



# **Corporate Financing Public Offerings System User Guide**

Version 5.0

September 2020

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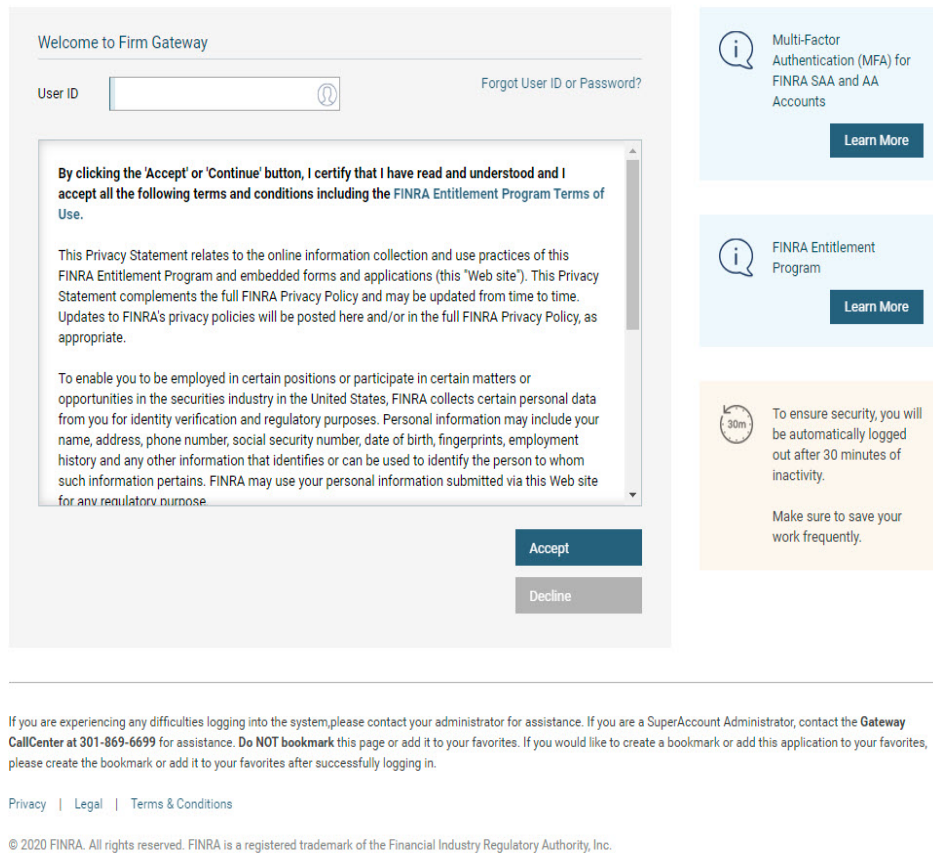
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## Accessing the System

To access the system, use the following URL: <http://www.finra.org/publicofferingsystem/login>

**(Google Chrome, Mozilla Firefox, and Microsoft Edge browsers work best with the new system)**



Welcome to Firm Gateway

User ID   [Forgot User ID or Password?](#)


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After entering your User ID click "I Agree." You will be asked to provide your Password and then you will be taken to the Filing Cabinet.

## Filing Cabinet

### Top Line Menu Bar

The Top Line Menu Bar contains the following components:

1. **Cabinet Views** – Allows you to view filings based on unique characteristics.
2. **Create Deal** – Allows you to create a brand new filing.
3. **Transfer Deal** – Allows you to initiate transfer of a filing.
4. **Create Shelf Deal** – Allows you to create a Base or WKSI filing.
5. **Templates** – Provides access to manage templates of filings created.
6. **Resources** – Provides access to system user guides.



### Filing Card



**Display** – Filings are displayed in a card-based format with the following elements:

1. **Issuer Name** – Identifies the entity issuing securities to the public.
2. **Deal Type** – Identifies whether the filing is a Corporate Offering or Investment Program.
3. **Deal ID** – The 5-digit sequence number assigned to each filing upon creation.
4. **Filing ID** – Identifies the year, month and day the filing was submitted, along with a special 5-digit sequence number. The Filing ID becomes available when Corporate Financing accepts a filing.
5. **BSS Assignee** – Identifies the Compliance staff responsible for verifying and accepting the filing.
6. **POR Assignees** – Identifies the 1<sup>st</sup> and 2<sup>nd</sup> Reviewers responsible for the filing review.
7. **Version Number** – Identifies the submission number of the filing.
8. **Version Status** – Displays the current status of each filing, which could be Draft, SubmissionReceived, In Review, Rejected, Transferred, Dormant, Info Requested, Verbally Cleared, Withdrawn and Cleared.
9. **Status Date** – Displays the date of the last submission of the filing.
10. **Conditional Icons** – Appear based on certain conditions associated with the filing.
11. **Deal Status** – Displays the current status of the filing, which could be New, Cleared, Transferred, Dormant, Info Requested, In Review, No Review Necessary, Verbally Cleared or Withdrawn.
12. **Anticipated Pricing/Eff. Date** – Date when a registered offering may begin to trade.
13. **Fee Info** – Link to display the finance balance due (disabled for draft filings).
14. **Link to Issues/Letters** – Link to access issues and letters associated with the filing.
15. **Count of Issues by Status** – Displays the count of issues in the open, answered and resolved status.
16. **Deal Level Actions** – Drop-down menu to perform actions on the filing.

Hover over text is provided on each card label to identify the data.



<b>Test</b> Investment Program Deal ID: 4975819 Filing ID: Data is unavailable	v1 Draft as of 8/12/20	New TBD Fee Info	Issues/Letters 0 0 0 Actions
<b>Test Issuer</b> Corporate Full Review Deal ID: 4959341 Filing ID: 2020-08-11-4959341	v2 Draft as of 8/11/20	New 8/10/20 Fee Info	Edit Clone Delete Create Template View Versions

- **Draft Deals**
  - **Edit:** To edit the draft deal
  - **Clone:** To create a clone of the deal
  - **Delete:** To delete the draft deal
  - **Create Template:** To create a template of the deal
  - **View Versions:** Displays all updates that have been submitted in connection with a specific filing

### Withdraw Screens

**Confirmation**

This option should only be used when a filing has withdrawn registration with the SEC or Other Reviewing Authority. Please note that after the Department accepts the submission, your firm will no longer be able to submit updates to this filing.

Are you sure you want to continue?

Cleared	7/12/17	Fee Info	Issues/Letters 0 0 0
Cleared	7/12/17	Fee Info	Issues/Letters 0 0 0

## FINRA Public Offering: Withdrawal Request

Deal ID: 5219818

Issuer Name: **Test Issuer**  
 Anticipated Pricing or Effective Date: **09/16/2020**  
 Type: **Corporate**  
 Deal ID: **5219818**

Please note that after the Department accepts the submission, your firm will no longer be able to submit updates to this filing.

**Create Template/Clone** – Please see the *Templates/Clones* section.

## Filters

Filters are included on the left side of the screen to select filings for display that have certain attributes:

1. Version Status
2. Deal Status
3. Review Program
4. Deal Type
5. POR Assignees
6. BSS Assignee
7. Review Type Requested
8. Deals With Issues
9. Status Date
10. Anticipated Pricing/Eff. Date

The POR Assignees filter has an “AND” and “OR” toggle feature. Selecting “Clear All” resets the filters back to the original settings and display view. In the example below, filings with a status of “Info Requested” have been selected.

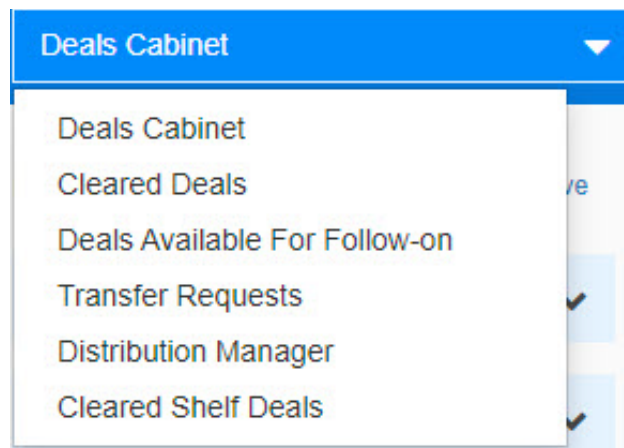
The screenshot shows a filter interface for 'Deals Cabinet'. At the top, there is a blue header with the text 'Deals Cabinet' and a dropdown arrow. Below the header, there is a section titled 'Refine the results:' with two buttons: 'Clear All' and 'Save'. The main filter area is divided into several sections. The first section is 'Version Status', which is expanded to show four options: 'Draft (6)', 'In Review (3)', 'Info Requested (3)', and 'Submission Received (4)'. The second section is 'Deal Status', which is also expanded to show five options: 'Dormant (68)', 'Info Requested (16)', 'New (9659)', 'No Review Necessary (29)', and 'Transferred (53)'. Below these sections, there are two 'POR Assignees' filter sections. The first one has a toggle set to 'AND' and an upward arrow. The second one has a toggle set to 'OR' and an upward arrow. At the bottom of the filter area, there is a 'See more' link.



