emerging growth companies, 11:128

Third parties

All securities, 11:91

Bids and Bidding (this index)

Registered equity securities, 11:90
Target disclosure requirements. See
Target disclosure requirements
subject to Regulation 14D, above

Tier I exemption. See International tender offers and business combinations involving foreign targets, above

Tier II exemption. See International tender offers and business combinations involving foreign targets, above

Time, Hart-Scott-Rodino Antitrust Improvements Act of 1976 (Hart-Scott Act), 11:184

Time to file

Form 13F, **11:42**Initial filing of Form

Initial filing of Form 13H, **11:56**Section 16(a), beneficial ownership reporting, **11:21**

Training, ensuring compliance with large trader requirements, 11:67 Transactions, disclosure, 11:111

Types of business combinations and the U.S. regulatory scheme, **11:106**

Untimely filing of Form 13F by institutional investment managers, 11:42

Using the confidential submission process in Section 6(e) to submit a

TENDER AND EXCHANGE OFFERS

—Cont'd

draft registration statement for an A/B debt exchange offer on Form F-4 (or S-4), 11:145

Vendor placements, 11:171

Voluntary registration of large traders, 11:54

Waiting periods, Hart-Scott-Rodino Antitrust Improvements Act of 1976 (Hart-Scott Act), 11:182

Whether debt securities issued in an A/B debt exchange offer count towards the § 1 billion debt limit for determining whether an issuer has lost its EGC status under Section 2(a)(19)(C), 11:146

Written procedures, ensuring compliance with large trader requirements, 11:67

10 PERCENT HOLDERS

Beneficial ownership reporting, 11:17

TERMINATION FILINGS

Large trader Form 13H requirements, **11:61**

THIRD PARTIES

Private placement, Rule 144A, **5:48** Sarbanes-Oxley Act, **6:77** Tender offers

Generally. See **Tender and Exchange**Offers (this index)

Bids and Bidding (this index)

THIRD-PARTY QUOTATION SYSTEMS

Foreign broker-dealers, exemptions for, 13:110

THIRD-PARTY SERVICE PROVIDERS

Sarbanes-Oxley Act, 6:78

THIRD-PARTY TENDER OFFERS

Multijurisdictional Disclosure System (MJSD), **12:51**

TIME OR DATE

Blue sky laws, **15:32**, **15:40**, **15:45** Global offerings, Regulation M, Rule 102, Rule 10b-18, safe harbor for issuer stock repurchases, conditions

TIME OR DATE—Cont'd

to be met, 10:134, 10:135

New York Stock Exchange, timetable for original listing of equity on, **App. 3A**

Sarbanes-Oxley Act (this index)
Tender and Exchange Offers (this index)

TOMBSTONE ADVERTISEMENTS

Public offerings of equity by foreign issuer into U.S., 2:48

TOUCHE

Private placement, Rule 144A, 5:53

TRADES

American Depositary Receipts, 8:10, 8:11 to 8:13

Exchange Act registration, 6:3

TRADING BY MEMBERS OF EXCHANGES

Broker-Dealers (this index)

TRADING FACILITY

Public offerings of equity by foreign issuer into U.S., 2:99

TRAINING

Auditing, **7:37** Sarbanes-Oxley Act of 2002, **3:76**

TRANSFER OF LISTING

Notice of failure to meet standards, 3:201

TRANSITION PERIOD

Sarbanes-Oxley Act of 2002, **7:50**

TRANSITION RULES

Sarbanes-Oxley Act of 2002, 3:163

TRIGGERING OBLIGATION

Sarbanes-Oxley Act of 2002, **6:156** Securities Exchange Act (1934), **6:2.50**, **6:20**

TRUSTEES

Trust Indenture Act, 4:40, 4:41

TRUST INDENTURE ACT

Generally, **1:6**, **4:34 et seq.** Applicability, **4:35** Canadian MJSD, **12:121** Conflict of interest, **4:43**

TRUST INDENTURE ACT—Cont'd

Content of indenture, **4:39**

Debtholder rights, 4:46

Default, duties upon, 4:45

Disclosure, 4:38

Exemptions, 4:36

Foreign issuers, 4:47

Foreign trustees, **4:41**

Issuers, **4:47**

Multijurisdictional Disclosure System (MJSD), **12:33**

Qualifications, generally, 4:37 et seq.

Registration, 4:38

Regulation S, 9:44

Reports, 4:44

Shelf offerings, 4:42

Sovereigns, 4:20

Trustees, 4:40, 4:41

TRUST INDENTURE ACT OF 1939

See **Trust Indenture Act** (this index)

UNDERTAKINGS

Multijurisdictional Disclosure System (MJSD), **12:18**, **12:19**

UNDERWRITERS AND UNDERWRITING

See also **Public Offerings of Equity by Foreign Issuer into U.S.** (this index)

Blue Sky Law, public offering of securities by foreign issuers, **15:25**

Global offerings

Generally, 10:3 to 10:13, 10:59

Choice of law, 10:11

Contribution for liabilities, 10:9

Force majeure clause, 10:8

Foreign issuers

Equity offerings, underwriting arrangements, U.S. public offering, generally, **10:3**, **10:4**

