



# SEC FORMS AND EXHIBITS REFERENCE GUIDE

2016

## SEC FORMS INCLUDES MAJOR STATUTORY SECURITIES ACTS '33 ACT REGISTRATIONS

<b>12G3-2B</b>	Exemptions for American Depository Receipts and Certain Foreign Securities.
<b>144</b>	This form must be filed as notice of the proposed sale of restricted securities or securities held by an affiliate of the issuer in reliance on Rule 144 when the amount to be sold during any three-month period exceeds 500 shares or units or has an aggregate sales price in excess of \$10,000.
<b>424A</b>	Preliminary prospectus filed pursuant to Rule 424(a).
<b>424B1</b>	Pricing supplement filed pursuant to Rule 424(b)(1).
<b>424B2</b>	Transaction-specific information for a delayed shelf filed pursuant to Rule 424(b)(2).
<b>424B3</b>	Final prospectus filed pursuant to Rule 424(b)(3).
<b>424B8</b>	Allows all issuers to indicate that a prospectus supplement is being filed late.
<b>F-1, F-3, F-4</b>	Foreign registration, similar to S-1, S-3, S-4.
<b>F-3ASR</b>	Eligible well-known seasoned foreign private issuers can register unspecified amounts of different specified types of securities. These are immediately effective upon filing.
<b>F-6</b>	This form is used to register depository shares represented by American Depository Receipts ("ADRs") issued by a Depository against the deposit of the securities of a foreign issuer.
<b>F-7 TO F-10</b>	Registrations filed by Canadian multi-jurisdictional filers.
<b>F-80</b>	This form may be used by eligible large publicly traded Canadian foreign private issuers to register securities offered in business combinations and exchange offers. Form F-80 acts as a wraparound for the relevant Canadian offering or disclosure documents. The securities must be offered to U.S. holders on terms no less favorable than those extended to other holders.
<b>FWP</b>	Allows an issuer to file a Free Writing Prospectus.
<b>POS AM</b>	Post-effective amendments.
<b>POSASR</b>	Allows eligible well-known seasoned issuers to add additional securities or classes of securities and eligible majority owned subsidiaries as additional registrants after an automatic shelf registration is effective.
<b>RW</b>	Registration Withdrawal Request.
<b>S-1</b>	Primary corporate offering of either stock or bonds filed by companies that have been public filers for less than 3 years. Can be an IPO.
<b>S-1MEF</b>	Registration pursuant to Rule 462(b) of up to an additional 20% of securities for an offering that was registered on a Form S-1.
<b>S-3</b>	(1) Primary debt offering for companies filing for more than 3 years (Paper Reduction Act). (2) Secondary offering of stock (selling shareholders). (3) Shelf offering (see "securities to be offered from time to time" on the prospectus page).
<b>S-3ASR</b>	Eligible well-known seasoned issuers can register unspecified amounts of different specified types of securities. These are immediately effective upon filing.
<b>S-3MEF</b>	Registration pursuant to Rule 462(b) of up to an additional 20% of securities for an offering that was registered on a Form S-3.
<b>S-4</b>	Registration of securities acquired by stockholders in transactions involving: a merger or consolidation transaction (stock swap), reclassification of stockholder's securities, transfers of assets, and mergers not requiring solicitation of consent of all security holders of the company to be acquired. Companies often do "stock swap" mergers to avoid paying taxes when buying a company. Can be an IPO.
<b>S-4MEF</b>	Registration statement filed under Rule 462(b) to add securities to a prior related registration statement filed on Form S-4.
<b>S-6</b>	This form is used to register securities issued by unit investment trusts (1933 Act only).
<b>S-8</b>	Securities to be offered to employees pursuant to employee benefit plans: Initial Statement.
<b>S-11</b>	This form is used to register securities of certain real estate companies including real estate investment trusts.
<b>S-B</b>	Registration statement for securities of foreign governments and subdivisions, thereof, under the Securities Act of 1933 (Schedule B).