## Cabinet Views

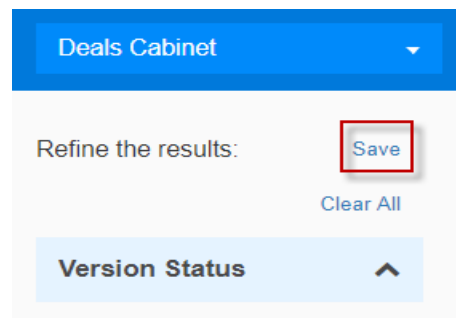
Several filing views are available and include:

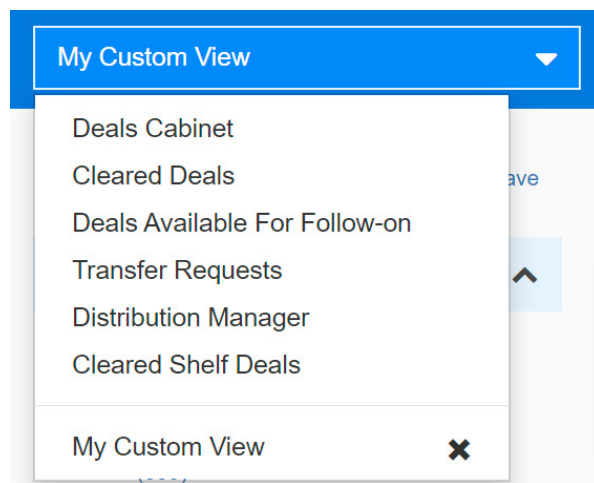
1. **Deals Cabinet (default view)** – Lists all of the filer’s filings.
2. **Cleared Deals** – A pre-filtered view that lists all filings that have been cleared.
3. **Deals Available For Follow-on** – A pre-filtered view that lists all initial filings from which a follow-on secondary offering filing can be created.
4. **Transfer Requests** – A pre-filtered view that lists all filings that have a transfer request submitted.
5. **Distribution Manager** – A pre-filtered view that lists all filings from which a Distribution Manager Form has been created.
6. **Custom View** – A user created pre-filtered view based on selected filing attributes.



**Creating a custom view** – Custom user defined views can be created by performing the following steps:

1. Select the filters you would like to create a list of filings based on desired attributes.
2. Select “Save” which will allow you to name the custom view.
3. Select OK.
4. The custom view will now appear in the cabinet view’s drop down list.



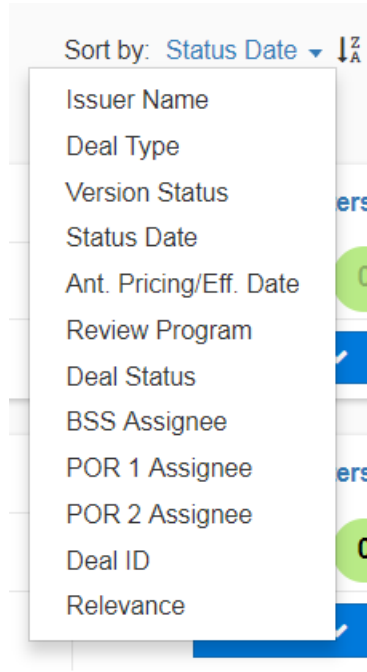


You can select the “X” next to the name of your custom view to delete the view.

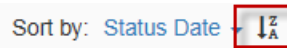
When you come back to the system after exiting, you will be returned to the same view and filter selections as your last session.

## Sorting

**Sort By** – Allows you to sort the returned filing results by attributes as indicated below:



You can also sort by ascending, A to Z, or descending, Z to A, order.



## Export to Excel

Clicking on the Export to Excel icon allows you to export listed filings in the Deal Cabinet and Cleared Deals views, as well as any custom views created from those views.



## Full Text Search

Full text search allows you to search for filings based on text contained in the filing.



# Create Deal

## Details

Click on the Create Deal tab and the system builds a form requiring entry of the offering details. You will only have access to the “Details” tab until you enter the “Distribution Method” for the filing. All items preceded by a red asterisk (\*) are required. Begin by entering the Issuer Name.

**FINRA** Public Offering: Deal Deal ID: 5219818

Issuer Name:  
Anticipated Pricing or Effective Date:  
Type:  
Deal ID: 5219818

**Details**

D1 \* Issuer Name:

D2 \* Has this offering been filed with the SEC (including confidential filings)?  Yes  No

D3 \* **Non-SEC Filed Documents**

Ver #	File	Submit Date
0 Row(s)		

Add Non-SEC Filed Documents

D3.A \* Limit: 1 file(s).  No file chosen

D3.B Submit Date

D4 \* Offering Type:  Corporate  Investment Program (IP)

Amount Due for this Filing: \$500.00 [More Info](#)

The form expands depending on how various questions are answered. In the example below, the offering has not been filed with the SEC, therefore, no SEC information is requested. You are required to identify the “Regulatory Authority” and the “Applicable Law or Rule.” You should also attach any offering circular or memorandum that describes the offering in “Non-SEC Filed Documents”.

**FINRA** Public Offering: Deal Deal ID: 5219818

Issuer Name:  
Anticipated Pricing or Effective Date:  
Type:  
Deal ID: 5219818

**Details**

D1 \* Issuer Name:

D2 \* Has this offering been filed with the SEC (including confidential filings)?  Yes  No

D3 \* **Non-SEC Filed Documents**

Ver #	File	Submit Date
-------	------	-------------

The selection of “Yes” to the question whether the offering has been filed with the SEC and “No” to the question whether it is an SEC confidential filing, results in the screen below. In this scenario, you are required to enter information that is available in connection with an SEC filing.

**FINRA** Public Offering: Deal Deal ID: 5219818

Issuer Name: **Test Issuer**  
 Anticipated Pricing or Effective Date: **09/16/2020**  
 Type:  
 Deal ID: **5219818**

**Details**

D1 \* Issuer Name:

D2 \* Has this offering been filed with the SEC (including confidential filings)?  Yes  No

D2.A \* Anticipated Pricing or Effective Date:

Anticipated  
 Actual

D2.B \* Is this an SEC confidential filing?  Yes  No

D2.B.1 \* SEC Registration Number:

D2.B.2 \* SEC CIK Number:

D2.B.3 SEC Examiner Name:

D2.B.4 SEC Examiner Phone Number:

D2.C \* SEC/Other Reviewing Authority Information

#	CF	Type	SEC Accession #	Filing Date...	PMAOP	SEC Link

Delete All 0 Row(s)

You should also enter the information requested in Line D2.C (SEC/Other Reviewing Authority Information). Scroll down to add SEC/Other Reviewing Authority Information and provide the information pertinent to your filing.

**Add SEC/Other Reviewing Authority Information**

**D2.C.1** \* Filing Type:  Registration pursuant to SEC Rule(s) 429; 457(p); 415(a)(5) or (6)  
 Registration of additional securities pursuant to SEC Rule 462(b)  
 None of the Above

---

**Filing Information:**

**D2.C.2** \* SEC Registration Form: S-1

**D2.C.3** \* SEC Accession Number: 0000456765-20-876543

Invalid CIK Number, Document Type, and/or Accession Number. Please check your data.

**D2.C.4** \* Filing Date: 08/31/2020

**D2.C.5** \* Proposed Maximum Aggregate Offering Price (PMAOP), including any Overallotment Option: \$20,000,000

**D2.C.6** \* Estimated Maximum Public Offering Price: \$10

**D2.C.7** \* Are there multiple Public Offering Prices?  Yes  No

\* Describe each security and provide the Maximum Public Offering Prices:

Common Stock - \$7.50  
 Ordinary Shares - \$6.00

Add Row Clear

After entering the offering's SEC Registration Number, CIK Number, SEC Registration Form and Accession Number, a SEC Link to your offering document will be created. Upon completion of entering the remaining information, click "Add Row."

D2.C should look similar to the example below, if you are submitting an SEC filing:

SEC/Other Reviewing Authority Information							
#	CF	Type	SEC Accession #	Filing Date...	PMAOP	SEC Link	
New (1 Item)							
4		S-1	0123456789-12-123456	09/15/2020	\$50,000,000	Invalid ...	Delete Clone

The remaining items on the “Details” screen should be completed as they apply to your offering. In the example below, SEC Rule 415 does not apply.

