

OMB APPROVAL

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Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 23	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2013 - * 005 Amendment No. (req. for Amendments *)
Filing by Financial Industry Regulatory Authority Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934		
Initial * ☒ Amendment * ☐ Withdrawal ☐	Section 19(b)(2) * ☐ Section 19(b)(3)(A) * ☒ Section 19(b)(3)(B) * ☐	Rule ☐ 19b-4(f)(1) ☐ 19b-4(f)(4) ☐ 19b-4(f)(2) ☐ 19b-4(f)(5) ☐ 19b-4(f)(3) ☒ 19b-4(f)(6)
Pilot ☐ Extension of Time Period for Commission Action * ☐ Date Expires *		
Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010 Section 806(e)(1) ☐ Section 806(e)(2) ☐		Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934 Section 3C(b)(2) ☐
Exhibit 2 Sent As Paper Document ☐	Exhibit 3 Sent As Paper Document ☐	
Description Provide a brief description of the action (limit 250 characters, required when Initial is checked *). Proposed Rule Change to Adopt Interim Form for Funding Portals Under the Jumpstart Our Business Startups Act		
Contact Information Provide the name, telephone number, and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the action.		
First Name * Adam Last Name * Arkel Title * Associate General Counsel E-mail * adam.arkel@finra.org Telephone * (202) 728-6961 Fax (202) 728-8264		
Signature Pursuant to the requirements of the Securities Exchange Act of 1934, has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized. (Title *) Date 01/10/2013 By Patrice Gliniecki (Name *) Senior Vice President and Deputy General Counsel Patrice Gliniecki,		
NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.		

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549	
For complete Form 19b-4 instructions please refer to the EFFT website.	
Form 19b-4 Information * Add Remove View	The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.
Exhibit 1 - Notice of Proposed Rule Change * Add Remove View	The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)
Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies Add Remove View	The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change, security-based swap submission, or advance notice being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)
Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications Add Remove View Exhibit Sent As Paper Document ☐	Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.
Exhibit 3 - Form, Report, or Questionnaire Add Remove View Exhibit Sent As Paper Document ☐	Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.
Exhibit 4 - Marked Copies Add Remove View	The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.
Exhibit 5 - Proposed Rule Text Add Remove View	The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.
Partial Amendment Add Remove View	If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of Proposed Rule Change

(a) Pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act” or “Exchange Act”),¹ Financial Industry Regulatory Authority, Inc. (“FINRA”) is filing with the Securities and Exchange Commission (“SEC” or “Commission”) a proposed rule change to adopt the Interim Form for Funding Portals (“IFFP”). The IFFP is an online form for prospective intermediaries that intend to apply for membership with FINRA as funding portals (“prospective funding portal members”) pursuant to Title III of the Jumpstart Our Business Startups Act (the “JOBS Act”). FINRA is inviting prospective funding portal members, on a voluntary basis, to submit information to FINRA using the IFFP until FINRA and the SEC adopt final rules with respect to registered funding portals.

The proposed rule change does not propose amendments to existing rule text.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

At its meeting on December 6, 2012, the FINRA Board of Governors authorized the filing of the proposed rule change with the SEC. No other action by FINRA is necessary for the filing of the proposed rule change.

FINRA has filed the proposed rule change for immediate effectiveness and has requested that the SEC waive the requirement that the proposed rule change not become operative for 30 days after the date of the filing, so FINRA can implement the proposed rule change immediately.

¹ 15 U.S.C. 78s(b)(1).

3. **Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change**

(a) Purpose

The JOBS Act² is aimed at increasing American job creation and economic growth and, in furtherance of that aim, contains provisions relating to securities offered or sold pursuant to crowdfunding.³ Intermediaries in transactions involving the offer or sale of securities for the account of others pursuant to the crowdfunding exemption must, among other things, register with the SEC as a funding portal⁴ or broker and must register with an applicable self-regulatory organization.⁵

The SEC is considering rules to require registration of funding portals and to implement the provisions of the JOBS Act.⁶ FINRA is developing rules that would apply to SEC-registered funding portals that become FINRA members, although the precise nature of FINRA’s rules will depend upon the rules that the SEC adopts.⁷ Pending the implementation of these FINRA and SEC rules, FINRA invites prospective funding portal members, on a voluntary basis, to submit

² Pub. L. No. 112-106, 126 Stat. 306 (2012).

