

# Corporate Action Management System

#### Welcome!

# What is the Corporate Action Management System?

The Corporate Actions Management system (CAM) is the new online system used by Issuers, ADR depositary banks, and other parties that provide notice of company-related actions pursuant to SEA Rule 10b-17 and FINRA Rule 6490. It is replacing the previous Electronic Issuer/ADR Company-Related Action Notification forms.

The CAM system provides a central case repository for all company-related action submissions and will support transaction-based workflow between the user and FINRA allowing a user to respond to additional requests for documentation.

# How will submitting a request for a company-related action change from how I do it now?

Old Notification Form	New Notification Form
Electronic Issuer Company-Related Action Notification Form	https://gateway.finra.org



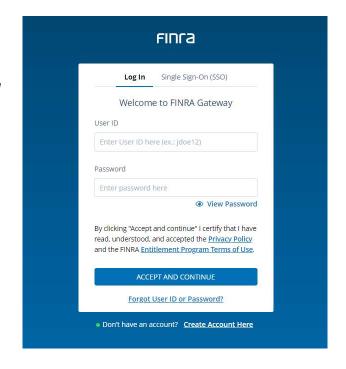
# Accessing the Site

# Step One: Create an Account on FINRA Gateway

Access to this secure site requires a login id and password. Individuals representing an issuer of a publicly traded OTC security can create an account by following the instructions below.

Existing users of the Electronic Issuer Company-Related Action Notification Form will use their same login credentials for the new CAM system. If you have forgotten your login id or password, follow the Forgot User ID or Password prompts on the bottom of the login page at <a href="https://gateway.finra.org">https://gateway.finra.org</a>.

Open Chrome (the supported browser) and type
 https://gateway.finra.org
 in the search bar and press enter. The FINRA login screen displays.



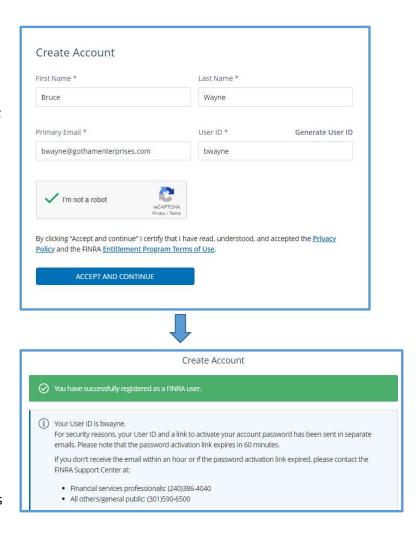
2. Click "Create Account Here" located at the bottom of the log in box. The Create Account box displays.



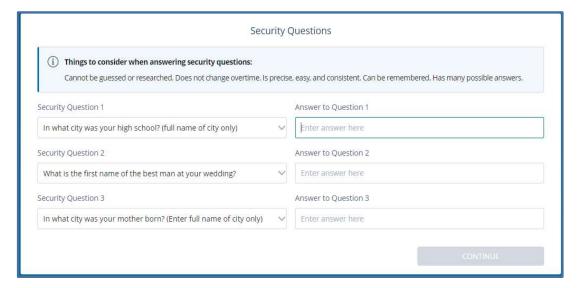
- 3. Complete all the fields.
- Click Accept and Continue; you will receive a confirmation box.

Note: If the User ID entered is already in use, you will be prompted to enter a unique ID- try again or click *Generate User ID* (above the User ID field) to receive a unique ID from the system.

5. A link to activate your account and your User ID will be sent in two separate emails. Follow the directions provided on the emails.

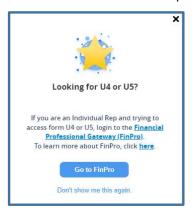


- 6. You will be prompted to set a new password-follow all password conventions as noted in the popup box.
- 7. Once a new password has been set, you must record the answers to three security questions. To choose a different security question, click the down arrow next to the question to select from the list. Populate the answers and click **CONTINUE**.





Your FINRA dashboard displays. If you see the below warning- click **Don't show me this again.** 



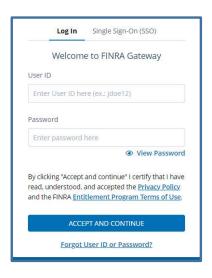
Your Gateway dashboard displays.