## SEC FORMS INCLUDES MAJOR STATUTORY SECURITIES ACTS '34 ACT DISCLOSURE DOCUMENTS

<b>3, 4, 5</b>	Every director, officer or owner of more than ten percent of a class of equity securities registered under Section 16 of the '34 Act must file with the Commission a statement of ownership regarding such security. The initial filing is on Form 3 and changes are reported on Form 4. The Annual Statement of beneficial ownership of securities is on Form 5. The forms contain information on the reporting person's relationship to the company and on purchases and sales of such equity securities.
<b>6-K</b>	Extraordinary event or financials for foreign filing companies. A report used by certain foreign private issuers to furnish information: (i) required to be made public in the country of its domicile; (ii) filed with and made public by a foreign stock exchange on which its securities are traded; or (iii) distributed to security holders. The report must be furnished promptly after such material is made public.
<b>8-A</b>	Registration of certain classes of securities pursuant to Section 12(b) or (g).
<b>8-B</b>	Registration of securities of certain successor issuers pursuant to Rules 13a-16 and 15d-16 of the Exchange Act.
<b>8-K</b>	This form is used to report an extraordinary event between reporting periods (e.g., change in public accountant, merger, death of an officer or director, bankruptcy, etc.). Due within four business days of a triggering event (four-day deadline does not apply to Regulation FD disclosure, voluntary disclosures, and certain financial information exhibits).
<b>10-K</b>	Annual report of how a company is structured. Includes: audited financials, business description, competition, articles, exhibits, and material contracts. Larger companies incorporate ARS (Annual Report to Shareholders) and DEF14A (Exhibit 13) by reference to avoid redundancy.
<b>10-K405</b>	Indicates the company was in violation of Section 16 (an officer or director failed to file a Form 3, 4, or 5 on time).
<b>10-KT</b>	Transitional financial report for companies changing fiscal year end.
<b>10-Q</b>	Quarterly financial reports due 40 days following the end of each fiscal quarter. Audited financials are not required.
<b>10-12B, 10-12G</b>	'34 Act Registration usually used for a tax-free distribution, i.e. "spin-off."
<b>NT 10-K</b>	Form 12b-25, notification of late filing. Form 10-K 405, 10-K, 10-KSB 405, 10-KSB.
<b>NT 10-Q</b>	Form 12b-25, notification of late filing. Form 10-Q or 10-QSB.
<b>11-K</b>	A special annual report for employee stock purchase, savings and similar plans, interests in which constitute securities registered under the 1933 Act. It is required in addition to any other annual report of the issuer of the securities (e.g., a company's annual report to all shareholders or Form 10-K).
<b>12B-25</b>	This form is used as a notification of late filing by a reporting company that determines it is unable to file a required periodic report when first due without unreasonable effort or expense. If a company files a Form 12b-25, it is entitled to relief, but must file the required report within five calendar days (for a Form 10-Q or 10-QSB) or within fifteen calendar days (for a Form 10-K, 10-KSB, 20-F, 11-K, or N-SAR).
<b>15</b>	This form is filed by a company as notice of termination of registration under Section 12(g) of the '34 Act, or suspension of the duty to file periodic reports under Sections 13 and 15(d) of the '34 Act.
<b>15-F</b>	Foreign private issuer may terminate their Section 12(g) registration and Section 15(d) reporting obligations under the Securities Exchange Act of 1934 through the filing of this form.
<b>18-K</b>	Annual report filed by Foreign Governments and/or political subdivisions.
<b>20-F, 20-FR</b>	An annual report/registration statement filed by qualified foreign private issuers of securities traded in the U.S. Form 20-F must be filed 180 days after the close of the fiscal year.
<b>40-F, 40-FR</b>	An annual report/registration statement filed by eligible publicly traded Canadian issuers.
<b>BD</b>	This form is used to apply for registration as a broker or dealer of securities, or as a government securities broker or dealer, and to amend a registration. It provides background information on the applicant and the nature of its business. It includes lists of the executive officers and general partners of the company. It also contains information on any past securities violations.