³ In general, crowdfunding refers to the use of the Internet by small businesses to raise capital through limited investments from a large number of investors. The JOBS Act creates an exemption (the “crowdfunding exemption”) from registration under the Securities Act of 1933 (“Securities Act”) for securities offered by issuers pursuant to Title III of the JOBS Act. See Securities Act Section 4(a)(6) (15 U.S.C. § 77d(a)(6)).

⁴ The term “funding portal” is defined under Exchange Act Section 3(a)(80) (15 U.S.C. § 78c(80)).

⁵ See Securities Act Section 4A (15 U.S.C. § 77d-1).

⁶ See, e.g., Securities Act Release No. 9354 (August 29, 2012), 77 FR 54464 (September 5, 2012) (Proposed Rule: Eliminating the Prohibition Against General Solicitation and General Advertising in Rule 506 and Rule 144A Offerings); see also Spotlight: Jumpstart Our Business Startups Act, available at: <http://www.sec.gov/spotlight/jobs-act.shtml>.

⁷ See Regulatory Notice 12-34 (July 2012).

information to FINRA using the proposed IFFP.⁸ The information that prospective funding portal members would submit using the proposed IFFP would help FINRA to become more familiar with their proposed business models, activities and operations. Further, the requested information will inform FINRA's ongoing development of rules for registered funding portals.

FINRA intends for the information request in the IFFP to be simple for prospective funding portals. For that reason, FINRA has limited the information request to the following items:

- contact and general information about the funding portal;
- ownership and funding information about the prospective funding portal;
- information about the prospective funding portal's management; and
- information about the funding portal's business relationships, business model and compensation.

FINRA will accord confidential treatment to the information that prospective funding portal members submit on the IFFP.

FINRA may not accept funding portals as FINRA members until the SEC has adopted its registration rules for funding portals and has approved the necessary FINRA rules, including adoption of a final application form for funding portal applicants. FINRA intends to adopt a streamlined membership application process for registered funding portals that reflects the nature of their business. This membership application process may require additional information from prospective funding portal members that voluntarily respond to the IFFP, depending upon the nature of the rules adopted by FINRA and the SEC. FINRA notes that prospective funding

⁸ The IFFP is attached to this filing as Exhibit 3 and is available on the FINRA website at: www.finra.org/fundingportals. Prospective funding portal members would submit their information via a dedicated FINRA email address using the online version of the IFFP on the FINRA website.

portal members are not bound by the responses they indicate on the IFFP and will be permitted to change their responses on the final application form that FINRA adopts.

As noted in Item 2, FINRA has filed the proposed rule change for immediate effectiveness and has requested that the SEC waive the requirement that the proposed rule change not become operative for 30 days after the date of the filing, so FINRA can implement the proposed rule change immediately.

(b) Statutory Basis

FINRA believes that the proposed rule change is consistent with the provisions of Section 15A(b)(6) of the Act,⁹ which requires, among other things, that FINRA rules must be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, and, in general, to protect investors and the public interest. FINRA believes that the proposed rule change is consistent with the Act because collecting information, on a voluntary basis, from prospective funding portal members will assist FINRA in becoming more familiar with the proposed business models, activities and operations of funding portals. Further, the requested information will inform FINRA's efforts to timely develop final rules for registered funding portals with a view to facilitating the JOBS Act goals of job creation and economic growth.

4. Self-Regulatory Organization's Statement on Burden on Competition

FINRA does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act because prospective funding portal members would submit the information requested on the proposed IFFP on a voluntary basis. As noted above, the proposed IFFP will allow FINRA to better

⁹ 15 U.S.C. 78o-3(b)(6).

understand the proposed business models, activities and operations of prospective funding portal members. FINRA anticipates that the information gathered through the IFFP will better position FINRA to streamline the application process for any prospective funding portal members. Further, the proposed IFFP will inform FINRA's efforts to timely develop final rules for registered funding portals with a view to developing a tailored regulatory approach for such members consistent with the goals of the JOBS Act. FINRA will impose no charge for submission of the proposed IFFP by prospective funding portal members.

5. **Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others**

Written comments were neither solicited nor received.

6. **Extension of Time Period for Commission Action**

Not applicable.

