Corporate Financing Public Offerings
System User Guide
Version 5.0
Table of Contents

Accessing the System .................................................................................................................................... 4

Filing Cabinet ................................................................................................................................................. 5
  Top Line Menu Bar .................................................................................................................................... 5
  Filing Card ................................................................................................................................................. 5
  Filters......................................................................................................................................................... 8
  Cabinet Views........................................................................................................................................... 9
  Sorting..................................................................................................................................................... 11
  Export to Excel ........................................................................................................................................ 11
  Full Text Search .................................................................................................................................... 11
Create Deal.................................................................................................................................................. 12
  Details ..................................................................................................................................................... 12
  Parties ..................................................................................................................................................... 16
Assoc/Affil/Conflicts ...................................................................................................................................... 17
  Compensation ......................................................................................................................................... 18
    Offering Proceeds ............................................................................................................................... 18
    Cash Compensation ............................................................................................................................ 18
    Non-Cash Compensation .................................................................................................................... 20
    Summary ............................................................................................................................................. 23
Principles-Based Approach ............................................................................................................................. 23
Other ........................................................................................................................................................... 26
Issues/Letters .............................................................................................................................................. 26
Fee Calculation........................................................................................................................................... 27
Submitting Your Filing ................................................................................................................................ 28

Investment Programs (IP) ............................................................................................................................... 29
  Compensation ......................................................................................................................................... 30
  Underwriting Comp................................................................................................................................. 33
  Issuer Costs ............................................................................................................................................. 34
Summary.................................................................................................................................................................35
Shelf Filings .................................................................................................................................................................36
Base/WKSI Filing ..........................................................................................................................................................36
Templates/Clones ........................................................................................................................................................38
  Creating a Template from an Existing Deal...........................................................................................................38
  Creating a Template from Scratch .........................................................................................................................39
  Creating a Draft Deal from a Template ..................................................................................................................40
  Creating a Clone .....................................................................................................................................................41
  Delete All...............................................................................................................................................................43
Quick Filing Tips .........................................................................................................................................................43
  Issuer Name: .......................................................................................................................................................43
  Effective Date.......................................................................................................................................................43
  SEC Filed Documents........................................................................................................................................44
  Distribution Method ..........................................................................................................................................45
Contact Information..................................................................................................................................................45
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)

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 1st and 2nd 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.
Issues/Letters Application View

Actions - The deal level actions on the card are as follows:

- **Submitted Deals**
  - **View**: To view the deal form.
  - **Update**: To update a previously submitted deal.
  - **Clone**: To create a clone of the deal.
  - **Withdraw**: This option is to withdraw the filing via submission of the Withdrawal Notice that is filed with the SEC. Once this option is selected, a new window is given to prompt you to input the information for the withdrawal.
  - **Review Program**: To submit a Review Program Request form.
  - **Create Template**: To create a template of the deal.
  - **View Versions**: To view other submitted versions of the deal.
  - **FED Wire**: The function provides the ability to enter the Wire information regarding the payment for the offering.
  - **Fee Info**: This function allows the filer to see the fees due for the offering.
• 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

*FINRA* Public Offering: Withdrawal Request

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.
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 proceeded by a red asterisk (*) are required. Begin by entering the Issuer Name.

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”.

---

**Issue Name:**

**Anticipated Pricing or Effective Date:**

**Type:**

**Deal ID:** 5219818

---

**Issuer Name:**

**Has this offering been filed with the SEC?**

**Non-SEC Filed Documents**
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.

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.
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:

<table>
<thead>
<tr>
<th>#</th>
<th>CF</th>
<th>Type</th>
<th>SEC Accession #</th>
<th>Filing Date</th>
<th>PMAOP</th>
<th>SEC Link</th>
</tr>
</thead>
<tbody>
<tr>
<td>4</td>
<td>S-1</td>
<td>0123456789-12-123456</td>
<td>09/15/2020</td>
<td>$50,000,000</td>
<td>Invalid</td>
<td></td>
</tr>
</tbody>
</table>
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.

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.

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.
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.

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

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.
**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.

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

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.
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 52-28, 52-33, 04-13 and 20-16). Participating members must comply with the disclosure requirements of FINRA Rule 5110(b).

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

Cash Compensation

Select drop down to add Underwriting Compensation.
Complete required fields and select Add Row.

<table>
<thead>
<tr>
<th>Underwriting Compensation</th>
<th>Description</th>
<th>%</th>
<th>$</th>
</tr>
</thead>
<tbody>
<tr>
<td>Non-accountable Expenses (max 3%, exclude)</td>
<td></td>
<td>2.0000 %</td>
<td>$800,000</td>
</tr>
<tr>
<td>Discount</td>
<td></td>
<td>3.0000 %</td>
<td>$1,200,000</td>
</tr>
</tbody>
</table>
## Non-Cash Compensation

### Right Of First Refusal

<table>
<thead>
<tr>
<th>Option</th>
<th>Description</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td>Right</td>
<td></td>
<td></td>
</tr>
<tr>
<td>N/A</td>
<td>Waiver/Termination</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**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

#### List of Acquisitions

<table>
<thead>
<tr>
<th>Name</th>
<th>Firm Name</th>
<th>Lock-up</th>
<th>5110(d)</th>
<th>%</th>
</tr>
</thead>
</table>

#### Add a Row for Each Acquisition

- **Securities acquired to be acquired by?**
  - Entity
  - Person
  - Member
- **Name:**
- **Firm Name:**
- **CRID:**
- **Provide a description of the securities to be acquired:**
- **Can the acquisitions be excluded from underwriting compensation pursuant to FINRA Rule 5110.02?**

#### Non-Cash Compensation

- **Calculation Method:**
  - Percent (%)
  - Amount ($)
- **Aggregate Value:**
  - Percent
  - Amount: $0

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

**Non-cash compensation, such as gifts, training and education expenses, sales incentives and business entertainment expenses will comply with FINRA Rule 5110.04.**
If a right of first refusal will be received by a FINRA member as compensation, the following information is required.