The screenshot shows a web form with several sections. At the top is a window titled "Add Non-SEC Filed Documents" with fields for "D3.A" (file upload, "Limit: 1 file(s)", "Choose Files", "No file chosen") and "D3.B" (Submit Date). Below this are sections for "D4" (Offering Type: Corporate, Investment Program (IP)), "D4.B.1" (Type of IP: Direct Participation Program (DPP), Unlisted Real Estate Investment Trust (REIT)), "D5" (Does SEC Rule 415 apply? Yes, No), "D6" (Distribution Method: Firm Commitment, Best Efforts, etc.), "D7" (Initial Public Offering: Yes, No), "D8" (Deal Characteristics: Business Development Company, Digital Assets, Blank Check/Blind Pool/Other Acquisition Vehicle, Regulation A, Tier 1, Regulation A, Tier 2, None of the Above), and "D8.A" (Describe the deal characteristics: text area).

In the following example, the screen has expanded to accommodate a “Yes” response to the “SEC Rule 415” question. You must also provide the reason Rule 415 applies to your offering.

This screenshot shows the expanded section for "D5" (Does SEC Rule 415 apply? Yes, No). Below it is a sub-section "D5.A" (Why does SEC Rule 415 apply?) with radio button options: IPO and Resale, Continuous Offering Pursuant to SEC Rule 415(a)(1)(ix), Non-Shelf Warrants/Options, Resale (Firm Commitment), Resale (Have/Will Engage Members), Non-Resale (Have/Will Engage Members), and Other.

Time to move to the next section? You can click “Save” and scroll to the top of the screen to select the tab you want to work in, or you can click “Next” and be taken to the Parties tab.

The bottom navigation bar contains buttons for "<< Prev", "Check For Errors", "Submit Filing", "Save Deal", "Print Preview", and "Next >>".

## Parties

All participants in the offering should be entered in the “Parties” screen. The screen changes according to the radio button that has been selected. The Filer information is static, therefore, there is no need to save the screen.

Deal ID: 4959341

Details	Parties	Assoc/Affil/Conflicts	Compensation	Principles-Based Approach	Other
P1.1	* Filer:	<input type="radio"/> Member <input checked="" type="radio"/> Member Counsel <input type="radio"/> Issuer Counsel <input type="radio"/> Issuer			
P1.2	* Contact Name:	<input type="text" value="Anthony Carr"/>			
P1.3.B	* Law Firm Name:	<input type="text" value="J.P. MORGAN SECURITIES LLC"/>			
P1.3.D	Send review letters to this firm:	<input type="checkbox"/>			
P1.4	* Phone:	<input type="text" value="240-386-4623"/>			
P1.5	* Email:	<input type="text" value="finra@finra.org"/>			
P1.6	Address Lines:	<input type="text" value="9509 Key West Avenue"/>			
P1.7	Country:	United States			
P1.8	City:	Rockville			
P1.9	State/Province/Territory:	Maryland			
P1.10	Postal Code:	20850			
P1.11	Secondary Contact Name:	<input type="text"/>			
P1.12	Phone:	<input type="text"/>			
P1.13	Email:	<input type="text"/>			

To include additional parties to the filing, scroll down to “Add A Party To The Deal.”

**Add a Party to the Deal**

P2.1 \* Party:  Member  
 Issuer

P2.2.D Send review letters to this firm:

After the entry of each participant, click “Add Row.” A sample List of Party Members could look like the screen below. The Type column identifies the role of the participant.

List of Party Members				
#...	Type	Business Name	Participation	Letters
1	Issuer	Test Issuer		<input type="button" value="Delete"/>



## Assoc/Affil/Conflicts

If the answer to the Associations and Affiliations question is Yes, officers, directors or beneficial owners of 10 percent or more of any class of the issuer's equity and equity-linked securities, who are an associated person or affiliate of a participating member, must provide details in AA1.A.

### Associations and Affiliations

**AA1** \* Are there any officers, directors, or beneficial owners of 10% or more of any class of the issuer's equity and equity-linked securities who are an associated person or affiliate of a participating member (see [FINRA Rule 5110\(a\)\(4\)\(B\)\(iii\)](#))?  Yes  No  Defer

**AA1.A** \* Provide details:

If a Conflict of Interest exists, the nature of the conflict must be identified. Select each applicable box.

### Conflicts of Interest

**C1** \* Does a member participating in this offering have a conflict of interest, as defined in [FINRA Rule 5121\(f\)\(5\)](#)?  Yes  No  Defer

**C1.A** \* Select the nature of the conflict of interest from the list below (must select at least one):

- The issuer is a member participating in distributing its securities to the public.
- The issuer is an affiliate of the member or its associated persons (see [FINRA Rule 5121\(f\)\(1\)](#) and [5121\(f\)\(2\)](#)).
- The member, its affiliates and associated persons, in the aggregate will receive 5% or more of net proceeds in this offering.
- As a result of the public offering and any transactions contemplated at the time of the public offering:
  - the member will be an affiliate of the issuer,
  - the member will become publicly owned, or
  - the issuer will become a member or form a broker-dealer subsidiary.

**C1.B**  A QIU will participate in the offering pursuant to [FINRA Rule 5121\(a\)\(2\)](#).

Click "Save" and scroll to the top of the screen to select the tab you want to work on or click "Next" to be taken to the Compensation tab. You can also click "Previous" to go back to the Details, Parties or Securities screens.

<< PrevCheck For ErrorsSubmit FilingSavePrint PreviewNext >>

# Compensation

## Offering Proceeds

Enter proceeds, excluding the overallotment.

Provide an estimate of the maximum value for each item of underwriting compensation received or to be received from any source by the participating members (see [FINRA Rule 5110.01](#) and Notices [92-28](#) , [92-53](#) , [04-13](#) and [20-10](#) ). Participating members must comply with the disclosure requirements of [FINRA Rule 5110\(b\)](#) .

Maximum  
Comp1.A Offering Proceeds:

\* The Offering Proceeds should exclude the overallotment option, securities to be received by the participating members, and any underlying securities (see [FINRA Rule 5110\(j\)\(13\)](#) ).

## Cash Compensation

Select drop down to add Underwriting Compensation.

Cash Non-Cash Summary Deal ID: 4959341

Cash1 Total Cash Compensation: 0.0000 % \$0  
Total Cash Compensation (rounded to two decimal points): 0.00 %

Underwriting Compensation	Description	%	\$
0 Row(s)			

Add Underwriting Compensation

Cash1.A \* Underwriting Compensation:  
Cash1.B Description:

- Discount
- Commission
- Participating Member's Counsel Fees and Expenses (except for reimb...
- Deferred Discount
- Deferred Commission
- Accountable Expenses
- Non-accountable Expenses (max 3%, exclude over-allotment)
- Finder's Fees
- Wholesaling Fees and Expenses
- Financial Consulting and Advisory Fees
- Consulting Expenses

Clear

Complete required fields and select Add Row.

Cash1      Total Cash Compensation: Maximum 5.0000 % \$2,000,000  
Total Cash Compensation (rounded to two decimal points): 5.00 %

Cash1 \* **Underwriting Compensation**

Underwriting Compensation ▲	Description	%	\$	
Non-accountable Expenses (max 3%, exclude		2.0000 %	\$800,000	Delete
Discount		3.0000 %	\$1,200,000	Delete

2 Row(s)

**Add Underwriting Compensation**

Cash1.A \* Underwriting Compensation:

Cash1.B Description:

Add Row Clear

## Non-Cash Compensation

Cash	<b>Non-Cash</b>	Summary
------	-----------------	---------

**NC1** \* Will any participating member receive a right of first refusal (see [FINRA Rule 5110.01\(a\)\(9\)](#) and [FINRA Rule 5110\(g\)\(5\)-\(7\)](#))?  Yes  No

**Right Of First Refusal**

**NC1.A**  Right  Waiver/Termination

**NC2** \* Were any common or preferred stock, options, warrants, or other equity securities, including debt securities convertible to or exchangeable for equity securities, beneficially owned by a participating member acquired or will be acquired during the review period (see [FINRA Rule 5110\(j\)\(20\)](#) for the definition of "Review Period")?  Yes  No

**Note:** For FINRA to consider excluding an acquisition from underwriting compensation pursuant to [FINRA Rule 5110.02, 5110.03 or 5110.04](#), enter details in the "Principles-Based Approach" screen and not in the "Compensation - Non-Cash" screen.