7. **Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2) or Section 19(b)(7)(D)**

The proposed rule change is effective upon filing pursuant to Section 19(b)(3) of the Act¹⁰ and paragraph (f)(6) of Rule 19b-4 thereunder,¹¹ in that the proposed rule change does not significantly affect the protection of investors or the public interest; does not impose any significant burden on competition; and does not become operative for 30 days after filing or such shorter time as the Commission may designate.

FINRA requests that the Commission waive the requirement that the rule change, by its terms, not become operative for 30 days after the date of the filing as set forth in Rule 19b-

¹⁰ 15 U.S.C. 78s(b)(3).

¹¹ 17 CFR 240.19b-4(f)(6).

4(f)(6)(iii),¹² so FINRA can implement the proposed rule change immediately and thereby facilitate its efforts to collect information, on a voluntary basis, from prospective funding portal members. FINRA believes that this will assist FINRA in becoming more familiar with the proposed business models, activities and operations of funding portals and, further, will inform FINRA's efforts to timely develop final rules for registered funding portals with a view to facilitating the JOBS Act goals of job creation and economic growth. FINRA also believes this information will assist it to propose rules for funding portals that are necessary and appropriate for the protection of investors. In accordance with Rule 19b-4(f)(6),¹³ FINRA submitted written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing, or such shorter time as the Commission may designate, as specified in Rule 19b-4(f)(6)(iii) under the Act.¹⁴

FINRA proposes to make the proposed rule change operative on January 10, 2013.

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission

Not applicable.

9. Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act

Not applicable.

10. Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act

Not applicable.

¹² 17 CFR 240.19b-4(f)(6)(iii).

¹³ 17 CFR 240.19b-4(f)(6).

¹⁴ 17 CFR 240.19b-4(f)(6)(iii).

11. Exhibits

1. Completed notice of proposed rule change for publication in the Federal Register.
3. Interim Form for Funding Portals.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-FINRA-2013-005)

Self-Regulatory Organizations; Financial Industry Regulatory Authority, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Adopt Interim Form for Funding Portals Under the Jumpstart Our Business Startups Act

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Exchange Act” or “Act”)¹ and Rule 19b-4 thereunder,² notice is hereby given that on , Financial Industry Regulatory Authority, Inc. (“FINRA”) filed with the Securities and Exchange Commission (“SEC” or “Commission”) the proposed rule change as described in Items I and II below, which Items have been prepared by FINRA. FINRA has designated the proposed rule change as constituting a “non-controversial” rule change under paragraph (f)(6) of Rule 19b-4 under the Act,³ which renders the proposal effective upon receipt of this filing by the Commission. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

FINRA is proposing to adopt the Interim Form for Funding Portals (“IFFP”). The IFFP is an online form for prospective intermediaries that intend to apply for membership with FINRA as funding portals (“prospective funding portal members”) pursuant to Title III of the Jumpstart Our Business Startups Act (the “JOBS Act”). FINRA is inviting prospective funding portal

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 17 CFR 240.19b-4(f)(6).

members, on a voluntary basis, to submit information to FINRA using the IFFP until FINRA and the SEC adopt final rules with respect to registered funding portals.

The text of the proposed rule change is available on FINRA's website at <http://www.finra.org>, at the principal office of FINRA and at the Commission's Public Reference Room.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, FINRA included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. FINRA has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The JOBS Act⁴ is aimed at increasing American job creation and economic growth and, in furtherance of that aim, contains provisions relating to securities offered or sold pursuant to crowdfunding.⁵ Intermediaries in transactions involving the offer or sale of securities for the account of others pursuant to the crowdfunding exemption must, among other things, register

⁴ Pub. L. No. 112-106, 126 Stat. 306 (2012).

⁵ In general, crowdfunding refers to the use of the Internet by small businesses to raise capital through limited investments from a large number of investors. The JOBS Act creates an exemption (the "crowdfunding exemption") from registration under the Securities Act of 1933 ("Securities Act") for securities offered by issuers pursuant to Title III of the JOBS Act. See Securities Act Section 4(a)(6) (15 U.S.C. § 77d(a)(6)).

with the SEC as a funding portal⁶ or broker and must register with an applicable self-regulatory organization.⁷

The SEC is considering rules to require registration of funding portals and to implement the provisions of the JOBS Act.⁸ FINRA is developing rules that would apply to SEC-registered funding portals that become FINRA members, although the precise nature of FINRA's rules will depend upon the rules that the SEC adopts.⁹ Pending the implementation of these FINRA and SEC rules, FINRA invites prospective funding portal members, on a voluntary basis, to submit information to FINRA using the proposed IFFP.¹⁰ The information that prospective funding portal members would submit using the proposed IFFP would help FINRA to become more familiar with their proposed business models, activities and operations. Further, the requested information will inform FINRA's ongoing development of rules for registered funding portals.

