



Ohio Administrative Code Rule 3901-1-05 Insider trading -- instructions and forms.

Effective: November 14, 2019

(A) Purpose

The purpose of this rule is to promulgate procedures and forms to be adhered to in filing initial statements of changes in beneficial ownership of any equity security. Effective April 4, 1985, division (A) of section 3901.31 of the Revised Code was amended to exclude from application of this filing requirement domestic stock insurance companies which are wholly owned subsidiaries of an insurance holding company system.

(B) Authority

This rule is promulgated pursuant to the authority vested in the superintendent under division (H) of section 3901.31 of the Revised Code, which empowers the superintendent to 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 section 3901.31 of the Revised Code. Division (A) of section 3901.31 of the Revised Code requires 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 or who is a director or officer of such company to file with the superintendent of insurance on or before January 31, 1966, or 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, to 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.

(C) Filing of statements



(1) Initial statements of beneficial ownership of equity securities shall be filed on form I.S.S., as set forth in paragraph (D)(9) of this rule. Statements of changes in such beneficial ownership shall be filed on form C.S.S., as set forth in paragraph (E)(11) of this rule. All such statements shall be prepared in accordance with the requirements of the applicable form and filed as required.

(2) Form I.S.S.

(a) A statement on form I.S.S. shall be filed by every person who is directly or indirectly the beneficial owner of more than ten per cent of any class of equity security of a domestic stock insurance company or who is a director or officer of such company.

(b) When section 3901.31 of the Revised Code became law, persons who held any of the relationships specified in paragraph (C)(2) of this rule were required to file a statement on form I.S.S. on or before January 31, 1966. Persons who subsequently assume any of the specified relationships are required to file a statement within ten days after assuming such relationship.

(c) A separate statement shall be filed with respect to the securities of each domestic stock insurance company.

(3) Form C.S.S.

(a) A statement on form C.S.S. shall be filed by every person who is directly or indirectly the beneficial owner of more than ten per cent of any class of equity security of a domestic stock insurance company or who is a director or officer of such company, who has filed a Form I.S.S. with the department, and who has during any month had any change in his beneficial ownership of any class of equity security of such company. Any beneficial owner, director, or officer who is required to file a statement on form C.S.S. with respect to any change in his beneficial ownership of equity securities which occurs within six months after he became a beneficial owner, director, or officer of such company shall include in the first such statement the information called for by form C.S.S. with respect to all changes in his beneficial ownership of equity securities of such company which occurred within six months prior to the filing of such statement.

(b) A statement on form C.S.S. shall be filed by any person who has ceased to be such beneficial



owner, director, or officer of a domestic stock insurance company with respect to any change in his beneficial ownership of equity securities of such company which occurs on or after the date on which he ceased to be such beneficial owner, director, or officer if such change occurs within six months after any change in his beneficial ownership of such securities prior to such date.

(c) Statements on form C.S.S. which are required to be filed shall be filed on or before the tenth day after the end of each month in which any change in beneficial ownership has occurred. A separate statement shall be filed with respect to the securities of each domestic stock insurance company.

(4) Any person who has ceased to be a beneficial owner, director, or officer of a domestic stock insurance company shall give written notice to the superintendent of insurance of the date on which he ceased to be such beneficial owner, director, or officer within thirty days after said date.

(D) Instructions - form I.S.S.: initial statement of beneficial ownership of equity securities

(1) Where statements are to be filed

(a) One signed, sworn to copy of each statement shall be filed with the Ohio department of insurance.

(b) A statement is not deemed to have been filed in the office of the superintendent of insurance until it has actually been received by the department.

(2) Relationship of reporting person to company.

Indicate clearly the relationship of the reporting person to the company; for example, "director," "director and vice president," "beneficial owner of more than ten per cent of the company's common stock," etc.

(3) Dates as of which beneficial ownership is to be given.

The information as to beneficial ownership of securities shall be given as of the date on which the event occurred which requires the filing of a statement on this form; for example, when the person



whose ownership is reported became a director or officer of the company or a beneficial owner of more than ten per cent of the company's equity securities.

(4) Title of security

The statement of the title of a security shall be such as clearly to identify the security even though there may be only one class; for example, "Class A Common," "5% Debentures Due 1965," etc.

(5) Nature of ownership.

Under "nature of ownership," state whether ownership of the securities is "direct" or "indirect." If the ownership is indirect, i.e., through a partnership, corporation, trust or other entity, indicate in a footnote, or other appropriate manner, the name or identity of the medium through which the securities are indirectly owned. The fact that securities are held in the name of a broker or other nominee does not, of itself constitute indirect ownership. Securities owned indirectly shall be reported on separate lines from those owned directly and also from those owned through a different type of indirect ownership.

(6) Statement of amount owned.

In stating the amount of securities beneficially owned, give the face amount of debt securities or the number of shares or other units of other securities. In the case of securities owned indirectly, the entire amount of securities owned by the partnership, corporation, trust or other entity, shall be stated. The person whose ownership is reported may, if he so desires, also indicate in a footnote, or other appropriate manner, the extent of his interest in the partnership, corporation, trust or other entity.

(7) Inclusion of additional information.

A statement may include any additional information or explanation deemed relevant by the person filing statement.

(8) Signature.



(a) If the statement is filed for a corporation, partnership, trust, etc., the name of the organization shall appear over the signature of the officer or other person authorized to sign the statement. If the statement is filed for an individual, it shall be signed by him or specifically on his behalf by a person authorized to sign for him.

