Public Offering
Review Programs Guide

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The Corporate Financing Department (Department) has made technology enhancements and improvements to the review process. The new technology features improve the visibility of the status of an offering under review and simplifies the comment and response process. The review improvements include new options that shorten the review turnaround and streamline the clearance process.

The review programs for shelf filings include:

- Same Day Clearance (SDC);
- Pre-Participation Review; and
- Well Known Seasoned Issuers (WKSI).

A description of the SDC and pre-participation review process can be found in the Shelf Filings section of the Filing Guide and the User Guide.

The review programs for non-shelf filings include:

- Full Review;
- Expedited Review; and
- Limited Review.

These improvements enable the Department to provide faster clearance for the majority of our filings and allow the Public Offering Review staff to be more responsive to the remaining offerings.

This guide will detail the review program enhancements and improvements with respect to immediate clearance for shelf offerings and all the review programs for non-shelf offerings.

POR Staff may suggest that a filer consider whether a particular review program is appropriate based on the type of offering filed with the Department. When considering whether to suggest a particular review program, POR Staff reviews factors such as the complexity of the underwriting terms and arrangements of an offering as well as market timing.

CONTACT INFORMATION

For more information, contact FINRA’s Corporate Financing Department at (240) 386-4623. If your questions relate to a specific filing, please contact the first
reviewer assigned to the filing, otherwise please ask to speak with an analyst on the Public Offering Review staff.
SHELF FILINGS

IMMEDIATE CLEARANCE

The review improvements for shelf offerings provide member firms with immediate clearance (24/7) for shelf filings including those of Well Known Seasoned Issuers (WKSIs). The improvements eliminate the need for the Department to process these filings before clearance is provided, unlike the current SDC process.

In order to obtain immediate clearance of a shelf offering in the filing system, you must provide basic offering information, in addition to:

- an undertaking that all information necessary to complete the filing will be provided no later than 3 business days following the initial submission of the filing; and
- the Fed Wire Number and date.

WKSI

The first step to obtaining immediate clearance for a WKSI filing is to complete the Details and Parties screens in the Filing Form as instructed in the User Guide.

Then, provide the required information for WKSI1 and select the WKSI2 representation in the WKSI screen.

Next, select the WKSI3 representation which indicates that all the information necessary to complete the filing will be provided no later than 3 business days following the initial submission of the filing.
A warning message appears in the Shelf screen to remind you that in order to obtain immediate clearance, the WKSI3 representation must be made in addition to updating the Fed Wire Form in the Filing Cabinet.

The Filing Form must be submitted before the Fed Wire Form can be updated.

To update the Fed Wire Form go to the Filing Cabinet, select the actions dropdown button on the deal that you want to provide the Fed Wire information for and then click on the Fed Wire option.
Provide all of the required Fed Wire information in the following screen and click Submit.

**Fed Wire**

As an option, upon completion of your filing submission, you can update this form with your Fed Wire information.

*Note: In order to receive Immediate Clearance, you must provide the Fed Wire information.*

![Fed Wire form](image)

**Wire Payment Instructions:**

- **Beneficiary Bank:** Mellon Financial Corporation
- **Beneficiary Bank Address:** Philadelphia PA
- **Beneficiary Name:** FINRA
- **Beneficiary Account Number:** 8 234 353
- **Routing Number:** 031 0000 37
- **Reference Number:** You must provide issuer name as it appears on the offering document and the assigned Deal ID.

![Submit button](image)

After providing the WSKI3 representation in the Filing Form and submitting the Fed Wire information, a clearance letter will be issued. The Version and Deal Status for the deal will then indicate Immediate Clearance in the Filing Cabinet.
Also, you will be able to view the clearance letter by clicking the Issue/Letters button in the Filing Cabinet and then the Communications tab.
Once the filing has been verified after clearance, the Version and Deal Status for the deal will then change to Cleared in the Filing Cabinet.

SAME DAY CLEARANCE - BASE

The first step to obtaining immediate clearance of a Base filing is to complete the Details, Parties, Securities and Other screens in the Filing Form as instructed in the User Guide.