## SEC FORMS INCLUDES MAJOR STATUTORY SECURITIES ACTS INVESTMENT COMPANY

<b>N-1</b>	Registration statement for open-end management investment companies.
<b>N-1A</b>	Stock registration form for an open-end mutual fund. May contain SAI (Statement of Additional Information).
<b>N-2</b>	Stock registration form for a closed-end mutual fund. May contain SAI.
<b>N-3</b>	This form is used to register insurance company separate accounts organized as management investment companies offering variable annuity contracts.
<b>N-14</b>	This form is used to register securities issued by investment companies in connection with business combinations and mergers (1933 Act only).
<b>N-148C</b>	Registration statement for closed-end investment company (business combinations).
<b>N-148E</b>	Initial statement with automatic effectiveness under Rule 488.
<b>N-17D-1</b>	Report filed by Small Business Investment Company (SBIC) registered under the Investment Company Act of 1940 and affiliated bank.
<b>N-CSR</b>	Certified Shareholder Report of registered management investment companies.
<b>N-PX</b>	Annual Report of Proxy Voting Record of Registered Management Investment Company.
<b>N-Q</b>	This form is used by management investment companies, other than small business investment companies registered on Form N-S, to file reports with the Commission, not later than 60 days after the close of the first and third fiscal quarters, pursuant to rule 30b1-5.
<b>N-SAR</b>	This is a report to the Commission filed by registered investment companies on a semi-annual and annual basis, at the end of the corresponding fiscal periods. Unit investment trusts, however, are required to file this form only once a year, at the end of the calendar year. The form contains information about the type of fund that is reporting sales charges, 12b-1 fees, sales of shares, identity of various entities providing services to the investment company, portfolio turnover rate, and selected financial information.
<b>485APOS OR 485BPOS</b>	Post-effective amendment to Form N-1A. May contain SAI.
<b>497</b>	Final prospectus and supplement for a mutual fund. May contain SAI.

## SEC FORMS INCLUDES MAJOR STATUTORY SECURITIES ACTS M&A RELATED

<b>13F</b>	Quarterly report of equity holdings by institutional investment managers having equity assets under management of \$100 million or more. Included in this category are certain banks, insurance companies, investment advisers, investment companies, foundations, and pension funds.
<b>425</b>	Filing of certain prospectuses and communications in connection with business combination transactions.
<b>CB</b>	Notification form filed in connection with certain tender offers, business combinations, and rights offerings in which the subject company is a foreign private issuer of which less than 10% of its securities are held by U.S. persons.
<b>SC 13D</b>	Document filed on a company by an individual or group that owns 5%, or more, of the outstanding stock (common or preferred) of that company. (A SC 13G filer is considered a passive owner of the shares.)
<b>SC 13E3</b>	Document filed by a company when purchasing all of its own stock. Considered as "going private" transaction.
<b>SC 13E4</b>	Issuer tender offer statement. Also known as a "self tender." Replaced by SC TO-I.
<b>SC 13G</b>	Reports beneficial ownership of certain registered equity securities by institutional investors such as banks, broker/dealers, and insurance companies.
<b>SC 14D9</b>	Written communication by the subject company relating to a third-party tender offer.
<b>SC TO</b>	Tender offer statement under Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934.
<b>SC TO-C</b>	Written communication relating to an issuer or third-party.
<b>SC TO-I</b>	Tender offer statement by Issuer. Also known as a "self tender."
<b>SC TO-T</b>	Tender offer statement by a Third-Party.

## REGULATION A+

<b>FORM 1-K</b>	Any issuer that conducts a Tier 2 offering pursuant to Regulation A+ is required to file an annual report with the Commission on Form 1-K: Annual Report. Form 1-K consists of two parts: Part I (Notification) and Part II (Information to be included in the report).
<b>FORM 1-SA</b>	Any issuer that conducts a Tier 2 offering in reliance on Regulation A+ will be required to file a semiannual report with the Commission on Form 1-SA: Semiannual Report. Issuers must provide semiannual updates on Form 1-SA, which, like a Form 10-Q, consists primarily of financial statements and MD&A.
<b>FORM 1-U</b>	Any issuer that conducts a Tier 2 offering in reliance on Regulation A+ is required to promptly file current reports on Form 1-U. Issuers are required to file such reports in the event they experience certain corporate events, much the same way an issuer that is subject to an ongoing reporting obligation under the Exchange Act file currently reports on Form 8-K.
<b>FORM 1-Z</b>	All Regulation A+ issuers are required to file a notice under cover of Form 1-Z: Exit Report. Issuers conducting Tier 1 offerings will be required to file Part I of Form 1-Z that discloses information similar to the information previously required of issuers on Form 2-A. Issuers conducting Tier 2 offerings will also be required to disclose the same information as issuers conducting Tier 1 offerings in Part I of Form 1-Z, unless previously reported by the issuer on Form 1-K.