FINRA intends for the information request in the IFFP to be simple for prospective funding portals. For that reason, FINRA has limited the information request to the following items:

- contact and general information about the funding portal;

⁶ The term "funding portal" is defined under Exchange Act Section 3(a)(80) (15 U.S.C. § 78c(80)).

⁷ See Securities Act Section 4A (15 U.S.C. § 77d-1).

⁸ See, e.g., Securities Act Release No. 9354 (August 29, 2012), 77 FR 54464 (September 5, 2012) (Proposed Rule: Eliminating the Prohibition Against General Solicitation and General Advertising in Rule 506 and Rule 144A Offerings); see also Spotlight: Jumpstart Our Business Startups Act, available at: <http://www.sec.gov/spotlight/jobs-act.shtml>.

⁹ See Regulatory Notice 12-34 (July 2012).

¹⁰ The IFFP is attached to this filing as Exhibit 3 and is available on the FINRA website at: www.finra.org/fundingportals. Prospective funding portal members would submit their information via a dedicated FINRA email address using the online version of the IFFP on the FINRA website.

- ownership and funding information about the prospective funding portal;
- information about the prospective funding portal's management; and
- information about the funding portal's business relationships, business model and compensation.

FINRA will accord confidential treatment to the information that prospective funding portal members submit on the IFFP.

FINRA may not accept funding portals as FINRA members until the SEC has adopted its registration rules for funding portals and has approved the necessary FINRA rules, including adoption of a final application form for funding portal applicants. FINRA intends to adopt a streamlined membership application process for registered funding portals that reflects the nature of their business. This membership application process may require additional information from prospective funding portal members that voluntarily respond to the IFFP, depending upon the nature of the rules adopted by FINRA and the SEC. FINRA notes that prospective funding portal members are not bound by the responses they indicate on the IFFP and will be permitted to change their responses on the final application form that FINRA adopts.

FINRA has filed the proposed rule change for immediate effectiveness and has requested that the SEC waive the requirement that the proposed rule change not become operative for 30 days after the date of the filing, so FINRA can implement the proposed rule change immediately.

2. Statutory Basis

FINRA believes that the proposed rule change is consistent with the provisions of Section 15A(b)(6) of the Act,¹¹ which requires, among other things, that FINRA rules must be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable

¹¹ 15 U.S.C. 78o-3(b)(6).

principles of trade, and, in general, to protect investors and the public interest. FINRA believes that the proposed rule change is consistent with the Act because collecting information, on a voluntary basis, from prospective funding portal members will assist FINRA in becoming more familiar with the proposed business models, activities and operations of funding portals. Further, the requested information will inform FINRA's efforts to timely develop final rules for registered funding portals with a view to facilitating the JOBS Act goals of job creation and economic growth.

B. Self-Regulatory Organization's Statement on Burden on Competition

FINRA does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act because prospective funding portal members would submit the information requested on the proposed IFFP on a voluntary basis. As noted above, the proposed IFFP will allow FINRA to better understand the proposed business models, activities and operations of prospective funding portal members. FINRA anticipates that the information gathered through the IFFP will better position FINRA to streamline the application process for any prospective funding portal members. Further, the proposed IFFP will inform FINRA's efforts to timely develop final rules for registered funding portals with a view to developing a tailored regulatory approach for such members consistent with the goals of the JOBS Act. FINRA will impose no charge for submission of the proposed IFFP by prospective funding portal members.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

Written comments were neither solicited nor received.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

Because the foregoing proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A) of the Act¹² and Rule 19b-4(f)(6) thereunder.¹³

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-FINRA-2013-005 on the subject line.

¹² 15 U.S.C. 78s(b)(3)(A).

¹³ 17 CFR 240.19b-4(f)(6).

Paper Comments:

- Send paper comments in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-FINRA-2013-005. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet website (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. Copies of such filing also will be available for inspection and copying at the principal office of FINRA. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-FINRA-2013-005 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁴

Elizabeth M. Murphy

Secretary

¹⁴ 17 CFR 200.30-3(a)(12).