# Step Two-Log in to CAM

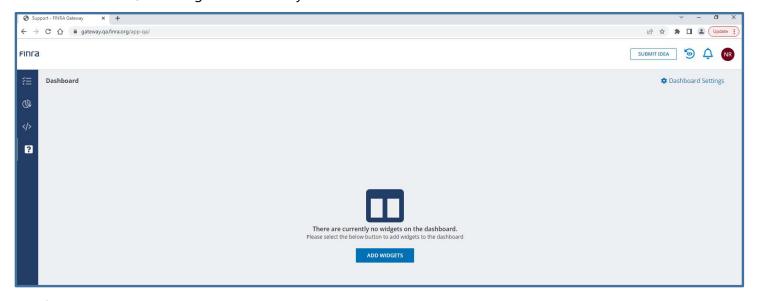
Once you have followed the procedures for Creating an Account (in <u>Step One</u>), you are ready to access the Corporate Action Management System.

- 1. Open Chrome (the supported browser) and type http://gateway.finra.org/ in the search bar and press enter. The FINRA login screen displays.
- 2. Type in your User ID and Password.
- 3. Click **Accept and Continue**. The Gateway Dashboard displays.



#### The Gateway Dashboard

The Gateway Dashboard hosts a variety of other FINRA applications- if you are already a user of the Gateway, your dashboard may be populated with other items. Select "Add Widgets" to add quick links to several corporate action-related links, including the OTCE Daily List.



#### **Notifications:**

FINRA will use the Notifications feature in the FINRA Gateway to notify CAM users of submission-related items that require attention, such as a new request for documentation, change in case status, etc. Notifications will be viewable on the web in the Notification Center and transmitted via email to the user. The FINRA button bar located

at the top of the dashboard features a notification button-



The button will display a number in red when you have messages.

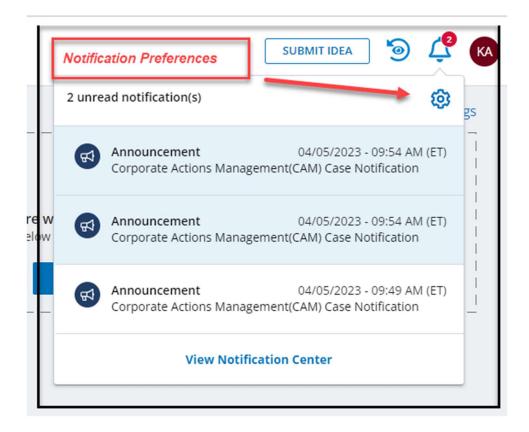
Click **Notifications** to see the number of the notifications.



Click View Notification Center to see new messages and a history of messages associated with your account.



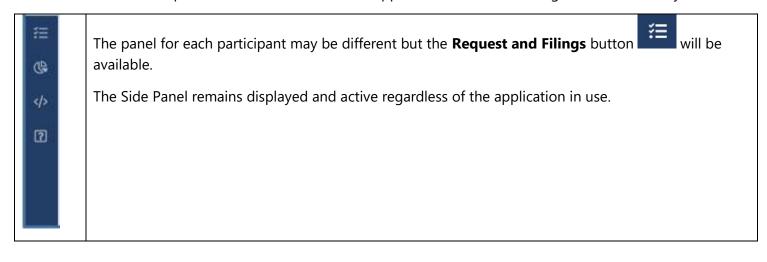
Users have the option to customize notification delivery within **Notification Preferences**.





# Side Panel Menu

The Side Panel features quick access buttons to various applications available through FINRA's Gateway.





# Requests and Filings

To access the Corporate Actions Systems from the Dashboard, click the Requests and Filings button



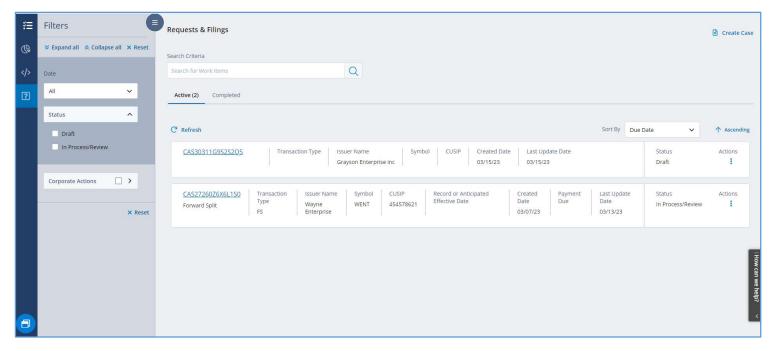
The Requests and Filings Home screen displays.

#### The Request & Filings Home Screen

Use the home screen to:

- ✓ View all cases submitted- both Active and Completed
- ✓ Download cases
- ✓ Use filters to search for Cases

- ✓ Open and work on draft cases
- ✓ Create a duplicate of a draft case
- ✓ Delete draft cases



#### Apply a Filter

Use the Filters panel to change the view of cases that display in the main grid.