## **SEC FORMS** INCLUDES MAJOR STATUTORY SECURITIES ACTS MISCELLANEOUS

<b>1</b>	Application for, and amendments to application for, registration as a national securities exchange or exemption from registration pursuant to Section 5 of the Exchange Act.
<b>13F</b>	Information required of institutional investment managers pursuant to Section 13 (f). A Manager must file a Form 13F report with the Commission within 45 days after the end of each calendar year and each of the first three calendar quarters of each calendar year. As required by Section 13(f)(5) of the Exchange Act, a Manager which is a bank, the deposits of which are insured in accordance with the Federal Deposit Insurance Act, must file with the appropriate regulatory agency for the bank a copy of every Form 13F report filed with the Commission pursuant to this subsection by or with respect to such bank.
<b>13H</b>	Information required of large traders pursuant to Section 13(h) of the Securities Exchange Act of 1934. Rule 13h-1 requires "large traders," defined as persons whose transactions in National Market System (NMS) securities equal or exceed 2 million shares or \$20 million during any calendar day, or 20 million shares or \$200 million during a calendar month, to identify themselves to the SEC and make certain disclosures on Form 13H.
<b>ADV</b>	This form is used to apply for registration as an investment adviser or to amend a registration. It consists of two parts: Part I contains general and personal information about the applicant. Part II contains information relating to the nature of the applicant's business, including basic operations, services offered, fees charged, types of clients advised, educational and business backgrounds of associates and other business activities of the applicant. Interpretive Responsibility: Division of Investment Management - Office of Chief Counsel.
<b>ABS-15G</b>	Asset-backed securitizer's report on fulfilled and unfulfilled repurchase requests
<b>ARS</b>	Annual Report to Shareholders. This submission type is to be used when furnishing the annual report to shareholders for the information of the Commission pursuant to Rule 14a-3c or 14c-3(b).
<b>CORRESP</b>	Correspondence from reporting issuers to SEC Staff.
<b>EFFECT</b>	Notifications of effectiveness for Securities Act registration statements and post-effective amendments (other than those that become effective automatically by law).
<b>FORM D</b>	Notice of sale for companies selling securities in reliance on a Regulation D exemption or a Section 4(6) exemption from the registration provisions of the '33 Act.
<b>FORM DRS</b>	Draft registration statement submitted by Emerging Growth Company under Securities Act Section 6(e) or by Foreign Private Issuer under Division of Corporation Finance policy.
<b>IRANNOTICE</b>	Notice by issuer that files Exchange Act periodic reports under Section 13(a) of the Exchange Act disclosure in its annual or quarterly report whether during the period covered by the report the issuer or any of its affiliates knowingly engaged in certain specified activities, including contacts with or support for Iran. Section 13(r) also requires an issuer that describes such activity in a periodic report to concurrently file with the SEC a notice, designated as IRANNOTICE e SEC, that identifies the issuer and indicates that disclosure of the activity was included in its periodic report.
<b>SE</b>	Form for exhibits of registrants filing under the EDGAR pilot.
<b>SBSE</b>	Application for registration of security-based swap dealer or major security-based swap participant
<b>SD</b>	Specialized Disclosure form for Conflict Minerals reporting
<b>SUPPL</b>	Voluntary supplemental material filed pursuant to Section 11(a) of the Securities Act of 1933 by foreign issuers.
<b>T-1</b>	This form is a statement of eligibility and qualification of a corporation to act as a trustee under the Trust Indenture Act of 1939.
<b>U-1</b>	Application or declaration that includes an issue or sale of securities, acquisition or sale of assets.
<b>U-57</b>	Notification of foreign utility company status filed under Section 33(a) of the Public Utility Holding Company Act of 1935 as amended.