Interim Form for Funding Portals

If you intend to act as a funding portal under the JOBS Act, you may voluntarily submit this form to inform us about your future funding portal business. Your voluntary submission of the requested information will help FINRA better understand the funding portal community and help us develop rules specific to funding portals. FINRA will accord confidential treatment to the information that you submit.

Although a further filing will be needed before FINRA will be able to grant you membership, we intend to prepopulate for you a future funding portal membership form with the information that you submit on this form. FINRA membership will be made available after the SEC has adopted funding portal registration and other rules, and has approved FINRA's funding portal rules.

Please feel free to supplement the information that we request on this form with any additional information that you believe would be helpful.

Please submit the form to: fundingportals@finra.org. If you have any questions, please contact us at (212) 858-4000 and select "option 5."

Contact Information

Please provide us a contact person whom we can ask follow-up questions.

Contact person

First name	Click here to enter text.
Last name	Click here to enter text.
Email address	Click here to enter text.
Phone number	Click here to enter text.
Fax number	Click here to enter text.

Mailing address

Company name	Click here to enter text.
Street address, line 1	Click here to enter text.
Street address, line 2	Click here to enter text.
City	Click here to enter text.
State	Click here to enter text.
Country	Click here to enter text.
Postal code	Click here to enter text.

Information About Your Business

I. General Information

- a. Full Name of Funding Portal ("FP")

[Click here to enter text.](#)

- b. Any Other Name(s) Under Which Business Is or Will Be Conducted

[Click here to enter text.](#)

- c. Business Address

[Click here to enter text.](#)

- d. All Website Addresses Where Business Is or Will Be Conducted

[Click here to enter text.](#)

- e. Legal Status of FP (e.g., Corporation, Limited Liability Company ("LLC"), Partnership, Sole Proprietorship or Other)

[Click here to enter text.](#)

- f. State/Country of Formation

[Click here to enter text.](#)

- g. Date of Formation

[Click here to enter text.](#)

II. Ownership

- a. Please use the schedule below to identify the *direct* owners of the FP. Please include, as applicable:

- i. any shareholder that directly owns 5 percent or more of a class of a voting security of the FP, unless the FP is a public reporting company (that is, subject to Sections 12 or 15(d) of the Securities Exchange Act of 1934 (the "Act"));
- ii. all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5 percent or more of the partnership's capital;
- iii. any trust, and each trustee, that directly owns 5 percent or more of a class of voting security of the FP, or has the right to receive upon dissolution, or has contributed, 5 percent or more of the FP's capital; and
- iv. all members of an FP that is a LLC that have the right to receive upon dissolution, or have contributed, 5 percent or more of the LLC's capital.

- b. Please use the schedule below to identify the *indirect* owners of the FP. Regarding each direct owner provided in response to the above question, please complete the schedule below as follows:

- i. in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25 percent or more of a class of a voting security of that corporation; (Note: For purposes of this schedule, a person beneficially owns any securities (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant or right to purchase the security);
- ii. in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25 percent or more of the partnership's capital;
- iii. in the case of an owner that is a trust, the trust and each trustee; and
- iv. in the case of an owner that is an LLC, (i) those members that have the right to receive upon dissolution, or have contributed, 25 percent or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.

(Note: Continue up the chain of ownership listing all 25 percent owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Act) is reached, no further ownership information up the chain is required.)

Full Legal Name	Domestic or Foreign Entity or Individual	Entity in Which Interest Owned	Percentage of Interest in Entity Owned	CRD number, SSN or Tax ID
Click here to enter text.	Choose an item.	Click here to enter text.	Click here to enter text.	Click here to enter text.
Click here to enter text.	Choose an item.	Click here to enter text.	Click here to enter text.	Click here to enter text.
Click here to enter text.	Choose an item.	Click here to enter text.	Click here to enter text.	Click here to enter text.
Click here to enter text.	Choose an item.	Click here to enter text.	Click here to enter text.	Click here to enter text.
Click here to enter text.	Choose an item.	Click here to enter text.	Click here to enter text.	Click here to enter text.

(If additional space is needed, please submit a separate document as an additional attachment containing the information and identifying the question to which the information pertains.)

- c. Identify (i) all subsidiaries of the FP and (ii) any affiliated entities with which the FP will engage in a business relationship in connection with its funding portal activities. Please identify any of these entities that are broker-dealers.