Click Expand All Expand all to display all available filters.

#### The Date Filter:

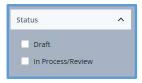
Click the down carat to display the full list of date filters. Click to select the filter you wish to apply.

Once selected, the **From** and **To** date fields will display-type the date in MM/DD/YYYY format **or** 

click the calendar to choose the correct date.

#### **Status Filter:**

Click the down carat to display the full list of status filters. Click to select the filter you wish to apply.



The cases that meet the filter criteria will be displayed.

The active filter will be displayed at the top of the list.

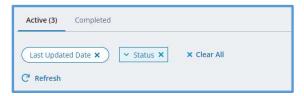


The cases that meet the filter criteria will be displayed. The active filter will be displayed at the top of the list.

#### Remove a Filter

- > To remove all the applied filters from the Request & Filings view, click X Clear All.
- > To remove an individual filter, click the X to the right of the filter type.

The view automatically refreshes.



#### Search the Worklist

In addition to filtering the worklist by date and status, you may also search the worklist by an alpha or numeric string of text using the Search Criteria feature. This feature supports full or partial searches on issuer name, symbol etc. Use it to search full or partial text related to any field displayed on the worklist.

Click in the **Search Criteria** box, located at the top of screen and type the letters or word you wish to search.

Click the **Search** button

The results matching that criteria will be displayed in the work list.



Note: You may combine filters from the Filter Panel with a Search Criteria.

#### Save View

Searches may be saved in CAM and added as a tab for easy use and reuse.

- 1. Perform the search you would like to save.
- 2. Click **Save View**, located above the worklist and to the far right of the screen.
- 3. The Save As New List dialog box displays. Type a name for your search.



4. Click **Save**. The named search now displays as a tab on the worklist. It will display each time the worklist is displayed.



5. Click the named search tab each time you wish the matching criteria to display.

#### **Delete View**

You may delete a saved search at any time.

Click on the saved search tab you wish to delete.

- 1. Click **Delete** located above the worklist and to the far right of the screen.
- 2. The Delete View dialog box displays.
- 3. Click **Delete**. The Search is deleted and no longer displays on the worklist.



# **Quick Tip for Saved Views**

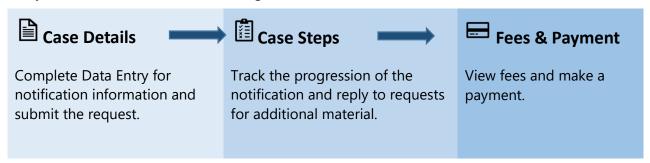
Use this feature to organize drafts for easy future access, to consolidate submissions for the same issuer, or to group other related submissions.



#### **CREATE A CASE**

A case is created for every company-related action notice that is submitted. It will be used to collect information and supporting documentation, communicate processing updates, and assess and collect applicable submission fees.

The life cycle of a case matures in three stages:



# **Completing Case Details**

From the FINRA Gateway Dashboard, click the Requests and Filings button from the side panel menu.

Click located in the upper right of the screen. The Data Entry form displays.

## Data Entry for Creating a Case:

The below seven sections must be populated and saved to complete Data Entry for a case.

Click the Form Instructions link located at the top of each form to display information on completing the form.

STEP	ACTION	
1	Company Info	
	Enter the requested details for the issuer of the security undergoing the company-related action(s).	
	<ul> <li>✓ Complete all Required fields – as denoted by an asterisk *.</li> <li>✓ Use the side bar scroll down to complete Reporting and Incorporation &amp; Compliance questions.</li> <li>✓ Click Next to proceed to Contact Info. You can also click on Contact Info to navigate to that screen.</li> </ul>	
2	Contact Info	
	Provide the name and contact information for the person who is submitting the filing and will be responding to requests for additional information.	
	<ul> <li>✓ Complete all Required fields – as denoted by an asterisk</li> <li>✓ Use the side bar scroll down to complete Address fields.</li> </ul>	

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✓ Click **Next** to proceed to Transaction Info. You can also click on Transaction Info to navigate to that screen.



#### **Transaction Info**

Select the appropriate transaction type(s) and provide the requested detail.

- ✓ On Transaction Type, click the down arrow and click to select the appropriate transaction. A Transaction Subtype field displays.
- ✓ On **Transaction Subtype**, click the down arrow and select the appropriate subtype from the list. The Transaction 1 form displays.
- ✓ Complete all Required fields as denoted by an asterisk \*.
   Click Next to save this content and move to Officers & Directors. You can also click on Officer & Director Info to navigate to that screen.