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.
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.

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.

<table>
<thead>
<tr>
<th>Description</th>
<th>%</th>
<th>$</th>
</tr>
</thead>
<tbody>
<tr>
<td>Non-accountable Expenses (max 3%)</td>
<td>2.0000</td>
<td>$800,000</td>
</tr>
<tr>
<td>Discount</td>
<td>3.0000</td>
<td>$1,200,000</td>
</tr>
<tr>
<td>Gifts, D&amp;E, T&amp;E, Sales Incentives</td>
<td>0.0000</td>
<td>$0</td>
</tr>
</tbody>
</table>

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

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

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.
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.

<table>
<thead>
<tr>
<th>Amount Due for this Filing: $8,000.00</th>
<th>More Info</th>
</tr>
</thead>
</table>

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

Fee Calculation

<table>
<thead>
<tr>
<th>Gross PMAOP: $50,000,000.00</th>
</tr>
</thead>
<tbody>
<tr>
<td>Initial Fee: $500.00</td>
</tr>
<tr>
<td>Current Total Fees for this Filing: $8,000.00</td>
</tr>
<tr>
<td>Amount Due: $8,000.00</td>
</tr>
</tbody>
</table>

Payment Method: Wire

<table>
<thead>
<tr>
<th>Beneficiary Bank: Bank Of America</th>
</tr>
</thead>
<tbody>
<tr>
<td>Beneficiary Bank Address: 100 West 33rd Street, New York, NY 10001</td>
</tr>
<tr>
<td>Beneficiary Name: FINRA</td>
</tr>
<tr>
<td>Beneficiary Account Number: 226005684771</td>
</tr>
<tr>
<td>Wire ABA Number: 026009593</td>
</tr>
<tr>
<td>Foreign Payment Code: BOFAUS3N (This code may be required for firms to send funds from a foreign or international bank account to FINRA)</td>
</tr>
<tr>
<td>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).</td>
</tr>
</tbody>
</table>

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.

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: 6219818
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.

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

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

When Add Row is clicked after populating the Additional Underwriting Compensation, the Underwriting Compensation is populated.
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.”
The Summary compensation screen provides a snapshot of all proposed compensation, including Distribution Arrangements, Non-Cash Compensation, Total Underwriting Compensation and Issuer Costs.

<table>
<thead>
<tr>
<th>Distribution Arrangements</th>
<th>Non-Cash</th>
<th>Underwriting Comp</th>
<th>Issuer Costs</th>
<th>Summary</th>
</tr>
</thead>
<tbody>
<tr>
<td>Underwriting Compensation</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Retailing</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Commission/Discount</td>
<td>0.000 %</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>NTBC</td>
<td>0.000 %</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Marketing Fees</td>
<td>0.000 %</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Dealer Manager Fees</td>
<td>0.000 %</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Non-Accountable Expenses</td>
<td>0.000 %</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Due Diligence</td>
<td>0.000 %</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other</td>
<td>0.000 %</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total Retailing</td>
<td>0.000 %</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total Retailing (rounded to two decimal points)</td>
<td>0.00 %</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Wholesaling</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Commission/Discount</td>
<td>0.003 %</td>
<td>$100</td>
<td></td>
<td></td>
</tr>
<tr>
<td>NTBC</td>
<td>0.000 %</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Marketing Fees</td>
<td>0.000 %</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Dealer Manager Fees</td>
<td>0.000 %</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Non-Accountable Expenses</td>
<td>0.000 %</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Due Diligence</td>
<td>0.000 %</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other</td>
<td>0.000 %</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total Wholesaling</td>
<td>0.003 %</td>
<td>$100</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total Wholesaling (rounded to two decimal points)</td>
<td>0.00 %</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other Underwriting Compensation</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Legal Expenses</td>
<td>0.000 %</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Securities</td>
<td>0.000 %</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>ROFR</td>
<td>0.000 %</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Gifts, BSE, TIE and Sales Incentives</td>
<td>0.000 %</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total Other Underwriting Compensation</td>
<td>0.00 %</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total Other Underwriting Compensation (rounded to two decimal points)</td>
<td>0.00 %</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total Underwriting Compensation</td>
<td>0.003 %</td>
<td>$100</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total Underwriting Compensation (rounded to two decimal points)</td>
<td>0.00 %</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Issuer Costs</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>NTBC</td>
<td>0.000 %</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Non-Cash - Training &amp; Education</td>
<td>0.000 %</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>SEC Registration Fee</td>
<td>0.000 %</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>FINRA Fee</td>
<td>0.000 %</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Legal</td>
<td>0.000 %</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Printing</td>
<td>0.000 %</td>
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<tr>
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<tr>
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<td>Total O&amp;O (rounded to two decimal points)</td>
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<td>$100</td>
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Shelf Filings

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

Base/WKSI Filing

To create a Shelf Filing, select Create Shelf.

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 *.
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

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

Deal ID: 5219821
SEC Registration Number: 333-233690
Issuer Name: DSG Global Inc.

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

Click View to see the clearance letter.
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.

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.
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.
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.

Quick Filing Tips

Issuer Name:

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:

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.

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:

Regulation 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.

(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:

* Number of Additional Securities: 

Previous Effective Date: 
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(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.

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**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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