**UPLOAD** Correspondence from SEC Staff to reporting issuers.

## SEC FORMS INCLUDES MAJOR STATUTORY SECURITIES ACTS PROXY FILINGS

<b>DEF13E3</b>	Filed as part of proxy materials. Initial statement preliminary form.
<b>DEF 14A</b>	Final or definitive version of a proxy statement (sent to shareholders).
<b>DEF 14C</b>	All types of definitive statements, excluding mergers or acquisitions, contested solicitations and special meetings.
<b>DEFA14A</b>	Additional proxy materials sent to shareholders regarding the annual meeting.
<b>DEFC14A</b>	Definitive proxy statement in connection with contested solicitations.
<b>DEFC14C</b>	Definitive information statement pertaining to contested solicitations.
<b>DEFM14A</b>	Definitive proxy statement relating to merger or acquisition.
<b>DEFM14C</b>	Definitive information statement relating to merger or acquisition.
<b>DEFN14A</b>	Definitive proxy statement filed by non-management not in connection with contested solicitations.
<b>DEFR14A</b>	Revised proxy soliciting materials – definitive.
<b>DEFS14A</b>	Definitive proxy statement for special meeting.
<b>DFAN14A</b>	Additional definitive proxy solicitation materials filed by non-management
<b>DFRN14A</b>	Revised definitive proxy statement filed by non-management.
<b>PRE 14A</b>	Preliminary proxy statement not related to a contested matter or merger/acquisition.

