



Ohio Revised Code

Section 1707.091 Registration by coordination.

Effective: October 3, 2023

Legislation: House Bill 33

(A) Any security for which a registration statement has been filed pursuant to Section 6 of the Securities Act of 1933 or for which a notification form and offering circular has been filed pursuant to regulation A of the general rules and regulations of the securities and exchange commission, 17 C.F.R. sections 230.251 to 230.256 and 230.258 to 230.263, as amended before or after the effective date of this section, in connection with the same offering may be registered by coordination.

(B) A registration statement filed by or on behalf of the issuer under this section with the division of securities shall contain the following information and be accompanied by the following items in addition to the consent to service of process required by section 1707.11 of the Revised Code:

(1) One copy of the latest form of prospectus or offering circular and notification filed with the securities and exchange commission;

(2) If the division of securities by rule or otherwise requires, a copy of the articles of incorporation and code of regulations or bylaws, or their substantial equivalents, as currently in effect, a copy of any agreements with or among underwriters, a copy of any indenture or other instrument governing the issuance of the security to be registered, and a specimen or copy of the security;

(3) If the division of securities requests, any other information, or copies of any other documents, filed with the securities and exchange commission;

(4) An undertaking by the issuer to forward to the division, promptly and in any event not later than the first business day after the day they are forwarded to or thereafter are filed with the securities and exchange commission, whichever occurs first, all amendments to the federal prospectus, offering circular, notification form, or other documents filed with the securities and exchange commission, other than an amendment that merely delays the effective date;

(5) A filing fee of one hundred dollars.



(C) A registration statement filed under this section becomes effective either at the moment the federal registration statement becomes effective or at the time the offering may otherwise be commenced in accordance with the rules, regulations, or orders of the securities and exchange commission, if all of the following conditions are satisfied:

(1) No stop order is in effect, no proceeding is pending under section 1707.13 of the Revised Code, and no cease and desist order has been issued pursuant to section 1707.23 of the Revised Code;

(2) The registration statement has been on file with the division for at least fifteen days or for such shorter period as the division by rule or otherwise permits; provided, that if the registration statement is not filed with the division within five days of the initial filing with the securities and exchange commission, the registration statement must be on file with the division for thirty days or for such shorter period as the division by rule or otherwise permits.

(3) A statement of the maximum and minimum proposed offering prices and the maximum underwriting discounts and commissions has been on file with the division for two full business days or for such shorter period as the division by rule or otherwise permits and the offering is made within those limitations;

(4) The division has received a registration fee of one-tenth of one per cent of the aggregate price at which the securities are to be sold to the public in this state, which fee, however, shall in no case be less than one hundred or more than one thousand dollars.

(D) The issuer shall promptly notify the division 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 amendment, if any, and shall promptly file the price amendment.

"Price amendment" for the purpose of this division, means the final federal registration statement amendment that includes a statement of the offering price, underwriting and selling discounts or commissions, amount of proceeds, conversion rates, call prices, and other matters dependent upon the offering price.



If the division fails to receive the required notice and required copies of the price amendment, the division may enter a provisional stop order retroactively denying effectiveness to the registration statement or suspending its effectiveness until there is compliance with this division, provided the division promptly notifies the issuer or its representative by telephone, and promptly confirms by letter when it notifies by telephone, of the entry of the order. If the issuer or its representative proves compliance with the requirements of this division as to notice and price amendment filing, the stop order is void as of the time of its entry. The division may by rule or otherwise waive either or both of the conditions specified in divisions (C)(2) and (3) of this section. If the federal registration statement becomes effective, or if the offering may otherwise be commenced in accordance with the rules, regulations, or orders of the securities and exchange commission, before all of the conditions specified in divisions (C) and (D) of this section are satisfied and they are not waived by the division the registration statement becomes effective as soon as all of the conditions are satisfied.

If the issuer advises the division of the date when the federal registration statement is expected to become effective, or when the offering may otherwise be commenced in accordance with the rules, regulations, or orders of the securities and exchange commission, the division shall promptly advise the issuer or its representative by telephone, at the issuer's expense, whether all of the conditions have been satisfied or whether the division then contemplates the institution of a proceeding under section 1707.13 or 1707.23 of the Revised Code, but such advice does not preclude the institution of such a proceeding at any time.