#### **Adding Additional Transactions**

- ✓ After the first transaction data is complete, click Add Transaction + Add Transaction, located at the top right of the screen. Transaction 2 is displayed at the bottom of this screen. You may need to scroll down to view it.
- ✓ Follow instructions above.
- ✓ Add as many Transactions as is appropriate for this notification.



#### **Officers & Directors**

Enter executive officers and members of the board, including CEO, CFO, COO, CIO, CLO, President, Treasurer, Secretary, Director, and Chairperson.

- ✓ Complete all Required fields for each person added as denoted by an asterisk \*.
- ✓ Use the side bar scroll down to complete Address fields.

Click **Add Person** to add someone else to the case. You may need to scroll down to begin entry of additional persons. Complete each entry as instructed above.

✓ When all staff have been added, click **Next** to save this content and move to Security Info. You can also click on Security Info to navigate to that screen.



#### **Security Info**

Provide the details of the security undergoing the company-related action(s).

- ✓ Complete all Required fields as denoted by an asterisk \*.
- ✓ Use the side bar scroll down to complete all the required information.
- ✓ Click **Next** to save this content and move to Transfer Agent. You can also click on Transfer Agent to navigate to that screen.



#### **Transfer Agent**

Provide the details of the transfer agent(s) responsible for processing the requested company-related action(s).



- ✓ Complete all Required fields as denoted by an asterisk \*.
   Use the side bar scroll down to complete all the required information.
- ✓ Click **Next** to save this content and move to the final data entry step of Certification & Signature. You can also click on Certification and Signature to navigate to that screen.



#### **Certification & Signature**

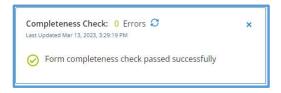
- ✓ Complete all Required fields as denoted by an asterisk \*.
- ✓ Click Submit to save the case and submit it to FINRA for review and processing.

#### **Completeness Check**

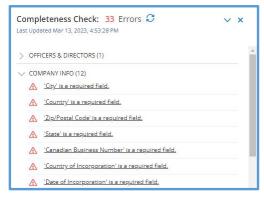
To confirm completion of all required fields, click **Completeness Check** Occasional located at the bottom left of all data entry forms.

The Completeness Check will review all seven form sections to ensure all required fields have been populated.

If the data entered is complete, the following message displays:



If required data is missing or incomplete on or more form sections, an error message displays with the specific form section(s) and field(s) that require review. Click the arrow to view what fields need to be completed. Click the hyperlink to go directly to the form section and field that has the error.





#### Completeness Check Quick Tip

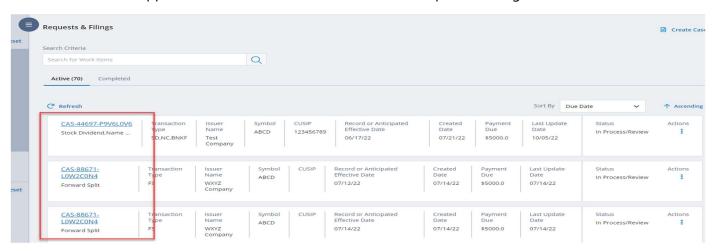
Use the completeness check at any time while completing the form to see what required fields are missing from your submission.



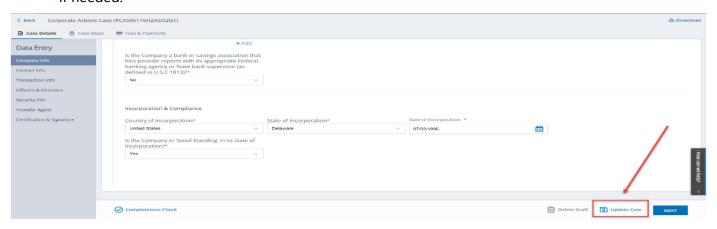
#### **Updating a Submitted Filing**

The CAM system allows users to update the details of their notification form after submission to ensure the record reflects the most accurate details of the company-related action. To edit a submitted filing:

1. Click on the applicable case number from the worklist to open the filing.



- 2. Edit each section and field, as needed.
- 3. To save changes, click **Update Case** at the bottom of the screen.
- 4. If you do not click **Update Case**, you will lose your changes.
- 5. PLEASE NOTE: changes to your form may impact the fees associated with your filing.
- Be sure to review Fees and Payments after updating your case to view updates to fees and submit payment, if needed.



#### **Case Status**

Each submitted case will have a status description to indicate the disposition of the case at any given time.