(b) In those cases where the statement is signed by someone other than the person whose ownership is being reported, documentary evidence of the signing authority shall be filed with the statement.

(c) In all cases, the signature must be duly notarized.

(9) Form I.S.S.

"STATE OF OHIO	DEPARTMENT OF INSURANCE
Form I.S.S.	INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF EQUITY SECURITIES
Filed Pursuant to Section 3901.31, Ohio Revised Code	Name of insurer _____
Name of person whose Ownership is reported _____	Business address of such person _____ _____ (Street, City, State, Zip Code)
Relationship of such person to company named above _____	Date of event which requires the filing of this statement _____

SECURITIES BENEFICIALLY OWNED	Title of Security	Nature of Ownership
Amount Owned Beneficially		

	I affirm under the penalty of perjury that the foregoing is full, true and correct.

	Signature



Date of Statement	
Subscribed and sworn to before me this _____ day of _____ ,20_____	

	Notary Public"

(E) Instruction - Form C.S.S.: Statement of changes in beneficial ownership of equity securities

(1) Where statements are to be filed.

(a) One signed, sworn to copy of each statement shall be filed with the Ohio department of insurance.

(b) A statement is not deemed to have been filed in the office of the superintendent of insurance until it has actually been received by the department.

(2) Relationship of reporting person to company.

Indicate clearly the relationship of the reporting person to the company; for example, "director," "director and vice president," "beneficial owner of more than ten per cent of the company's common stock," etc.

(3) Transactions and holdings to be reported.

Every transaction shall be reported even though purchases and sales during the month are equal or the change involves only the nature of ownership; for example, from direct or indirect ownership. Beneficial ownership at the end of the month of all classes of securities required to be reported shall be shown even though there has been no change during the month in the ownership of securities of one or more classes.

(4) Title of security.

The statement of the title of the security shall be such as to clearly identify the security even though



there may be only one class; for example, "Class A Common," "5% Debentures Due 1965," etc.

(5) Date of transaction.

The exact date (month, day and year) of each transaction shall be stated opposite the amount involved in the transactions.

(6) Statement of amounts of securities.

In stating the amount of the securities acquired, disposed of, or beneficially owned, give the face stated. The person whose ownership is reported may, if he so desires, also indicate in a footnote, or other appropriate manner, the extent of his interest in the transaction or holdings of the partnership, corporation, trust or other entity.

(7) Nature of ownership.

Under "nature of ownership," state whether ownership of the securities is "direct" or "indirect." If the ownership is indirectly, i.e., through a partnership, corporation, trust or other entity, indicate in a footnote, or other appropriate manner, the name or identity of the medium through which the securities are indirectly owned. The fact that securities are held in the name of the broker or other nominee does not, of itself, constitute indirect ownership. Securities owned indirectly shall be reported on separate lines from securities owned directly and from securities owned through a different type of indirect ownership.

(8) Character of transaction.

If the transaction was with the issuer of the securities, so state. If it involved the purchase of securities through the exercise of options, so state and give the exercise price per share. If any other purchase or sale was effected otherwise than in the open market, the fact shall be indicated. If the transaction was not a purchase or sale, indicate its character; for example, gift, stock dividend, etc., as the case may be. The foregoing information may be appropriately set forth in the table or under "remarks" at the end of the table.



(9) Inclusion of additional information.

A statement may include any additional information or explanation deemed relevant by the person filing the statement.

(10) Signature.

(a) If the statement is filed for a corporation, partnership, trust, etc., the name of the organization shall appear over the signature of the officer or other person authorized to sign the statement. If the statement is filed for an individual, it shall be signed by him or specifically on his behalf by a person authorized to sign for him.

(b) In those cases where the statement is signed by someone other than the person whose partnership is being reported, documentary evidence of the signing authority shall be filed with the statement.

(c) In all cases, the signature must be duly notarized.

(11) Form C.S.S.

"STATE OF OHIO	DEPARTMENT OF INSURANCE
Form C.S.S.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF EQUITY SECURITIES
Filed Pursuant to Section 3901.31, Ohio Revised Code	Name of insurer _____ _____
Name of person whose Ownership is reported _____	Business address of such person _____ —
	(Street, City, State, Zip Code)

Statement for Calendar Month of _____, 20____	Changes During Month and Month-End Ownership	Title of Security	Date of Transaction	Amount Bought or Otherwise Acquired	Amount Sold or Otherwise Disposed of
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Nature of Ownership	Amount Owned Beneficially at end of Month				

	I affirm under the penalty of perjury that the foregoing is full, true and correct.

	Signature

Date of Statement	
Subscribed and sworn to before me this _____ day of _____, 20_____	

	Notary Public"

(F) Failure to file

Division (B) of section 3901.99 of the Revised Code provides that "Whoever violates any law relating to the superintendent of insurance, or any law of this state, relating to insurance as defined in division (A)(1) of section 3901.04 of the Revised Code for the violation of which no penalty is otherwise provided in the Revised Code, shall be fined not more than twenty-five thousand dollars, imprisoned not more than six months, or both."

(G) Severability

If any paragraph, term or provision of this rule is adjudged invalid for any reason, the judgment shall not affect, impair or invalidate any other paragraph, term or provision of this rule, but the remaining paragraphs, terms and provisions shall be and continue in full force and effect.