



Ohio Revised Code

Section 1707.04 Issuance of securities in reorganizations.

Effective: October 3, 2023

Legislation: House Bill 33

(A) The division of securities may consider and conduct hearings upon any plan of reorganization, recapitalization, or refinancing of a corporation organized under the laws of this state, or having its principal place of business within this state, when such plan is proposed by such corporation or by any of its shareholders or creditors and contains a proposal to issue securities in exchange for one or more bona fide outstanding securities, claims, or property interests, or partly in such exchange or partly for cash. The division may also approve the terms of such issuance and exchange and the fairness of such terms, after a hearing upon such fairness at which all persons to whom it is proposed to issue securities in such exchange have the right to appear, if application for such a hearing is made by such corporation, by the holders of a majority in amount of its debts, or by the holders of a majority in amount of any outstanding class of securities issued by it. Notice in person or by electronic or regular mail of the time and place of such hearing shall be given to all persons to whom it is proposed to issue such securities, and evidence satisfactory to the division that such notice has been given shall be filed with the division. Securities issued in accordance with a plan so approved by the division are exempt from sections 1707.01 to 1707.50 of the Revised Code, relating to registration or qualification of securities or the registration of transactions therein.

(B) "Reorganization," "recapitalization," and "refinancing," as used in this section, include the following:

- (1) A readjustment by modification of the terms of securities by agreement;
- (2) A readjustment by the exchange of securities by the issuer for others of its securities;
- (3) The exchange of securities by the issuer for securities of another issuer;
- (4) The acquisition of assets of a person, directly or indirectly, partly or wholly in consideration for securities distributed or to be distributed as part of the same transaction, directly or indirectly, to holders of securities issued by such person or secured by assets of such person;



(5) A merger or consolidation.

(C) Upon filing an application with the division under this section, the applicant shall pay to the division a filing fee of one hundred dollars and shall deposit with the division such sum, not in excess of one thousand dollars, as the division requires for the purpose of defraying the costs of the hearing provided for in this section and of any investigation which the division may make in connection herewith.