Then, select Same Day Clearance for Shelf1 in the Shelf screen. Select the Shelf2 and Shelf3 representations.

Next, select the Shelf7 representation which indicates that all the information necessary to complete the filing will be provided no later than 3 business days following the initial submission of the filing.

Note:
If the total proposed underwriting compensation does not exceed 3% of the offering proceeds, it is presumed to be fair and reasonable.
A warning message appears in red on the Shelf screen to remind you that in order to obtain immediate clearance, the Shelf7 representation must be made in addition to updating the Fed Wire Form in the Filing Cabinet.

The Filing Form must be submitted before the Fed Wire Form can be updated.

To update the Fed Wire Form go to the Filing Cabinet, click on the deal that you want to provide the Fed Wire information for and then click on the Fed Wire button.

Provide all of the required Fed Wire information in the following screen and click Submit.
After providing the Shelf7 representation in the Filing Form and then submitting the Fed Wire information, a clearance letter will be issued. The Version and Deal Status for the deal will then indicate Immediate Clearance in the Filing Cabinet.
You will be able to view the clearance letter by clicking the Issue/Letters button in the Filing Cabinet and then the Communications tab.
Once the filing has been verified after clearance, the Version and Deal Status for the deal will then indicate Cleared in the Filing Cabinet.

**SAME DAY CLEARANCE - TAKEDOWN**

The first step to obtaining immediate clearance of a Takedown filing is to complete the Details, Parties, Securities, Assoc/Affil/Conflicts, Compensation and Other screens, if applicable, as indicated in the [User Guide](#).

Then, select Same Day Clearance for Shelf1 in the Shelf screen. Select the representations for Shelf2 through and Shelf6.

Next, select the Shelf7 representation which indicates that all the information necessary to complete the filing will be provided no later than 3 business days following the initial submission of the filing.
The Fed Wire information is not required in the Takedown filing because the filing fee information should be provided in the Base filing that accompanies the Takedown.

A warning message appears in red on the Shelf screen to remind you that the Shelf7 representation must be made in order to obtain immediate clearance.

After providing the Shelf7 representation and submitting the Filing Form, a clearance letter will be issued. The Version and Deal Status for the deal will then indicate Immediate Clearance in the Filing Cabinet.

You will be able to view the clearance letter by clicking the Issue/Letters button in the Filing Cabinet and then the Communications tab.
Once the filing has been verified after clearance, the Version and Deal Status for the deal will then indicate Cleared in the Filing Cabinet.
The Department has 3 programs available for non-shelf filings:

- Full Review;
- Expedited Review; and
- Limited Review.

Please note that in order to request any review program other than a Full Review, the Filing Form has to be submitted prior to doing so. Review Program requests will be evaluated during business hours by the POR staff. If there are any questions about the review programs, please contact the Department at (240) 386-4623.

**FULL REVIEW**

**INITIAL FILINGS**

All non-shelf filings initially submitted will be considered to be in a Full Review unless a different request is subsequently made. A review program request does not have to be submitted if the offering is in Full Review.

An overview of the review process is available in the Filing Guide.
AMENDED FILINGS

There may be instances in which a Full Review should be requested following the initial submission of a filing after an Expedited or Limited Review was initially granted. To request a change to a review program, go to the Filing Cabinet, select the offering and then click the Review Program button.

In the event a request for Full Review is submitted for which a Limited or Expedited Review was previously granted, an explanation will be required prior to submission of the review program change request.

Provide the required explanation and then submit the request.
Once the Full Review is granted by the Department, the blue icon will disappear and the Review Program reflected in the Filing Cabinet will indicate Full Review.
EXPEDITED REVIEW

ELIGIBILITY CRITERIA

Effective September 30, 2013, the expedited review program has been expanded to include more filings. Consistent with the prior criteria, the Department will evaluate whether to grant an expedited review request based on the complexity of the arrangements proposed.

Please note that shelf offerings, PIPEs, resale offerings distributed on a best efforts basis, non-traded investment programs and offerings in which a participating FINRA member firm has acquired unregistered securities during the review period will generally not be eligible for an expedited review.

