

Regulation D

Regulation D

- Regulation D
 - Private placement
 - Exempt transaction
- Rule 506(b)—traditional
 - Accredited investors/35 nonaccredited (sophisticated)
 - No advertising
 - Investors must sign an investment letter attesting to their understanding of risk.

Regulation D

- Accredited investors
 - Institutional investors
 - Individuals
 - \$1 million minimum net worth (not including net equity in a primary residence), or
 - \$200,000 (\$300,000 joint) annual income (two years + current year)
 - Officers or directors of the issuer

Regulation D

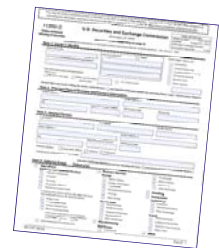
- Rule 506(c)
 - General advertising/solicitation okay
 - All investors must be accredited
 - Issuer on obligated to ensure they are
 - Lettered stock
- Unregistered securities: Legend restricts transfer for six months

Regulation D

- Online offerings of private placements
 - Online questionnaire to qualify investors
 - Once qualified, can view password protected information

Regulation D

- Equity or Debt
- Form D (offering memorandum)
 - Filed electronically with FINRA

A screenshot of the Form D (Offering Memorandum) form, which is used for reporting private placements of securities. The form includes sections for issuer information, offering details, and investor information.