## SEC FORMS AND EXHIBITS

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Description	Exhibit #	Description	Exhibit #	Description	Exhibit #
144A Initial Purchase Agreement	EX1*	Implementation Agreement	EX10*	Purchase Agreement - 144A Initial	EX1*
401(k) Plan	EX10*	Incentive Compensation Plan	EX10*	Purchase Agreement - Asset	EX10*
Agency Agreement	EX1*	Income Deferral Program	EX10*	Purchase Agreement - Certificate	EX10*
Agreement and Plan of Merger	EX2*	Indemnification Agreement - Director and/or Officer	EX10*	Purchase Agreement - Note	EX10*
Agreement and Plan of Reorganization	EX2*	Indenture	EX4*	Purchase Agreement - Preferred Stock	EX10*
Agreement of Limited Partnership	EX3*	Investment Plan	EX10*	Purchase Agreement - Securities	EX10*
Amalgamation Agreement	EX2*	Joint Venture Agreement	EX10*	Purchase Agreement - Share	EX10*
Annual Report to Shareholders	EX13*	Lease Agreement	EX10*	Purchase Agreement - Stock	EX10*
Articles of Incorporation	EX3*	Lease and Service Agreement	EX10*	Receivables Purchase - Sale Agreement	EX10*
Asset Exchange Agreement	EX10*	Lease Extension Agreement	EX10*	Receivables Transfer Agreement	EX10*
Asset Purchase Agreement	EX10*	Legal Opinion	EX5*	Reimbursement Agreement	EX10*
Bridge Loan Agreement	EX10*	Letter Agreement	EX10*	Reinsurance Agreement	EX10*
By-Laws	EX3*	Letter of Intent	EX10*	Report of Independent Accountants Auditors	EX13*
Capital Accumulation Plans	EX10*	License Agreement	EX10*	Research Agreement	EX10*
Cash Bonus Plans	EX10*	License and Development Agreement	EX10*	Retirement Plan	EX10*
Certificate of Designations	EX3*	Life Insurance Agreement - Split Dollar	EX10*	Rights Agreement (Poison Pill)	
Certificate of Incorporation	EX3*	Loan Agreement	EX10*	Amendments	EX4*
Certificate of Merger	EX3*	Manufacturing Agreement	EX10*	Rights Agreement (Poison Pill) with Table of Contents	EX4*
Certifications for 302	EX31*	Marketing Agreement	EX10*	Rights Agreement (Poison Pill) without Table of Contents	EX10*
Certifications for 906	EX32*	Marketing and Development Agreement	EX10*	Sale Agreement	EX10*
Charter	EX3*	Membership Agreement	EX10*	Security Agreement	EX10*
Clinical Study Agreement	EX10*	Merger Agreement	EX2*	Separation Agreement	EX10*
Code of Ethics	EX14*	Non-Competition Agreement	EX10*	Service Agreement	EX4*
Code of Regulations	EX3*	Non-Disclosure Agreement	EX10*	Severance Benefits Agreement	EX10*
Collaboration Agreement	EX10*	Non-Employee Director		Specimen Stock Certificate	EX4*
Computation of Earnings Per Share	EX11*	Deferred Compensation Plan	EX10*	Split Dollar Life Insurance Agreement	EX10*
Consent of Experts and Counsels	EX23*	Non-Solicitation Agreement	EX10*	Stock Incentive Plan	EX10*
Consent of Independent Auditors	EX23*	Offer to Purchase (Tender Offer) - 3(a)9 Exempt Purchases	EX99*	Stock Option Agreement - All Types	EX10*
Consent of Independent Public Accountants	EX23*	Offer to Purchase (Tender Offer) - All for Cash	EX99*	Stock Option Agreement - Incentive	EX10*
Consulting Agreement	EX10*	Offer to Purchase (Tender Offer) - Partial for Cash	EX99*	Stock Option Agreement - Non-Qualified	EX10*
Cooperation Agreement	EX10*	Offer to Purchase Supplement (Tender Offer)	EX99*	Stock Option Agreement - Restricted	EX10*
Credit Agreement	EX10*	Officer Indemnification Agreement	EX10*	Stock Purchase Agreement	EX10*
Dealer Manager Agreement	EX1*	Partial Offer to Purchase (Tender Offer) for Cash	EX99*	Stockholders - Security Holder Agreement	EX10*
Deferral Option Plan	EX10*	Partial Tender Offer (Offer to Purchase) for Cash	EX99*	Sublease Agreement	EX10*
Development and License Agreement	EX10*	Participation Agreement	EX10*	Subordinated Note Agreement	EX10*
Development and Marketing Agreement	EX10*	Partnership Agreement	EX3*	Subscription Agreement	EX10*
Director Compensation Plan	EX10*	Pension Plan	EX10*	Subsidiaries	EX21*
Director Fee Plan	EX10*	Performance Based Plan	EX10*	Supply Agreement	EX10*
Director Indemnification Agreement	EX10*	Performance Unit Plan	EX10*	Tax Opinions	EX8*
Distribution Agreement	EX10*	Plan of Acquisition	EX2*	Tax Sharing Agreement	EX10*
Employee Stock Option Plan	EX10*	Plan of Conversion	EX2*	Tender Offer (Offer to Purchase) - 3(a)9 Exempt Offers	EX99*
Employee Stock Ownership Plan	EX10*	Poison Pill (Rights Agreement)		Tender Offer (Offer to Purchase) - All for Cash	EX99*
Employee Stock Ownership Plan and Trust Agreement	EX10*	Amendments	EX4*	Tender Offer (Offer to Purchase) - Partial for Cash	EX99*
Employment Agreement	EX10*	Poison Pill (Rights Agreement) with Table of Contents	EX4*	Tender Offer Supplement (Offer to Purchase)	EX99*
Equity Incentive Plan	EX10*	Poison Pill (Rights Agreement) without Table of Contents	EX4*	Termination Agreement	EX10*
Escrow Agreement	EX10*	Pooling and Servicing Agreement	EX4*	Transition Agreement	EX10*
Exchange Agreement	EX10*	Power of Attorney	EX24*	Underwriting Agreement	EX1*
Executive Compensation Plan	EX10*	Private Shelf Agreement	EX99*	Voting Agreement	EX10*
Executive Incentive Plan	EX10*	Profit Sharing Plan	EX10*	Warrant Agreement	EX10*
Exempt Offers to Purchase	EX99*				
Federal Tax Opinion	EX5*				
Financial Data Schedule	EX27*				
Financial Services Agreement	EX10*				
Financial Statements (Portions of Annual)	EX13*				
Guaranty Agreement	EX10*				

## BUSINESS LAW EXPERTS ON-CALL

Our Business Law Experts are available 24/7 to help you save time, money and hassle. They are intimately familiar with the challenges and intricacies of legal research and they can help you with issues regarding everything from corporate organizations to company debt structures to corporate employment and compensation.

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