---

**Acquisitions**

**NC2.A**

Name	Firm Name	Lock-up	5110(d)	%
0 Row(s)				

**Add a Row for Each Acquisition**

**NC2.A.1** \* Securities acquired/to be acquired by?  Entity  Person  Member

**NC2.A.2** \* Name:

**NC2.A.3** \* Firm Name:

CRD:

**NC2.A.4** \* Provide a description of the securities acquisition, including but not limited to (if applicable), the amount of securities acquired, the price paid for the securities, the exercise price of the securities and the date of the acquisition. If the acquisition is in the form of a unit, provide details of the terms of the underlying securities.

**NC2.A.5** \* Can the acquisition(s) be excluded from underwriting compensation pursuant to [FINRA Rule 5110\(d\)](#)?  Yes  No

---

**NC3** \* To the extent permissible under [Reg BI](#), will any member or associated person directly or indirectly accept or make payments or offers of payments of any non-cash compensation (see [FINRA Rule 5110\(f\)](#))?  Yes  No

**Non-Cash Compensation**

Calculation Method:  Percent (%)  Amount (\$)

	Percent	Amount
<b>NC3.A</b> Aggregate Value:	<input type="text"/>	\$0

Compensation Tab - Non-Cash Sub-tab: Your total dollar (\$) value must be greater than 0.

**NC3.C** \*  Non-cash compensation, such as gifts, training and education expenses, sales incentives and business entertainment expenses will comply with [FINRA Rule 5110\(f\)](#).

If a right of first refusal will be received by a FINRA member as compensation, the following information is required.

NC1 \* Will any participating member receive a right of first refusal (see [FINRA Rule 5110.01\(a\)\(9\)](#) and [FINRA Rule 5110\(g\)\(6\)-\(7\)](#))?  Yes  No

**Right Of First Refusal**

NC1.A  Right  Waiver/Termination

If any of the listed securities are acquired during the review period, please answer as required. If 'Yes' is selected, please input the required fields to add to the list of acquisitions.

NC2 \* Were any common or preferred stock, options, warrants, or other equity securities, including debt securities convertible to or exchangeable for equity securities, beneficially owned by a participating member acquired or will be acquired during the review period (see [FINRA Rule 5110\(j\)\(20\)](#) for the definition of "Review Period")?  Yes  No

**Note:** For FINRA to consider excluding an acquisition from underwriting compensation pursuant to [FINRA Rule 5110.02, 5110.03 or 5110.04](#), enter details in the "Principles-Based Approach" screen and not in the "Compensation - Non-Cash" screen.

**Acquisitions**

NC2.A

Name ^	Firm Name	Lock-up	5110(d)	%
0 Row(s)				

**Add a Row for Each Acquisition**

NC2.A.1 \* Securities acquired/to be acquired by?  Entity  Person  Member

NC2.A.2 \* Name:

NC2.A.3 \* Firm Name:

CRD:

NC2.A.4 \* Provide a description of the securities acquisition, including but not limited to (if applicable), the amount of securities acquired, the price paid for the securities, the exercise price of the securities and the date of the acquisition. If the acquisition is in the form of a unit, provide details of the terms of the underlying securities.

NC2.A.5 \* Can the acquisition(s) be excluded from underwriting compensation pursuant to [FINRA Rule 5110\(d\)](#)?  Yes  No

If any non-cash compensation is present based on the required question, please input the value based on the options given. The total dollar value must be greater than zero (0) to proceed.

**NC3** \* To the extent permissible under [Reg BI](#) , will any member or associated person directly or indirectly accept or make payments or offers of payments of any non-cash compensation (see [FINRA Rule 5110\(f\)](#))?  Yes  No

**Non-Cash Compensation**

Calculation Method:  Percent (%)  Amount (\$)

	Percent	Amount
<b>NC3.A</b> Aggregate Value:	<input type="text"/>	\$0

**NC3.C** \*  Non-cash compensation, such as gifts, training and education expenses, sales incentives and business entertainment expenses will comply with [FINRA Rule 5110\(f\)](#).

**Compensation Tab - Non-Cash Sub-tab: Your total dollar (\$) value must be greater than 0.**

If you need to request help from the FINRA staff, contact the POR Assignee reviewing your filing.

## Summary

The Summary screen provides a snapshot of all Underwriting Compensation to be received by members and related persons.

The screenshot shows a software interface with tabs for 'Cash', 'Non-Cash', and 'Summary'. The 'Summary' tab is active. It displays the following information:

- Total Compensation:** 5.0000 % **Maximum \$2,000,000**
- Total Compensation (rounded to two decimal points):** 5.00 %
- Summary of Underwriting Compensation** (Summ 1.A):

Underwriting Compensation	Description	%	\$
Non-accountable Expenses (max 3%, exclude o		2.0000 %	\$800,000
Discount		3.0000 %	\$1,200,000
Gifts, B&E, T&E, Sales Incentives		0.0000 %	\$0

## Principles-Based Approach

If the participating members requesting that FINRA consider excluding an acquisition from underwriting compensation pursuant to FINRA rule 5110.02, 5110.03 or 5110.4, then select the applicable fields and add to the List of Acquisitions.

The screenshot shows the 'Principles-Based Approach' screen with a 'Deal ID: 4977137' in the top right. It includes the following sections:

- Principles-Based Approach**
  - PB1:** Are the participating members requesting that FINRA consider excluding an acquisition from underwriting compensation pursuant to [FINRA Rule 5110.02](#), [5110.03](#) or [5110.04](#)?  Yes  No
  - PB2:** List of Acquisitions
 

Type of Approach	Name	Firm Name
0 Row(s)		
  - Add an Acquisition**
    - PB2.A:** Securities acquired/to be acquired by?  Entity  Person  Member
    - PB2.B:** Name:
    - PB2.C:** Firm Name:
    - PB2.D:** CRD:
    - Type of Principles-Based Approach Requested:**
      - 5110.02 Venture Capital Transactions and Significantly Delayed Offerings
      - 5110.03 Underwriting Compensation Securities Acquired Other than from the Issuer
      - 5110.04 Underwriting Compensation Resulting from Issuer Directed Sales Programs

Buttons for 'Add Row' and 'Clear' are located at the bottom right of the 'Add an Acquisition' section.

If radio dial 5110.02 is selected for the Type of Principle-Based Approach Requested, then select each additional question that will be shown.

**Add an Acquisition**

**PB2.A** \* Securities acquired/to be acquired by?  Entity  Person  Member

**PB2.C** \* Firm Name:

CRD: 8209

**PB2.D** \* Type of Principles-Based Approach Requested:

- 5110.02 Venture Capital Transactions and Significantly Delayed Offerings
- 5110.03 Underwriting Compensation Securities Acquired Other than from the Issuer
- 5110.04 Underwriting Compensation Resulting from Issuer Directed Sales Programs

**PB2.D.1** \* Can the acquisition(s) be excluded from underwriting compensation pursuant to FINRA Rule 5110(d)?  Yes  No

**Securities Acquisitions Excluded From Underwriting Compensation ( [FINRA Rule 5110\(d\)\(1\)-\(4\)](#) )**

**PB2.D.1.A** Exclusion:

- 1. Purchases and Loans by Certain Affiliates
- 2. Investments in and Loans to Certain Issuers
- 3. Private Placements with Institutional Investors
- 4. Co-Investments with Certain Regulated Entities

**PB2.E** Submit a non-SEC filed document in the "Details" tab under item D3 that provides the following information for each transaction:

- (1) a description of the transaction;
- (2) details of the factors described in [FINRA Rule 5110.02](#) , [FINRA Rule 5110.03](#) , and [FINRA Rule 5110.04](#) , as applicable; and
- (3) any other relevant factors and circumstances that FINRA should consider.

If radio dials for 5110.03 or 5110.04 are selected, then submit a document via the non-SEC filed documents area in the Details tab providing the required information requested for each transaction.

**Add an Acquisition**

**PB2.A** \* Securities acquired/to be acquired by?  Entity  Person  Member

**PB2.C** \* Firm Name:

CRD: 8209

**PB2.D** \* Type of Principles-Based Approach Requested:

- 5110.02 Venture Capital Transactions and Significantly Delayed Offerings
- 5110.03 Underwriting Compensation Securities Acquired Other than from the Issuer
- 5110.04 Underwriting Compensation Resulting from Issuer Directed Sales Programs

**PB2.E** Submit a non-SEC filed document in the "Details" tab under item D3 that provides the following information for each transaction:

- (1) a description of the transaction;
- (2) details of the factors described in [FINRA Rule 5110.02](#) , [FINRA Rule 5110.03](#) , and [FINRA Rule 5110.04](#) , as applicable; and
- (3) any other relevant factors and circumstances that FINRA should consider.



Select Add Row to add acquisition to the List of Acquisitions and repeat for each additional acquisition.