Margin securities, installment payment arrangements, **10:12**

Indemnification, 10:10

Installment payment arrangements, 10:12

Joint and several underwriting, 10:7 Margin securities, installment payment arrangements, 10:12

Payment arrangements, 10:12

UNDERWRITERS AND UNDERWRITING—Cont'd

Global offerings—Cont'd Regulation M, Rule 101, **10:71**, **10:72** Success fees, **10:13**

U.S. issuers, equity offerings, underwriting arrangements, U.S. public offering, generally, **10:5**, **10:6**

Multijurisdictional Disclosure System (MJSD), **12:75 to 12:80** Sarbanes-Oxley Act of 2002, **6:155**

UNIFORM SECURITIES ACT

Blue Sky Laws (this index)

UNITED KINGDOM

Accounting and financial matters, **7:308**, **7:309**

Item 18 disclosures, 7:309

UNIT INVESTMENT TRUST

Global offerings, Regulation M, Rule 101, **10:92**

UNIT SECURITIES

Regulation S, 9:18

UNSOLICITED PURCHASES

Global offerings, Regulation M, Rule 102, **10:122**

UNSOLICITED TRANSACTIONS

Global offerings, Regulation M, Rule 101. **10:96**

UP-THE-LADDER

Sarbanes-Oxley Act of 2002, 6:160

U.S. GAAS AUDIT REQUIREMENTS Accounting and Financial Matters (this index)

U.S. MARKETS

Generally, **3:2 to 3:4** Regulation S, **9:31**

U.S. PERSONS

See also **Regulation S** (this index)

U.S. PUBLIC OFFERING

See **Global Offerings** (this index)

U.S. REGISTERED OFFERING

Exchange Act registration, 6:18

UTILITIES

Public Utility Holding Company Act of 1935 (PUHCA), generally, **1:5**

VALUE AND VALUATION

Derivatives, fair values and FAS 133, 7:280

Sarbanes-Oxley Act of 2002, **7:74**Trading activities that include non-exchange traded contracts accounted for at fair value, **7:238**

VARIATION

Canadian MJSD, 12:133

VENDOR PLACEMENTS

Tender and exchange offers, 11:171

VOLUNTARILY CLAIMING EXEMPTION

Exchange Act, **6:16**

VOLUNTARY REGISTRATION

Large trader filing requirements, 11:54

VOTING

Blue Sky Law, public offering of securities by foreign issuers, **15:24**Sarbanes-Oxley Act, **3:179**, **3:182**

WAITING PERIOD

Public Offerings of Equity by Foreign Issuer into U.S. (this index)

Tender and exchange offers, Hart-Scott-Rodino Antitrust Improvements Act of 1976 (Hart-Scott Act), 11:182

WAIVERS

Sarbanes-Oxley Act of 2002, **3:135 to 3:137, 3:139, 3:142, 3:186 to 3:188**

WALK-THROUGHS

Sarbanes-Oxley Act, internal control over financial reporting, **6:73**

WARRANTS

Blue Sky Law, **15:22**, **15:25** Commodity-linked warrants, **4:48** Regulation S, **9:17**

WEBCAST RELEASES

Sarbanes-Oxley Act of 2002, 6:99

WEB SITES

Broker-dealers, Internet referrals and web links, **13:13**Public offerings of equity by foreign

issuer into U.S., 2:103 to 2:105 Sarbanes-Oxley Act of 2002, 6:115

WELL-KNOWN SEASONED ISSUERS (WKSIs)

Automatic shelf registration

Generally, 2:143

Base prospectus, omitted information, 2:145

Duration of registration statement, 2:149

Effectiveness, 2:148

Eligibility, 2:144

Fees, pay-as-you-go, 2:147

Immediate effectiveness, 2:148

Information omitted from base prospectus, **2:145**

Pay-as-you-go registration fees, 2:147

Registration fees, 2:147

Registration of securities, 2:146

Registration statement, 2:149

Classification of issuers, 2:16 to 2:19

Determination date for WKSI status, **2:19**

Ineligible issuers, 2:17

Majority-owned subsidiaries, 2:18

Pre-filing period, **2:43**

Qualification requirements, generally, 2:16

Registration, 2:143 to 2:149

Written offers by WKSIs within 30 days prior to filing, **2:43**

WHISTLEBLOWER

Dodd-Frank Act, SEC whistleblower rules, **6:166.10**

Sarbanes-Oxley Act of 2002, **6:166**, **6:178**

WIRE FRAUD

Sarbanes-Oxley Act of 2002, 6:185

WITHDRAWAL

American Depositary Receipts, **8:13** Broker-dealers, **13:146**, **13:147**

Investment advisers, 14:41

Sarbanes-Oxley Act, 7:16

WITNESSES

Sarbanes-Oxley Act (this index)

WORLD TRADE ORGANIZATION

Foreign broker-dealers, financial services agreement, exemptions, 13:116

WRITTEN AFFIRMATIONS

Sarbanes-Oxley Act, 3:193

WRITTEN COMMUNICATIONS

Sarbanes-Oxley Act of 2002, 7:59

WRITTEN INTERPRETATIONS

Listing requirements, 3:30

XBRL FINANCIAL REPORTING

Public Offerings of Equity by Foreign Issuer into U.S. (this index)

XBRL FORMAT

Form SD reporting, 6:23.50