HOW TO REQUEST AN EXPEDITED REVIEW

To request an Expedited Review, first click on the deals action tab and then the Review Program option in the dropdown list.

Next, select Expedited Review for Review1 and complete all of the required representations in the screen. Then submit the request.
The representations in the screen pertain to compliance with FINRA Rules 5110(f)(2) and 5121, appropriate disclosure of any association or affiliation between the issuer and any member, submission of all relevant documents and the completion of due diligence. All requests will be subject to review and approval after submission.

A blue icon will appear in the Review Program column of the Filing Cabinet to indicate that an Expedited Review was requested.
Once the expedited review is granted by the Department, the blue icon will disappear and the Review Program reflected in the Filing Cabinet will indicate Expedited Review.
LIMITED REVIEW

ELIGIBILITY CRITERIA

Effective January 4, 2016, the Limited Review criteria has been modified to widen the number of filings that can opt for this review option. To request a Limited Review, filings must meet all of the following criteria:

- Securities listed on a national securities exchange (Corporate or Investment Program);
- Total underwriting compensation within allowable guidelines;
- Securities received as underwriting compensation would make the filing ineligible, excluding acquisitions that meet an exception from underwriting compensation under FINRA Rule 5110(d)(5);
- Underwriting arrangements do not include prohibited terms as defined in FINRA Rule 5110(f)(2), such as indeterminate items of value; and
- Offering does not include a new or novel product or is one that poses complex regulatory issues.

Please note that the Department staff may in its discretion make a filing eligible notwithstanding the criteria listed above.

The Department will consider whether any changes are needed to the criteria published here. If and when changes are made, this document will be updated and notice will be provided.
HOW TO REQUEST A LIMITED REVIEW

To request a Limited Review, first click on the deal and then the Review Program option in the dropdown list.

In addition to meeting the eligibility criteria, there are a total of 6 representations required in the Limited Review screen.

The first 2 representations are required at the time of the request. By selecting these representations, you agree to provide the staff no later than 5 business days prior to the member’s participation any documents required to be filed and any updates to the information previously submitted.

In addition, there are 4 representations which can either be provided at the time of the initial request or can be deferred and provided later in an update to the Limited Review screen. These 4 representations are related to associations/affiliations, prohibited arrangements as defined in FINRA Rule 5110(f)(2), acquisition of securities considered underwriting compensation and conflicts of interests.
There are 2 formats in which a Limited Review may be requested:

(1) If you agree to all the representations on your initial Limited Review request and the staff agrees that the filing is eligible, you will receive a Limited Review No Objections Letter.

(2) If you defer any of the 4 representations [LR3-LR6] and the staff agrees that the filing is eligible, you will receive a Limited Review Defer Letter. The staff will again consider issuing a Limited Review No Objections Letter when all the representations are provided.

Once a Limited Review request is submitted, the Filing Cabinet will display a blue icon to show that a request was successfully submitted to the Department.
When the Limited Review request is granted, the blue icon will disappear and the Review Program cabinet will be updated with the current review program granted.

The type of Limited Review letter received will depend on the following factors:

1. whether the staff agrees that an offering meets the eligibility criteria to grant a Limited Review;

2. whether any representations made in the Limited Review screen are deferred; and

3. whether all the representations made in the filing are submitted at the time of the request (due diligence representation [Other Screen], Associations/Affiliations and Conflicts and Compensation Disclosure [Compensation/Summary Screen]).

Following the approval, you can also go to the Issues/Letters button in the Filing Cabinet to retrieve a copy of the letter sent in the Communications tab, which will reflect whether the staff has issued a Limited Review Defer letter or a Limited Review No Objections Letter.
In addition to the letter type, the Deal Status in the Filing Cabinet will also display either of the following:

- **Info Requested**: means a Limited Review Defer Letter for a filing that did not provide all the representations required; or

- **Cleared**: means a Limited Review No Objections Letter was issued.

In the event a Limited Review request is not granted, the staff will communicate the factor(s) considered to reach the decision.

Any questions related to eligibility of a review program that are deal specific should be directed to the first reviewer assigned to the offering.
RESOURCES

Public Offering Filing System

Corporate Financing Website