**Principles-Based Approach**

**PB1** \* Are the participating members requesting that FINRA consider excluding an acquisition from underwriting compensation pursuant to [FINRA Rule 5110.02](#) , [5110.03](#) or [5110.04](#) ?  Yes  No

**PB2** \* **List of Acquisitions**

Type of Approach ^	Name	Firm Name	
5110.02		MORGAN STANLEY & CO. LLC	Delete

1 Row(s)

**Add an Acquisition**

**PB2.A** \* Securities acquired/to be acquired by?  Entity  Person  Member

**PB2.B** \* Name:

**PB2.C** \* Firm Name:

CRD:

**PB2.D** \* Type of Principles-Based Approach Requested:

5110.02 Venture Capital Transactions and Significantly Delayed Offerings

5110.03 Underwriting Compensation Securities Acquired Other than from the Issuer

5110.04 Underwriting Compensation Resulting from Issuer Directed Sales Programs

Add Row Clear

## Other

The “Other” screen captures additional information that may or may not be pertinent to your offering. The screen will be slightly different based on the “Distribution Method” and “Offering Type” entered in the “Parties” screen.

Details Parties Assoc/Affil/Conflicts Compensation Principles-Based Approach **Other**

**Unreasonable Terms and Arrangements**

OTH1 \*  The underwriting terms and arrangements will be in compliance with [FINRA Rule 5110\(g\)](#).

**Debt Securities and Derivative Instruments**

OTH2  Non-convertible or non-exchangeable debt securities, or derivative instruments, were or will be acquired in a transaction related to the public offering and a registered principal or senior manager of the participating member has determined that the transaction was or will be entered into at a fair price (see [FINRA Rule 5110\(a\)\(4\)\(B\)\(iv\)](#) and [FINRA Rule 5110.06](#)).

OTH2A \* Provide a description of the acquisition(s).






## Issues/Letters

Issues/Letters is a feature that will allow the FINRA staff to identify and communicate Compliance and Regulatory issues, and provide the external filers the ability to respond directly to any comments issued. This will eliminate any confusion regarding what comment the external filer is responding to.



Deal ID: 5219818 Issuer Name: Test Issuer

Review Manager Communications

Letter ID:      

## Fee Calculation

The Corporate Financing Department requires payment of the filing fee at the time an offering is submitted to FINRA. The filing fee is calculated based on the PMAOP entered in the Details screen and is displayed at the bottom of each screen. If you are submitting the filing fee by wire transfer, please include the Issuer Name and Deal ID with the payment.

**Amount Due for this Filing: \$8,000.00** [More Info](#)

Clicking on More Information will provide the detailed fee calculation and wire instructions.

### Fee Calculation

Gross PMAOP:	\$50,000,000.00
Initial Fee:	\$500.00
Current Total Fees this Filing:	\$8,000.00
Amount Due:	\$8,000.00

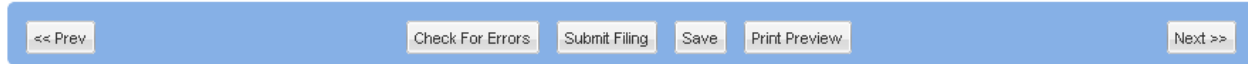
### Payment Method: Wire

Beneficiary Bank:	Bank Of America
Beneficiary Bank Address:	100 West 33rd Street, New York, NY 10001
Beneficiary Name:	FINRA
Beneficiary Account Number:	226005684771
Wire ABA Number:	026009593
Foreign Payment Code:	BOFAUS3N (This code may be required for firms to send funds from a foreign or international bank account to FINRA)
Reference Number:	You must provide the Issuer Name as it appears on the offering document and add the prefix POS to the assigned Deal ID (i.e., POS-56789).

[Hide Payment Info](#)

## Submitting Your Filing

After you have completed entry of your offering information, you can click “Submit Filing” or “Check For Errors” to see if you omitted anything.



Upon the successful submission of your form, you will see the following notification, and you will have the option to print it for your records. Right mouse click to enable the print function.

✓ Your form was submitted to FINRA successfully. Please print this form now if you wish to retain a copy for your records. Deal ID: 5219818

Submitted By: cobra79  
Submitted Date: Wed Sep 02 18:04:07 EDT 2020

**FINRA** Public Offering: Deal

Issuer Name: **Test Issuer**  
Anticipated Pricing or Effective Date: **09/16/2020**  
Type: **Corporate**

Deal ID: **5219818**

## Investment Programs (IP)

You are required to identify your “Offering Type” in the “Details” screen. If you select Investment Program, you are required to select the “Type of IP.” If you select Direct Participation Program, you are also required to provide the “Type of DPP.” No additional information is required if you select Unlisted Real Estate Investment Trust.

**D4** \* Offering Type:  Corporate  Investment Program (IP)

**D4.B.1** \* Type of IP:  Direct Participation Program (DPP)  Unlisted Real Estate Investment Trust (REIT)

**D4.B.2** \* Type of DPP:

**D6** \* Does SEC Rule 415 apply?  Yes  No

**D6** \* Distribution Method:  Firm Commitment  Best Efforts  Best Efforts (Drip Only)  Best Efforts (Min/Max)  Best Efforts (Max/Drip)  Best Efforts (Min/Max/Drip)

**D7** \* Initial Public Offering:  Yes  No

**D8** \* Deal Characteristics:  Business Development Company  Regulation A, Tier 1  Digital Assets  Regulation A, Tier 2  Blank Check/Blind Pool/Other Acquisition Vehicle  None of the Above

See the “Parties,” “Principles-Based Approach,” and “Other” sections of the User Guide for a description of entering information in those screens.

## Compensation

In the review of affiliated programs, the filer is required to provide a reasonable allocation of the non-transaction-based compensation (NTBC) for registered representatives.

### Distribution Arrangements

If an issuer is directly or indirectly affiliated with a FINRA member, please select one of two options required. If 'Yes' is selected, please answer the subsequent fields.

Distribution Arrangements		Non-Cash	Underwriting Comp	Issuer Costs	Summary
DA1	* Is the issuer directly or indirectly affiliated with a participating FINRA member?				<input checked="" type="radio"/> Yes <input type="radio"/> No
DA1.A.2	* Number of Months to Reach Maximum:				<input type="text"/>
DA1.B	Registered Representatives, All-In Non-Transaction Based Compensation:				
<b>Note: Exclude registered representatives that meet the clerical/ministerial or De Minimis exceptions. Refer to FINRA Rule 2310(b)(4)(C)(ii).</b>					
		<b>Max Annual \$</b>	<b>Allocation at Max</b>	<b>Max %</b>	
DA1.B.1	Retail:	<input type="text"/>	\$0	0.0000 %	
DA1.B.2	Wholesale:	<input type="text"/>	\$0	0.0000 %	

The information entered in the “Add A Dual Employee” grid will feed into the List of Dual Employees.

DA1.C
List of Dual Employees

Name ▲	Type	Max (U/W Comp)	Max (Issuer)
0 Row(s)			

Add a Dual Employee
▲

**Note: Exclude registered representatives that meet the clerical/ministerial or De Minimis exceptions. Refer to FINRA Rule 2310(b)(4)(C)(ii).**

DA1.C.1 \* Type:

Registered    To Be Hired / Pending Registration

DA1.C.2 \* Name:

DA1.C.3 \* Employed By:

DA1.C.4 \* Annual Salary

DA1.C.5 \* Expenses?

Yes    No

DA1.C.6 \* Other?

Yes    No

DA1.C.7 \* B/D Position or Title:

DA1.C.8 \* B/D % Allocation:

DA1.C.9 \* B/D % Allocation for this Offering:

DA1.C.10 \* Employed By:

Issuer  
 Affiliate

DA1.C.11 \* Issuer Position or Title:

DA1.C.12 \* Issuer % Allocation:

DA1.C.13 \* Allocate to:

Retail  
 Wholesale

	Maximum
NTBC Retail:	\$0
NTBC Issuer Cost:	\$0

Add Row   Clear

Page | 31

Filers will be required to state whether unregistered officers, directors or employees of an issuer are participating in the solicitation, marketing, distribution or sales activities of an IP, and whether the individuals identified meet the safe harbor provisions of SEC Rule 3a4-1.

**DA2** \* Are there any persons who will participate in the solicitation, marketing, distribution or sales of this offering **who are not** registered with a FINRA member?  Yes  No

**DA2.A** \* **List of Unregistered Persons**

Name	Title	Employed By	Describe Activities	Safe Harbor?
------	-------	-------------	---------------------	--------------

0 Row(s)

**Add an Unregistered Person**

**DA2.A.1** \* Name:

**DA2.A.3** \* Employed by:

**DA2.A.4** \* Position or Title:

**DA2.A.5** \* Describe Activities:

**DA2.A.6** \* Meets SEC Rule 3a4-1 Safe Harbor?  Yes  No

Add Row Clear



## Underwriting Comp

The following grid can also be used to add items of value to the compensation screen.

