



Ohio Revised Code

Section 1707.052 Offerings-disclosure to purchasers.

Effective: March 31, 2021

Legislation: House Bill 312 - 133rd General Assembly

The disclosure document provided to each prospective purchaser through an OhioInvests portal shall contain all of the following:

(A) The following information regarding the OhioInvests issuer:

- (1) The type of entity it is;
- (2) The address and telephone number of its principal office;
- (3) Its formation history for the previous five years;
- (4) The identity of all persons owning more than ten per cent of any class of equity interest in the issuer;
- (5) The identity of its members, executive management, and any other persons occupying a similar status or performing similar functions in the name of and on behalf of the issuer, including their titles and their relevant experience;
- (6) The material facts of its business plan and capital structure;
- (7) Any material risks to the issuer and its business plan;
- (8) Its intended use of the offering proceeds, including any amounts to be paid, as compensation or otherwise, to an owner, member, person in executive management, or other person occupying a similar status or performing similar functions on behalf of the issuer.

(B) The following information regarding the securities being offered:



- (1) The terms and conditions of the securities and a description of any outstanding securities of the issuer;
 - (2) The minimum and maximum amount of securities being offered;
 - (3) Either of the following:
 - (a) The percentage economic ownership of the issuer represented by the offered securities, assuming the minimum and, if applicable, maximum number of securities being offered is sold;
 - (b) The valuation of the issuer implied by the price of the offered securities.
 - (4) The price per share, unit, or interest of the securities;
 - (5) Any restrictions on transfer of the securities;
 - (6) A statement that any future issuance of securities might dilute the value of the securities being offered;
 - (7) The date on which the offering will expire.
- (C) The identity of and consideration payable to a person who has been or will be retained by the issuer to assist the issuer in conducting the offering and sale of the securities, including a portal operator. This requirement does not apply to persons acting primarily as accountants or attorneys and employees whose primary job responsibilities involve operating the business of the issuer rather than assisting the issuer in raising capital.
- (D) A description of any pending material litigation, legal proceedings, or regulatory action involving the issuer or any members, persons in executive management, or other persons occupying a similar status or performing similar functions in the name of and on behalf of the issuer;
- (E) A copy of the escrow agreement between the escrow agent, the issuer, and, if applicable, the portal operator;



(F) A statement that the securities have not been registered under federal or state securities law and that the securities are subject to limitations on resale;

(G) A statement, printed in boldface type of the minimum size of ten points, as follows: "IN MAKING AN INVESTMENT DECISION, PURCHASERS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR DIVISION OR OTHER REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED BY 17 C.F.R. 230.147A(e) AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. PURCHASERS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME."

(H) All material information necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading and such other information as the division may require.