The statuses for an **Open** case are:

- **Information/Action Required:** Indicates FINRA is waiting for additional information from you in order to proceed with the review. Review your case steps and comments and respond accordingly.
- **In Process/Review:** Indicates FINRA is reviewing your submission and accompanying documentation and no further action is required by you at this time.

The statuses for a **Closed** case are:

- Withdrawn: Indicates the case has been closed without processing at the request of the submitter.
- **No OTCE Symbol:** Indicates the case has been closed without processing because no OTC security impacted by the company-related action.



- **Exchange Listed Security:** Indicates the case has been closed without processing because the security impacted by the company-related action is listed on an exchange.
- **Deficient:** Indicates the case has been closed without processing because it has been found deficient pursuant to FINRA Rule 6490.
- **Unresolved Deficiency:** Indicates the case has been closed without processing because the circumstances leading to a previous Deficiency finding pursuant to FINRA Rule 6490 remain unresolved.
- **Processing Completed Announced:** Indicates the case has been processed and the company-related action(s) announced.
- **Processing Completed Not Announced:** Indicates the case has been processed but there is no accompanying company-related action announcement.
- **Lapsed:** Indicates the case has been closed without processing because required documentation or information was not provided to FINRA in a timely manner.

# Working with Drafts

#### Create a Draft

Not ready to complete all the steps for case creation in one go? You may create a draft at any time during the case creation process.

Note: Be certain to use the Create Draft or Update Draft feature before logging out or timing out of the system.

#### Failure to Create Draft will result in loss of data!

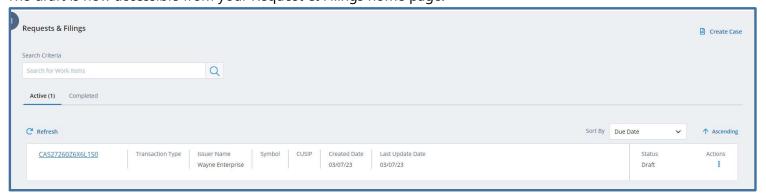
From any data entry form, click create Draft located in the top right corner of the form.

You will receive the confirmation dialogue box , then the current data entry form will display- but with the addition of a Corporate Actions Case number generated by the Corporate Actions System

Create Draft Case

Creating case file

The draft is now accessible from your Request & Filings home page.





#### **Update a Draft**

Each time you make changes to a draft, be sure to click **Update Draft** before closing out of the case or exiting the system. If you fail to update the draft, the most recent changes will **NOT** be saved.

If the system times you out due to inactivity- any information you entered since you last saved as draft will **NOT** be saved!

#### To Update a Draft:

Update Draft located in the bottom right corner of the form. 1. From any Data Entry info form, click Update Draft



#### Delete a Draft

recent changes.

You may delete any case that has the status of Draft.

for the Case you wish to delete and click delete From the Requests & Filings home screen, click **Actions** from the list.

Actions

#### **OR**

located on the bottom right of the screen. In an open case, from any Data Entry form, click The Actions pop-up menu displays:



The Confirm Delete Case dialog box displays. Click Yes. Once complete, the deleted case no longer displays in the Active tab of the Request & Filings Home screen.

#### **Duplicate Drafts**

To save time and effort, CAM provides the ability to copy draft Cases to the system.

You can create a draft with static information such as Company Info, Contact Info and Officers & Directors, to be duplicated each time a new case needs to be created.



#### Create a Duplicate Draft

I. From the Requests & Filings home screen, click **Actions** for the Case you wish duplicate. The Actions pop-up menu will display:



2. Click **Duplicate**. The *Confirm Duplicate Case box* displays. Click **Yes**. The *Duplicate Case box* displays. Once complete, the new duplicated case displays in the Active tab of the Request & Filings Home screen.



# Duplicate Drafts Quick Tip

For users that submit filings on a recurring schedule, use the draft feature as a "template" to save time on entering static data (company info, transfer agent, etc.) To submit from a saved draft, **first duplicate your saved draft**, then update with the details specific to your new filing and submit.

#### **Download & Print Case Details**

You may Print case info and download file attachments pertaining to cases.