The screenshot shows the 'Underwriting Comp' tab selected. It displays summary information for 'UW1' and a table of securities.

**UW1** Total Underwriting Compensation: **Maximum** 0.0000 % \$0  
 Total Underwriting Compensation (rounded to two decimal points): 0.00 %

**UW1** Summary of Underwriting Compensation

Underwriting Compensation	Type	%	\$
Securities		0.0000 %	\$0

When Add Row is clicked after populating the Additional Underwriting Compensation, the Underwriting Compensation is populated.

The screenshot shows the 'Additional Underwriting Compensation' form for 'UW2'. It includes fields for description, type, and value, along with radio buttons for calculation method and source of funds.

**UW2** Additional Underwriting Compensation

Underwriting Compensation	Description	Type	%	\$
0 Row(s)				

**UW2.A** \* Underwriting Compensation: Commission/Discount

**UW2.B** \* Source of Funds:  General Partner  Proceeds  Sponsor  Other

**UW2.B.1** Describe the source of funds:

**UW2.C** \* Type:  Wholesale  Retail

**UW2.D** Description:

**UW2.E** Calculation Method:  Percent (%)  Amount (\$)

**UW2.E.1** \* Value: **Percent** 0.0000 % **Amount (\$)** 10d

## Issuer Costs

Issuer Costs are added through entry in the Issuer Cost grid. Each field noted with a red asterisk must be populated. Add Row must be clicked after each entry to feed into the “Summary of Issuer Costs.”

Distribution Arrangements   Non-Cash   Underwriting Comp   **Issuer Costs**   Summary

**IC0**   **Total Issuer Costs:**   **Maximum**  
0.0000 %   \$0  
**Total Issuer Costs**  
**(rounded to two decimal points):**   0.00 %

**IC1**   Summary of Issuer Costs

Issuer Cost	%	\$
-------------	---	----

**IC2**   **Additional Issuer Costs**

Issuer Cost ▲	%	\$	
---------------	---	----	--

0 Row(s)

**Add Issuer Cost**

**IC2.A**   \* Issuer Cost:  

**IC2.B**   \* Source of Funds:    General Partner  
 Proceeds  
 Sponsor  
 Other

**IC2.D**   Description:  

**IC2.E**   Calculation Method:    Percent (%)    Amount (\$)

	Percent	Amount (\$)
<b>IC2.E.1</b> * Value:	<input type="text"/>	\$0

Add Row   Clear

## Summary

The Summary compensation screen provides a snapshot of all proposed compensation, including Distribution Arrangements, Non-Cash Compensation, Total Underwriting Compensation and Issuer Costs.

Distribution Arrangements   Non-Cash   Underwriting Comp   Issuer Costs   <b>Summary</b>			
Underwriting Compensation		Maximum	
<b>Retailing</b>			
1	Commission/Discount	0.0000 %	\$0
2	NTBC	0.0000 %	\$0
3	Marketing Fees	0.0000 %	\$0
4	Dealer Manager Fees	0.0000 %	\$0
5	Non-Accountable Expenses	0.0000 %	\$0
6	Due Diligence	0.0000 %	\$0
7	Other	0.0000 %	\$0
Total Retailing		<b>0.0000 %</b>	<b>\$0</b>
Total Retailing (rounded to two decimal points)		<b>0.00 %</b>	
<b>Wholesaling</b>			
8	Commission/Discount	0.0003 %	\$100
9	NTBC	0.0000 %	\$0
10	Marketing Fees	0.0000 %	\$0
11	Dealer Manager Fees	0.0000 %	\$0
12	Non-Accountable Expenses	0.0000 %	\$0
13	Due Diligence	0.0000 %	\$0
14	Other	0.0000 %	\$0
Total Wholesaling		<b>0.0003 %</b>	<b>\$100</b>
Total Wholesaling (rounded to two decimal points)		<b>0.00 %</b>	
<b>Other Underwriting Compensation</b>			
15	Legal Expenses	0.0000 %	\$0
16	Securities	0.0000 %	\$0
17	ROFR	0.0000 %	\$0
18	Gifts, B&E, T&E and Sales Incentives	0.0000 %	\$0
Total Other Underwriting Compensation		<b>0.0000 %</b>	<b>\$0</b>
Total Other Underwriting Compensation (rounded to two decimal points)		<b>0.00 %</b>	
<b>Total Underwriting Compensation</b>		<b>0.0003 %</b>	<b>\$100</b>
Total Underwriting Compensation (rounded to two decimal points)		<b>0.00 %</b>	
<b>Issuer Costs</b>		<b>Maximum</b>	
19	NTBC	0.0000 %	\$0
20	Non-Cash - Training & Education	0.0000 %	\$0
21	SEC Registration Fee	0.0000 %	
22	FINRA Fee	0.0000 %	
23	Legal	0.0000 %	
24	Printing	0.0000 %	
25	Accounting	0.0000 %	
26	Blue Sky Expenses	0.0000 %	
27	Advertising and Sales	0.0000 %	
28	Literature	0.0000 %	
29	Due Diligence	0.0000 %	
30	Other	0.0000 %	
Total Issuer O&O		<b>0.0000 %</b>	<b>\$0</b>
Total Issuer O&O (rounded to two decimal points)		<b>0.00 %</b>	
<b>Total O&amp;O</b>		<b>0.0003 %</b>	<b>\$100</b>
Total O&O (rounded to two decimal points)		<b>0.00 %</b>	

## Shelf Filings

The Shelf Filing process has been streamlined to one screen accepting Base or WKSJ filings. Takedowns are no longer required to be filed with the Department.

## Base/WKSI Filing

To create a Shelf Filing, select Create Shelf.

The screenshot shows the 'Deals Cabinet' interface. At the top, there are three buttons: 'Create Deal', 'Create Shelf' (highlighted with a red box), and 'Transfer Deal'. Below the buttons, there is a search bar and a list of deals. The first deal is 'QA - COBRA-10112 Corporate Limited Review' with Deal ID: 4806068 and Filing ID: 2020-07-16-4806068. The second deal is 'QA - COBRA-9998 Corporate'. On the left, there is a 'Refine the results:' section with a 'Version Status' filter. The 'Cleared (332)' option is selected.

Enter the SEC Registration Number and select "Add Issuer." The Issuer Name, Address Line 1, City and Postal Code will populate for you. You must complete the required fields marked with an \*.

The screenshot shows the 'FINRA Public Offering: Create Shelf Filing' form. The deal ID is 5219821. The form includes the following fields:

- \* SEC Registration Number: 333-233690 (with an 'Add Issuer' button)
- Issuer Name: DSG Global Inc.
- Address Line 1: SUITE 312-2630 CROYDON DRIVE
- Address Line 2: (empty)
- City: SURREY
- State/Province/Territory: British Columbia
- Postal Code: V3Z 6T3
- Country: Canada
- Phone: 8775898806
- Filer Name: Diep, Michael
- Filer Firm Name: J.P. MORGAN SECURITIES LLC (79)
- \* Is this a Well-Known Seasoned Issuer (WKSJ)? Yes (selected) No
- \* Will an indeterminate amount of securities be offered at indeterminate prices? Yes No
- Amount Due for this Filing: \$500.00 (with a 'More Info' link)
- Fed Wire section:
  - \* FED Wire #: 987654k32
  - \* Re-enter FED Wire #: 987654k32
  - \* Fee Amount: 6500.00
  - \* Payment Date: 09/02/2020
  - Do you have multiple Fed Wires to enter? Yes No

At the bottom, there are buttons for 'Check For Errors', 'Submit', 'Save', and 'Print Preview'.

Select Submit after completing the required fields.

✓ Your form was submitted to FINRA successfully. Please print this form now if you wish to retain a copy for your records.

Submitted By: cobra79  
Submitted Date: Wed Sep 02 18:14:25 EDT 2020

## FINRA Public Offering: Create Shelf Filing

This form is only for registration statements filed with the SEC utilizing a "shelf" registration process.

Deal ID: 5219821

\* SEC Registration Number:   
[Click here to see filing on EDGAR](#)

Issuer Name: DSG Global Inc.

All Shelf filings are immediately cleared upon submission. The clearance letter can be found in the Issues/Letters section.

Cleared Deals ▾ Create Deal Create Shelf Transfer Deal Templates Resources ▾

Refine the results:  126 records found. [Export](#)  
Sort by: Status Date ▾

Clear All Save

**Version Status** ^

- Draft (2)
- Immediate C... (119)
- Submission ...