Click here to enter text.

III. Funding

- a. Source of Funding

Please identify below all contributions of equity capital or debt financing made to the FP's business.

Date	Name of Source	Recipient	Amount	Type (Equity or Debt)
Click here to enter text.	Click here to enter text.	Click here to enter text.	Click here to enter text.	Choose an item.
Click here to enter text.	Click here to enter text.	Click here to enter text.	Click here to enter text.	Choose an item.
Click here to enter text.	Click here to enter text.	Click here to enter text.	Click here to enter text.	Choose an item.
Click here to enter text.	Click here to enter text.	Click here to enter text.	Click here to enter text.	Choose an item.
Click here to enter text.	Click here to enter text.	Click here to enter text.	Click here to enter text.	Choose an item.

(If additional space is needed, please submit a separate document as an additional attachment containing the information and identifying the question to which the information pertains.)

IV. Management and Disclosure

- a. Please identify by name, title and, if applicable, CRD number, each person associated with the FP who is or will be engaged in the management, direction or supervision of the FP's business.

Click here to enter text.

- b. Statutory Disqualifications

Is the FP or any person identified in response to questions II.a. or IV.a. subject to statutory disqualification pursuant to Section 3(a)(39) of the Act? (FINRA notes that we may expand this question to include additional persons in the future funding portal membership form.)

☐ Yes ☐ No

[If 'Yes' indicated above] As applicable to the FP and each person, identify the nature of the disqualifying event, provide CRD number (if applicable) and describe the anticipated role with the FP.

[Click here to enter text.](#)

- c. Other Disclosure History (FINRA notes that we may expand this question to include additional persons and events in the future funding portal membership form.)
Is or has the FP or any person identified in response to questions II.a. or IV.a. been the subject of the following (or is any of the following otherwise true with respect to the FP or such person(s) identified): (i) any permanent or temporary adverse action by a state or federal authority, or a self-regulatory organization, with respect to a registration or licensing determination regarding the FP or any person identified in response to questions II.a. or IV.a.; (ii) a pending, adjudicated or settled regulatory action or investigation by the SEC, the CFTC, a federal, state or foreign regulatory agency, or a self-regulatory organization; (iii) an adjudicated or settled investment-related private civil action for damages or an injunction; (iv) a criminal action (other than a minor traffic violation) that is pending, adjudicated, or that has resulted in a guilty or no contest plea; (v) the FP or any person identified in response to questions II.a. or IV.a. is subject to unpaid arbitration awards, other adjudicated customer awards, or unpaid arbitration settlements; (vi) any person identified in response to questions II.a. or IV.a. was terminated for cause or permitted to resign after an investigation of an alleged violation of a federal or state securities law, a rule or regulation thereunder, a self-regulatory organization rule or an industry standard of conduct; or (vii) a state or federal authority or self-regulatory organization has imposed a remedial action, such as special training, continuing education requirements, or heightened supervision, on any person identified in response to questions II.a. or IV.a..

☐ Yes ☐ No

[If 'Yes' indicated above] As applicable to the FP and each person identified, provide CRD number (if applicable), the person's role with the FP and a description of the event(s).

[Click here to enter text.](#)

V. Business Relationships, Business Model and Compensation

- a. Certain Business Relationships
Please describe all business and contractual relationships the FP will maintain, as applicable, with the following:
- i. Escrow agents, transfer agents, and custodians of investor funds and securities
 - ii. Securities brokers and dealers
 - iii. Recordkeeping

[Click here to enter text.](#)

- b. Please describe the FP's business model (e.g., the types of securities to be presented to investors, any limitations on the types of issuers, how issuers will be presented to investors).

[Click here to enter text.](#)

- c. Please describe the forms and sources of compensation that the FP and persons associated with the FP expect to receive (*e.g.*, transaction-based, referral-based, flat fee, from issuers, from investors).

[Click here to enter text.](#)

- d. Do you plan to use any pre-dispute arbitration agreements?

☐ Yes ☐ No

- e. Please describe how the FP addresses the requirements for funding portals under the JOBS Act. In particular, please describe how the FP would (i) address investor education; (ii) take measures to reduce the risk of fraud with respect to funding portal transactions; (iii) ensure adherence to the aggregate selling limits; and (iv) protect the privacy of information collected from investors.

[Click here to enter text.](#)