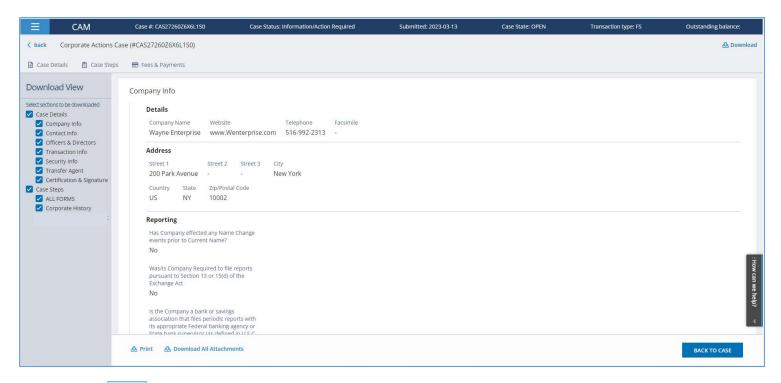
- 1. From the From the Requests & Filings home screen, click **Actions** for the Case you wish to download. The Actions pop-up menu displays.
- 2. Click Download.

OR

From any of the Data Entry forms, click **Download** located at the top right of the form window. The Download View screen displays.

3. By default, all Case details are selected. You can customize the contents of the download/print by Case Details, Case Steps and Fees and Payments as appropriate. Uncheck a box if you do not want to include it.





- 4. Click Print A Print, located at the bottom of the screen. The Print dialog box displays.
- 5. Confirm your print preferences and click **Print**. The Case selection is sent to the printer or PDF.

#### **Download Attachments:**

- 6. Click **Download Attachments** Download All Attachments located at the bottom of the screen. A pdf displays minimized on your computer's task bar.
- 7. Double click on the minimized file to open it and print or save.



# Case Steps

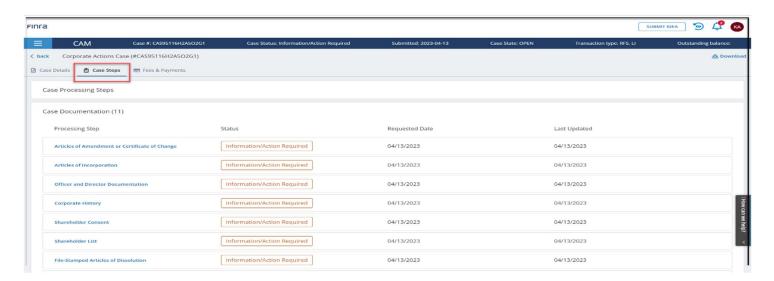
Use the Case Steps module to provide required supporting documentation and to respond to requests for additional information needed to process the filing.

# Working with Case Steps

#### **Viewing Case Steps**

Upon successful submission of a filing, a list of required steps will be added to the case under the Case Steps tab, if applicable. In addition to the steps added at case submission, Market Operations may add additional steps to clarify your submission's details. Note: not every transaction type will have required steps. Navigate to Case Steps to view the list of steps applicable to your submission.

Note: See Appendix A of this user guide for a list of commonly requested documents for each transaction type.



#### **Case Step Status**

Each step will have a Step Status that indicates whether action is required by you.

#### **Open** Step Statuses are:

- Information/Action Required: This status indicates that a step requires action from you. Review the step instructions and comments for more information.
- **Submitted:** This status indicates that you have provided a response to an open item, and it has been submitted for FINRA's review. No additional action is required by you at this time.

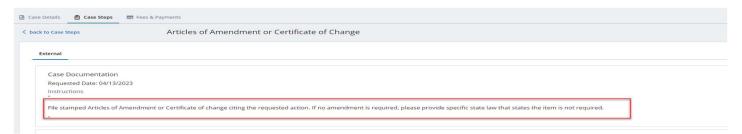
#### **Closed** Step Statuses are:

- **Review Complete:** Indicates that the step has been reviewed and closed by FINRA and no further action is required.
- Not Applicable: Indicates that no action is required.

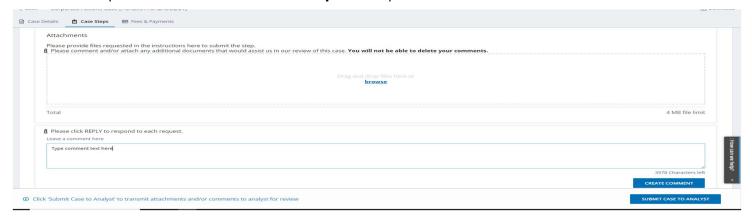


#### Responding to Case Steps

Click on each step to view the instructions and details of the step.



- 1. Drag and drop required documents into the Attachment section of the step or select **browse** to upload documents. Note: there is a 4.5 MB limit on an individual document upload.
- 2. To add a comment with additional information or clarification, enter comments in the text box and select **Create Comment**.
- 3. To submit the document and the comment to Market Operations, select "**Submit Step to Analyst**." This action will change the step status to "**Submitted**" and will be sent to Market Operations for review.
- 4. Upon receipt of the required documentation/information, Market Operations will close the step with the appropriate status.
- 5. If additional detail is needed by Market Operations, a comment will be added, the step status changed back to "Information/Action Required" and a notification will be sent to you. Monitor the status of your steps and respond to Information/Action Required steps, as needed.