<b>ObsEva SA</b> Shelf Shelf Deal ID: 4981159 Filing ID: 2020-08-13-4981159	v1 Immediate Clearance as of 8/13/20	! Immediate Clearance TBD \$ Fee Info	<b>Issues/Letters</b> 0 0 0 Actions ▾
---	--	---	---

Click View to see the clearance letter.

## FINRA Welcome to FINRA

Deal ID: 5219821 Issuer Name: DSG Global Inc.

Review Manager **Communications**

**Letters/Notifications**

Letter Id	Date Sent	Letter Type	
Shelf NOL			
61269	2020 Sep 2	Shelf NOL	<b>View</b>

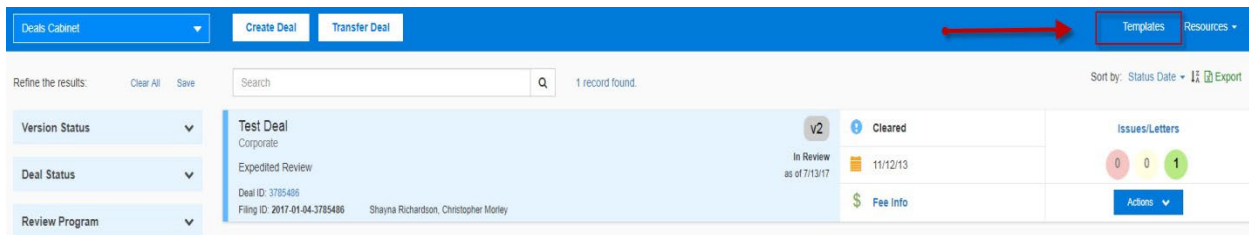
## Templates/Clones

This functionality of the Public Offering filing system that allows the filer to either create a template to assist in future submissions or clone a previously submitted offering.

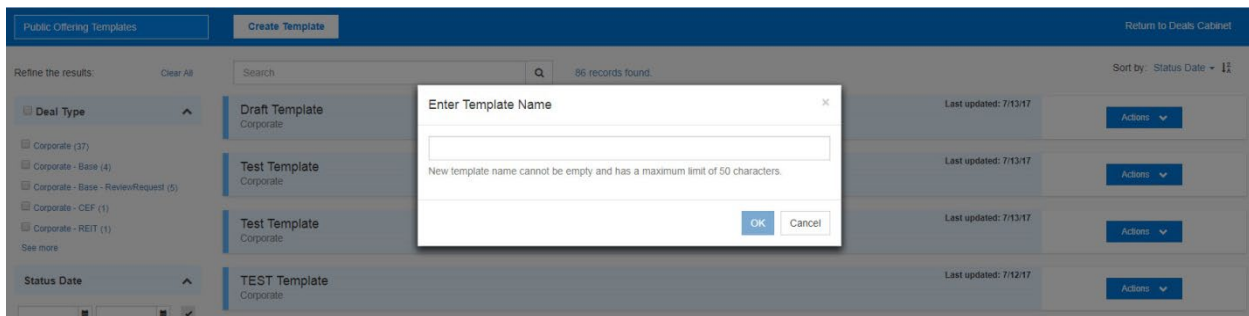
### Creating a Template from an Existing Deal

Create Template – Listed at the top right of the screen, this option allows you to create a template of an offering for future use. You can create a template from all existing deal types – including takedowns and follow-ons. Please note that all information, excluding the SEC registration number and attachments, from the previously submitted offering is carried over into the template and placed in the Template cabinet.

Select the deal that you would like to create a template from. Click the Actions menu button and select Create Template.



Next, you will be prompted to create a template name. Enter the name and click OK. Note: You can change this name later on within the template at any time, so you don't have to worry about picking the perfect name now.



The system will create a template with the name you chose, and place it in the template cabinet.

## Creating a Template from Scratch

You can also create a brand new template for future use. In the template cabinet, click the Create Template button.

Public Offering Templates | Create Template | Return to Deals Cabinet

Refine the results: Clear All Search 86 records found. Sort by: Status Date

Deal Type	Template Name	Last updated	Actions
Corporate (37)	Draft Template Corporate	7/13/17	Actions
Corporate - Base (4)	Test Template Corporate	7/13/17	Actions
Corporate - Base - ReviewRequest (5)	Test Template Corporate	7/13/17	Actions
Corporate - CEF (1)	TEST Template Corporate	7/12/17	Actions
Corporate - REIT (1)			

A new template form will be created. Enter the template name, edit the template data and click the Save Template button when finished. Templates can be edited in the same manner as a draft deal.

### FINRA Public Offering: Template

Issuer Name:  
Anticipated Pricing or Effective Date:  
Type:  
Deal ID: **NA**

Template Name:

**Details**

D1 \* Issuer Name:

D2 \* Has this offering been filed with the SEC (including confidential filings)?  Yes  No

D3 \* **Non-SEC Filed Documents**

Ver #	File	Submit Date
-------	------	-------------

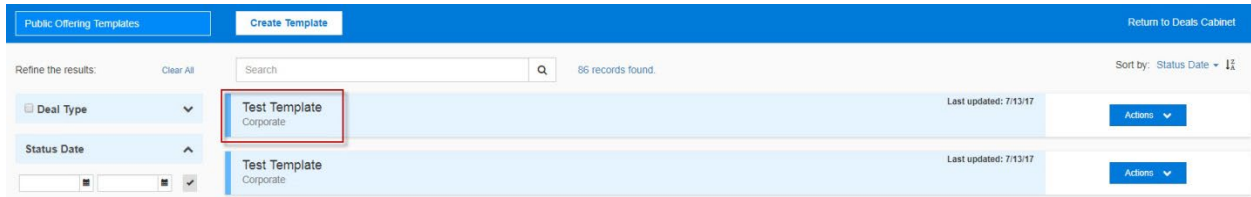
0 Row(s)

**Add Non-SEC Filed Documents**

D3.A \* Limit: 1 file(s).  No file chosen

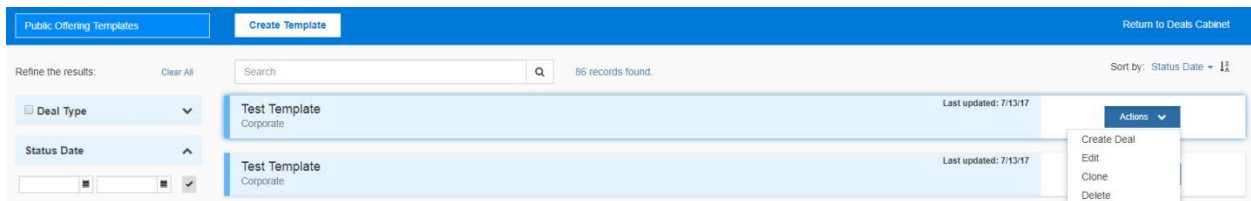
D3.B Submit Date

After saving the template, you can view it in the template cabinet.

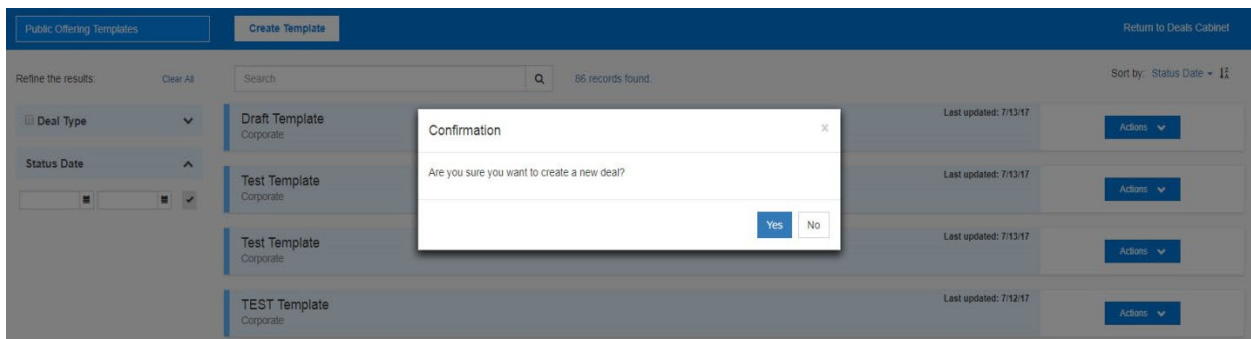


## Creating a Draft Deal from a Template

Select the template that you would like to create a new deal, and click the Create Deal button.



The system will ask you to click “Yes” or “No” for confirmation.



