



Ohio Administrative Code

Rule 1301:6-3-09.1 Registration by coordination.

Effective: September 30, 2021

(A) A registration statement filed pursuant to section 1707.091 of the Revised Code shall include the following documents in addition to the information specified in divisions (B)(1) and (B)(4) of section 1707.091 of the Revised Code, and the consent to service of process required by section 1707.11 of the Revised Code, unless the division permits otherwise:

(1) A copy of the articles of incorporation and code of regulations or bylaws, or their substantial equivalent currently in effect;

(2) A copy of any agreements with or among underwriters;

(3) A copy of any indenture or other instrument governing the issuance of the security to be registered;

(4) A specimen or copy of the security; and

(5) Any other information or copies of any other documents filed with the securities and exchange commission.

The application may be made on division forms or on forms U-1, U-2, and U-2(A).

(B) The division may issue a stop order denying the effectiveness of the registration statement or suspending its effectiveness, provided the division promptly notifies the issuer or its representative by electronic mail or telephone, and promptly confirms, when it notifies by telephone, by letter or electronic mail, if the division finds that the business of the issuer is fraudulently conducted, that the proposed offer or disposal of securities is on grossly unfair terms, or that the plan of issuance and sale of securities would defraud or deceive, or tend to defraud or deceive purchasers. The stop order shall set forth the reasons for such order. When the issuer has complied with the requirements of the division, the division shall promptly notify the issuer or its representative by electronic mail or



telephone, and promptly confirm, when it notifies by telephone, by letter or electronic mail that the stop order has been terminated. The stop order shall then be void as of the time of entry.

(C) The division may permit, pursuant to divisions (C)(2) and (C)(3) of section 1707.091 of the Revised Code, a reduction of the time period prior to effectiveness during which a registration statement, a statement of the maximum and minimum proposed offering prices, and the maximum underwriting discount and commissions are required to be on file with the division.

(D) If the issuer or its representative, pursuant to division (D) of section 1707.091 of the Revised Code, notifies the division of securities by telephone of the date and time when the federal registration statement became effective or when the offering may otherwise be commenced in accordance with the rules, regulations or orders of the securities and exchange commission, and of the contents of the price amendments, if any, it shall promptly, and in any event not later than the first business day after the day on which the telephone notification was made, confirm the information conveyed in such telephone notification by letter or electronic mail.

(E) The provisions of rule 1301:6-3-09 of the Administrative Code shall apply to registrations by coordination pursuant to section 1707.091 of the Revised Code.