



Ohio Revised Code

Section 3901.31 Filing statements indicating ownership.

Effective: June 4, 1997

Legislation: Senate Bill 67 - 122nd General Assembly

(A) Every person who is directly or indirectly the beneficial owner of more than ten per cent of any class of any equity security of a domestic stock insurance company which is not a wholly owned subsidiary of an insurance holding company system or who is a director or officer of such company, shall file with the superintendent of insurance within ten days after the person becomes such beneficial owner, director, or officer, a statement in such form as the superintendent of insurance may prescribe, of the amount of all equity securities of such company of which the person is the beneficial owner, and within ten days after the close of each calendar month thereafter, if there has been a change in such ownership during such month, shall file with the superintendent of insurance a statement, in such form as the superintendent of insurance may prescribe, indicating the person's ownership at the close of the calendar month and such changes in the person's ownership as have occurred during such calendar month.

(B) For the purpose of preventing the unfair use of information which may have been obtained by such beneficial owner, director, or officer by reason of the beneficial owner's, director's, or officer's relationship to such company, any profit realized by the beneficial owner, director, or officer from any purchase and sale, or any sale and purchase, of any equity security of such company within any period of less than six months, unless such security was acquired in good faith in connection with a debt previously contracted, shall inure to and be recoverable by the company, irrespective of any intention on the part of such beneficial owner, director, or officer in entering into such transaction of holding the security purchased or of not repurchasing the security sold for a period exceeding six months. Suit to recover such profit may be instituted at law or in equity in any court of competent jurisdiction by the company, or by the owner of any security of the company in the name and in behalf of the company if the company fails or refuses to bring such suit within sixty days after request or fails diligently to prosecute the same thereafter; but no such suit shall be brought more than two years after the date such profit was realized. Division (B) of this section shall not be construed to cover any transaction where such beneficial owner was not such both at the time of purchase and sale, or the sale and purchase, of the security involved, or any transaction or transactions which the superintendent of insurance by rules may exempt as not comprehended within



the purpose of division (B) of this section.

(C) No such beneficial owner, director, or officer, directly or indirectly, shall sell any equity security of such company if the person selling the security or the person's principal does not own the security sold, or if owning the security, does not deliver it against such sale within twenty days thereafter, or does not within five days after such sale deposit it in the mails or other usual channels of transportation; but no person shall be deemed to have violated division (C) of this section if the person proves that notwithstanding the exercise of good faith the person was unable to make such delivery or deposit within such time, or that to do so would cause undue inconvenience or expense.

(D) A domestic insurance company having at least fifty shareholders or any other person soliciting proxies with respect to such domestic insurance company shall not solicit voting proxies from any shareholder or other person except upon a proxy statement and pursuant to a notice of meeting, which statement and notice have been submitted to the superintendent of insurance at least ten days prior to being mailed to the intended recipients. Such proxy statement and notice of meeting shall make such disclosures pertinent to the business to be carried on at the meeting or meetings with respect to which such proxies are solicited and such notices are given as the superintendent by rule requires. The superintendent shall retain such proxy material for examination by any interested party for at least one year.

(E) Division (B) of this section does not apply to any purchase and sale, or sale and purchase, and division (C) of this section does not apply to any sale, of an equity security of a domestic stock insurance company not then or theretofore held in an investment account, by a dealer in the ordinary course of the dealer's business and incident to the establishment or maintenance by the dealer of a primary or secondary market for such security. The superintendent of insurance may, by such rules as the superintendent considers necessary or appropriate in the public interest, describe and define the terms and conditions with respect to securities held in an investment account and transactions made in the ordinary course of business and incident to the establishment or maintenance of a primary or secondary market.

(F) Divisions (A), (B), and (C) of this section do not apply to foreign or domestic arbitrage transactions unless made in contravention of such rules as the superintendent of insurance may adopt in order to carry out the purposes of this section.



(G) "Equity security" when used in this section means any stock or similar security; or any security convertible, with or without consideration, into such a security, or carrying any warrant or right to subscribe to or purchase such a security; or any such warrant or right; or any other security which the superintendent of insurance determines to be of similar nature and considers necessary or appropriate, by such rules as the superintendent may prescribe in the public interest or for the protection of investors, to treat as an equity security.

(H) The superintendent of insurance may adopt, amend, and rescind rules, pursuant to Chapter 119. of the Revised Code, which will enable the superintendent to carry out the duties imposed by this section.

(I) This section applies to health insuring corporations in the same manner in which this section applies to domestic stock insurance companies.