### Case Steps Quick Tip

Be sure to monitor your notifications and case step statuses for updates and requests for additional information. Failure to respond to requests for documentation or information in a timely manner may result in a case being closed with a status of **Lapsed**.

# Fees and Payment

Use the Fees and Payments module to view fees associated with your submission and submit payment via credit card or ACH.



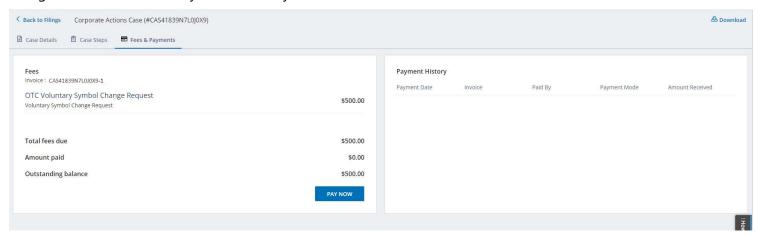
Note: You may also submit payment via wire. Contact Market Operations for wiring instructions.



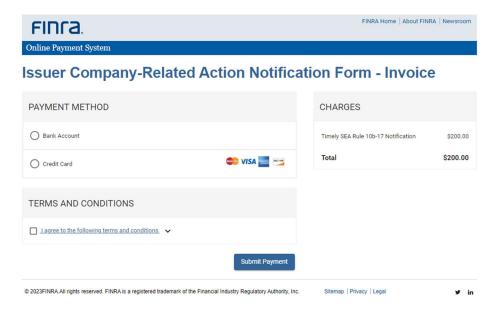
#### **Viewing Fees and Payments**

Upon successful submission of a filing, fees may be applied to your case, depending on the transaction(s) selected. For more information about fees associated with company-related actions, please see <u>FINRA Rule 6490.</u>

Navigate to the Fees and Payments tab of your case.



The display will include a fee line item for each fee-eligible transaction in your submission. Click Pay Now to be routed to FINRA's Online Payment System (OPAY) to submit payment via credit card or ACH.

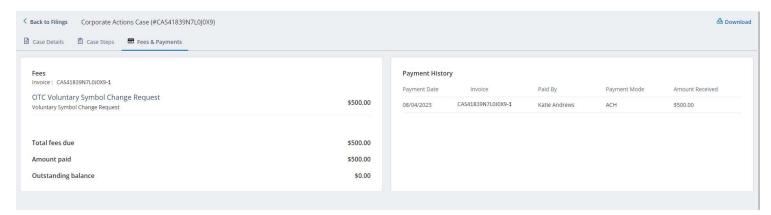


Upon successful submission of payment, a confirmation page will be displayed. To return to your case from the confirmation page, select "Click here to return to the Filing"





Successful payments will display in the Payment History in the case.





# Fees and Payments Quick Tips

Applicable fees are determined by the transaction type(s) and the event date associated with your transaction(s). The event date is typically the record date or anticipated effective date of your company-related action and is the date used to determine timeliness of notification. The fees associated with a case may change with subsequent updates to your notification form, such as changes to the transaction type(s), or changes to the event date(s) associated with your transaction(s). Be sure to review Fees and Payments after any update to your filing and remit payment, as needed.

#### **FAQS**

## Why is the Company-Related Action Notification process changing?

The new Corporate Actions Management Platform will provide more transparency into the submission review status and introduces new user functionality to enhance the submission process including supporting edits to submissions and facilitate document sharing and communication within the system.

#### What if I do not have a user ID?

If you need to submit notice of a company-related action for an OTCE issuer, before or after the new system is live, you can create an account by going to https://gateway.finra.org, clicking the Create Account Here link, and following the set-up prompts. If you need to submit notice of a company-related action for an ADR depositary bank, please see your organization's Account Administrator for a new account.

#### I have more questions about this system that are not covered here. Who can help?

If you have additional questions, please contact otccorpactions@finra.org, otcdividends@finra.org, or call 866-776-0800, Option 1.



# Appendix A

The list below includes commonly requested documents by transaction type to help in preparing your filing. The list of documents required for the review of your specific company-related action will be displayed in the Case Steps section of your case upon submission. Additional documents may be requested during the review of your submission. Additional requests for information will also be displayed in the Case Steps section of your case.