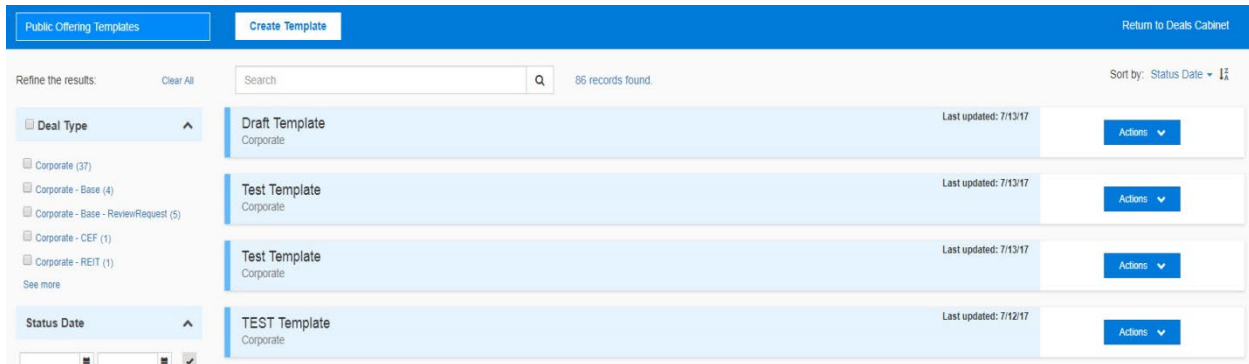
The newly created deal will appear in the deal cabinet.



## Creating a Clone

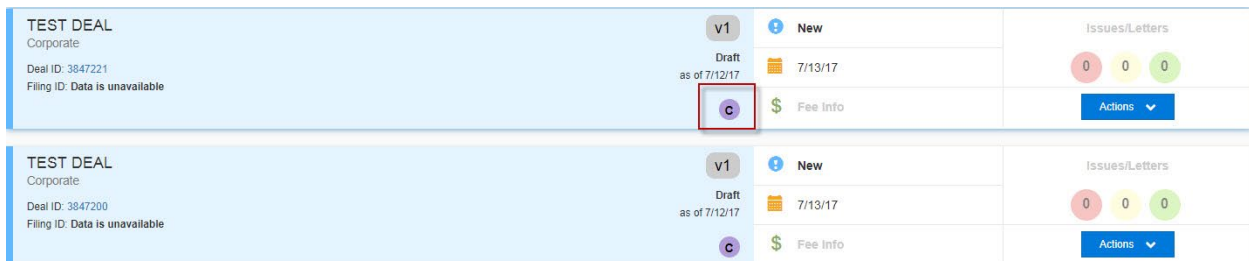
In addition to regular deals, you can create a clone from a takedown and follow-on deal. Please note that all information, excluding the SEC registration number and attachments, from the previously submitted offering is carried over into the duplicated filing and placed in the filing cabinet.

Select the deal that you would like to clone, and click the Actions menu button. The system will ask you to click “Yes” or “No” for confirmation.



Once completed, the cloned deal will appear in the deal cabinet with the same issuer name, but different Deal ID.

There will be a purple “C” icon next to the version status of the cloned deals to indicate that they are clones. This symbol will disappear if the deal moves to version 2 or higher. Placing your cursor over the C icon will trigger a “hover over” window that contains the Deal ID used to create the clone.



Select the Edit menu item from the Actions menu button. The cloned deal is a new draft deal that can be edited just like any other draft deal.

When the draft deal is opened, you will see all the data copied from the parent deal, except the SEC registration number and attachments. You will see an amber floating indicator of this deal's Deal ID, as well as the Deal ID from which this deal was cloned. This will help you distinguish between the deals when both forms are open.

Issuer Name: **Test Issuer**  
 Anticipated Pricing or Effective Date: **09/16/2020**  
 Type: **Corporate**  
 Deal ID: **5219827**

**Details** | Parties | Assoc/Affil/Conflicts | Compensation | Principles-Based Approach | Other

**D1** \* Issuer Name:

**D2** \* Has this offering been filed with the SEC (including confidential filings)?  Yes  No

**D2.A** \* Anticipated Pricing or Effective Date:    
 Anticipated  
 Actual

**D2.B** \* Is this an SEC confidential filing?  Yes  No

**D2.B.1** \* SEC Registration Number:

**D2.B.2** \* SEC CIK Number:

**D2.B.3** SEC Examiner Name:

**D2.B.4** SEC Examiner Phone Number:

**D2.C** \* **SEC/Other Reviewing Authority Information**

#	CF	Type	SEC Accession #	Filing Date...	PMAOP	SEC Link		
New (1 Item)								
1		S-1	0123456789-12-123456	09/16/2020	\$50,000,000	Invalid ...	<input type="button" value="Delete"/>	<input type="button" value="Clone"/>

## Delete All

The Delete All button is located in the D2.D and S3 sections of the filer form for version 1 of draft deals and templates. Clicking on this button will delete all of the data contained in that section.

#	CF	Description	Amend	Filing Date	PMAOP		
New (3 Items)							
2		TEST 2		10/30/2015	\$50,000	Delete	Clone
1		TEST 1		10/29/2015	\$20,000	Delete	Clone
3		TEST 3		10/26/2015	\$25,000	Delete	Clone

Delete All 3 Row(s)

## Quick Filing Tips

### Issuer Name:

D1 \* Issuer Name: ABC Long Term Opportunity Fund

Please enter the name of the Issuer exactly as it appears on the Registration Statement/Offering Document. Note that this field has a **40-character** limitation. If the "Issuer Name" exceeds the 40-character limitation, please abbreviate.

### Effective Date:

D2.A \* Anticipated Pricing or Effective Date:

Anticipated  
 Actual

If the offering has not been declared effective by the SEC prior to filing with FINRA, please enter the "Anticipated" date in D2.A and select "Anticipated." This date should reflect the date the issuer intends to seek effectiveness from the SEC. We encourage you to update this date if there are changes after your initial filing.

If the offering was declared effective by the SEC prior to filing with FINRA, please enter the "Actual" date in D2.A and select "Actual".

## SEC Filed Documents:

The table in section D2.C will be updated when all the document information is provided and “Add Row” is selected. When part of this information is entered incorrectly, the system will display the message “Invalid Link” when the document is entered.

**Add SEC/Other Reviewing Authority Information**

**D2.D.1** \* Filing Type:  Registration pursuant to SEC Rule(s) 429; 457(p); 415(a)(5) or (6)  
 Registration of additional securities pursuant to SEC Rule 462(b)  
 None of the Above

**Filing Information:**

**D2.D.2** \* SEC Registration Form:

**D2.D.3** \* SEC Accession Number:

Invalid CIK Number, Document Type, and/or Accession Number. Please check your data.

**D2.D.4** Description:

**D2.D.5** Amendment Number:

**D2.D.6** \* Filing Date:

**D2.D.7** \* Proposed Maximum Aggregate Offering Price (PMAOP), including any Overallotment Option:

Add Row Clear

For D2.C.1, there are three options to enter the proposed maximum aggregate offering price (PMAOP) and the documents filed with the SEC:

(a) Carried forward securities:

- Registration pursuant to SEC Rule(s) 429; 457(p); 415(a)(5) or (6)

If the registration includes securities **carried forward** from a previous registration statement, select this option. Provide the effective date and the amount of securities being carried forward from the previous registration statement. Please note that a reference to the SEC Rule(s) 429; 457(p); 415(a)(5) or (6) should be disclosed in the current offering document.

### Carried Forward Filing Information:

**D2.D.CF5** Previous Effective Date:

**D2.D.CF6** \* Amount Carried Forward:

(b) Increase in offering size:

- Registration of additional securities pursuant to SEC Rule 462(b)

If the issuer decides to increase the offering size pursuant to SEC Rule 462(b), please select this option. When this option is selected, provide the additional securities and the Previous Effective Date. When entering the Proposed Maximum Aggregate Offering Price (PMAOP), combine the previous and the new PMAOP.

**Additional Securities Information:**

<input type="radio"/> D2.D.AS2	* Number of Additional Securities:	<input type="text"/>
<input type="radio"/> D2.D.AS3	Previous Effective Date:	<input type="text"/>

(c) All other filings:

None of the Above

For any filing submitted to the SEC or any other reviewing authority that does not include carry forward securities or an increase in offering size (excluding pre-effective amendments), please select this option.

**Distribution Method:**

Depending on the type of filing and how the questions are answered in the “Details” screen of the system, the methods of distribution will vary slightly. For most offerings, the correct selection will be clear.

## Contact Information

Please contact the Corporate Financing Department Staff with any questions.

**Department Main Line**

240-386-4623

**Business Systems Support**

Martrella Caudle-Sanders, 240-386-4628

Anthony Carr, 240-386-4636

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