#### Issuer Form Filing – Required Document Display by Transaction Type

- 1. Forward Split Effective Date Event
  - o Executed and notarized board of director's resolution approving this transaction
  - Executed and notarized shareholder approval authorizing this transaction
  - o File-Stamped Articles of Incorporation from when company began using current name
  - o File-Stamped Articles of Amendment citing the split
  - Corporate history letter
  - o CUSIP confirmation
  - o Executed appointments of current officers and directors
  - Executed resignations of prior officers and directors
- 2. Forward Split Record Date Event OR Stock Dividend (> 25%)
  - Executed and notarized board of director's resolution approving this transaction
  - Executed and notarized shareholder approval authorizing this transaction
  - o File-Stamped Articles of Incorporation from when company began using current name
  - File-Stamped Articles of Amendment citing the split
  - Corporate history letter
  - Executed appointments of current officers and directors
  - o Executed resignations of prior officers and directors
- 3. Reverse Split
  - Executed and notarized board of director's resolution approving this transaction
  - Executed and notarized shareholder approval authorizing this transaction
  - o File-Stamped Articles of Incorporation from when company began using current name
  - File-Stamped Articles of Amendment citing the split
  - Corporate history letter
  - CUSIP confirmation
  - Executed appointments of current officers and directors
  - Executed resignations of prior officers and directors
- 4. Reverse Followed by Forward Split
  - Executed and notarized board of director's resolution approving this transaction
  - Executed and notarized shareholder approval authorizing this transaction
  - File-Stamped Articles of Incorporation from when company began using current name
  - o File-Stamped Articles of Amendment citing the split
  - Corporate history letter
  - CUSIP confirmation
  - Executed appointments of current officers and directors
  - o Executed resignations of prior officers and directors
- 5. Name Change
  - Executed and notarized board of director's resolution approving this transaction
  - Executed and notarized shareholder approval authorizing this transaction
  - File-Stamped Articles of Incorporation from when company began using current name
  - o File-Stamped Articles of Amendment citing the name change
  - Corporate history letter
  - o Executed appointments of current officers and directors
  - o Executed resignations of prior officers and directors
- 6. Merger/Acquisition



- Executed and notarized board of director's resolution approving this transaction
- Executed and notarized shareholder approval authorizing this transaction
- File-Stamped Articles of Incorporation from when company began using current name
- Plan of Merger
- File-Stamped Articles of Merger
- Articles of Conversion (if applicable)
- Certificate of Conversion (if applicable)
- Articles of Redomestication (if applicable)
- Articles of Dissolution (if applicable)
- Certificate of Merger (if applicable)

#### 7. OTC Voluntary Symbol Change

- Executed appointments of current officers and directors
- Executed resignations of prior officers and directors

#### 8. Domicile Change

- Executed and notarized board of director's resolution approving this transaction
- Executed and notarized shareholder approval authorizing this transaction
- File-Stamped Articles of Incorporation from when company began using current name
- Corporate history letter
- CUSIP confirmation
- o Executed appointments of current officers and directors
- Executed resignations of prior officers and directors
- Articles of Conversion (if applicable)
- Certificate of Conversion (if applicable)
- Articles of Redomestication (if applicable)
- Articles of Dissolution (if applicable)
- Certificate of Merger (if applicable)

#### 9. Spin-Off

- Executed and notarized board of director's resolution approving this transaction
- Executed and notarized shareholder approval authorizing this transaction
- Executed appointments of current officers and directors
- Executed resignation letters from prior officers
- Full corporate history
- Attorney opinion letter as to the transferability/issuance of freely tradeable shares
- File-stamped articles of incorporation
- File-stamped articles of amendment or certificate of change

#### 10. Rights Offering

Rights subscription agreement or prospectus

#### 11. Warrants Offering

Warrants subscription agreement or prospectus

#### 12. Liquidation

- o Plan of Liquidation or Dissolution
- o File-Stamped Articles of Dissolution filed with state of incorporation

#### 13. Dividend Payable in Another Security

- Executed and notarized board of director's resolution approving this transaction
- Executed and notarized shareholder approval authorizing this transaction
- Attorney opinion letter as to the transferability/issuance of freely tradeable shares
- Corporate history letter
- o Attorney opinion letter as to the transferability/issuance of freely tradeable shares
- Executed appointments of current officers and directors
- o Executed resignations of prior officers and directors

#### 14. Bankruptcy

- Confirmed Plan of Reorganization
- Bankruptcy petition

#### 15. Redemption

Written notification from Company or counsel with the terms of redemption