



**Corporate Financing Public Offerings
System User Guide**

Version 5.0

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Accessing the System

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

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

FINRA

Welcome to Firm Gateway

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

By clicking the 'Accept' or 'Continue' button, I certify that I have read and understood and I accept all the following terms and conditions including the FINRA Entitlement Program Terms of Use.

This Privacy Statement relates to the online information collection and use practices of this FINRA Entitlement Program and embedded forms and applications (this "Web site"). This Privacy Statement complements the full FINRA Privacy Policy and may be updated from time to time. Updates to FINRA's privacy policies will be posted here and/or in the full FINRA Privacy Policy, as appropriate.

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30m To ensure security, you will be automatically logged out after 30 minutes of inactivity.

Make sure to save your work frequently.

If you are experiencing any difficulties logging into the system, please contact your administrator for assistance. If you are a SuperAccount Administrator, contact the **Gateway CallCenter at 301-869-6699** for assistance. **Do NOT bookmark** this page or add it to your favorites. If you would like to create a bookmark or add this application to your favorites, please create the bookmark or add it to your favorites after successfully logging in.

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

Filing Cabinet

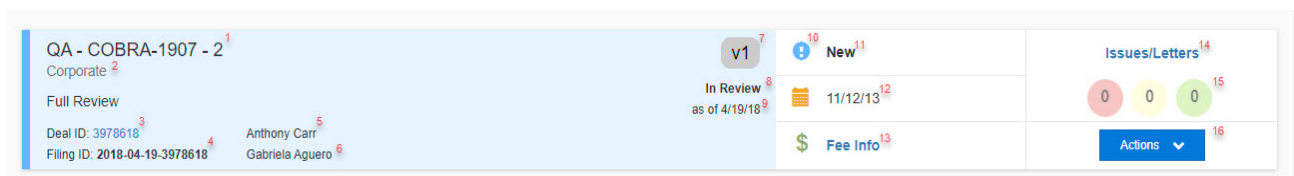
Top Line Menu Bar

The Top Line Menu Bar contains the following components:

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



Filing Card



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

1. **Issuer Name** – Identifies the entity issuing securities to the public.
2. **Deal Type** – Identifies whether the filing is a Corporate Offering or Investment Program.
3. **Deal ID** – The 5-digit sequence number assigned to each filing upon creation.
4. **Filing ID** – Identifies the year, month and day the filing was submitted, along with a special 5-digit sequence number. The Filing ID becomes available when Corporate Financing accepts a filing.
5. **BSS Assignee** – Identifies the Compliance staff responsible for verifying and accepting the filing.
6. **POR Assignees** – Identifies the 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



Deal ID: 5219818 Issuer Name: Test Issuer

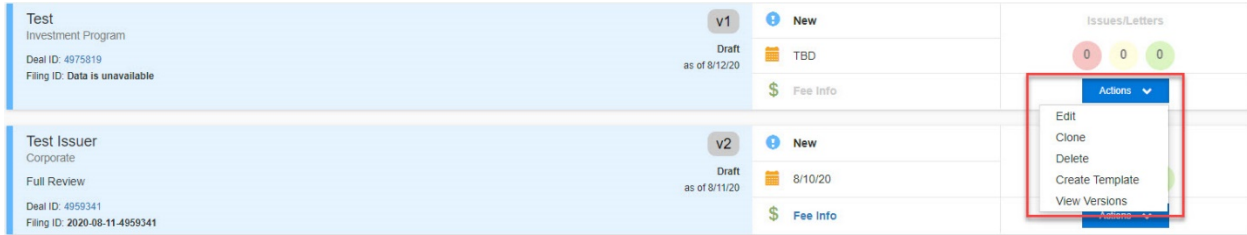
Review Manager Communications

Letter ID: 🔍 🖨️ 🔄 📄 📁

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

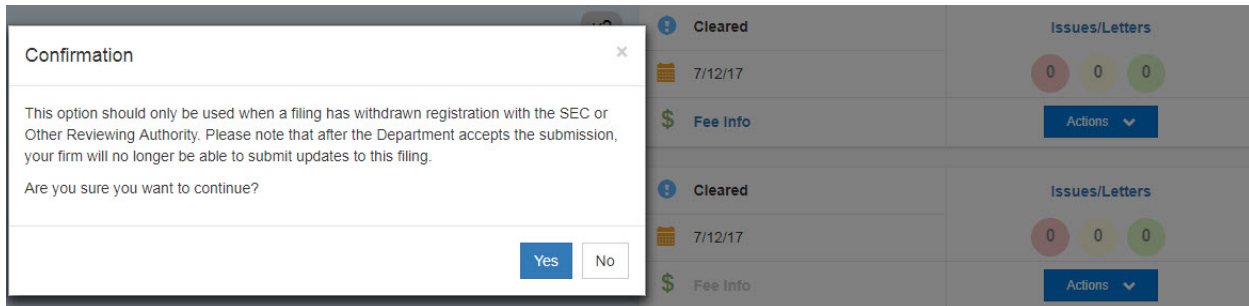
QA - COBRA-10112 Corporate Limited Review Deal ID: 4806068 Janet Okyere Filing ID: 2020-07-16-4806068 Dana Chen, Gabriela Agüero	v1 Cleared as of 7/16/20	? Cleared 10/4/19 \$ Fee Info	Issues/Letters 0 0 0 Actions
QA - COBRA-9998 Corporate Full Review Deal ID: 4794108 Timothy Gray Filing ID: 2020-05-26-4794108 Christopher Morley, Michael Diep	v1 Cleared as of 5/26/20	? Cleared 5/26/20 \$ Fee Info	View Update Clone Withdraw Review Program Create Template View Versions FED Wire Fee Info
QA - AppSec Test Demo Corporate Full Review	v1 Cleared as of 4/8/20	? Cleared 10/4/19 \$ Fee Info	

- 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

Deal ID: 5219818

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

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

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

Filters

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

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

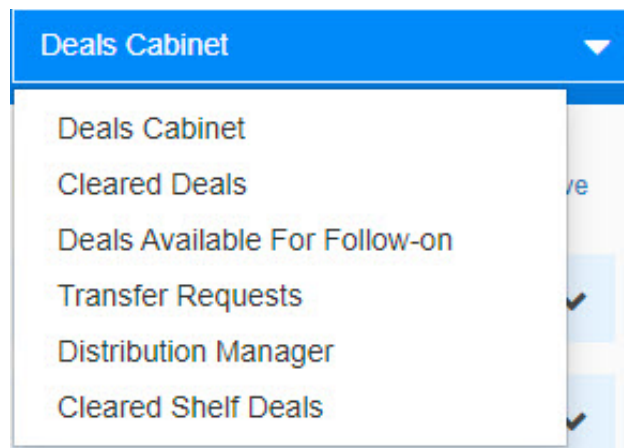
The POR Assignees filter has an “AND” and “OR” toggle feature. Selecting “Clear All” resets the filters back to the original settings and display view. In the example below, filings with a status of “Info Requested” have been selected.

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

Cabinet Views

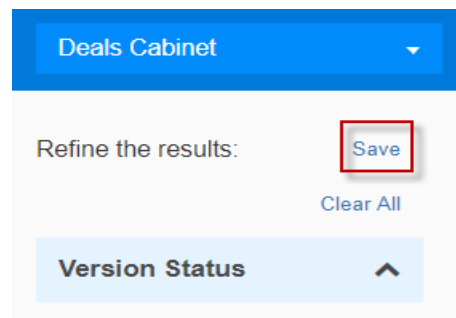
Several filing views are available and include:

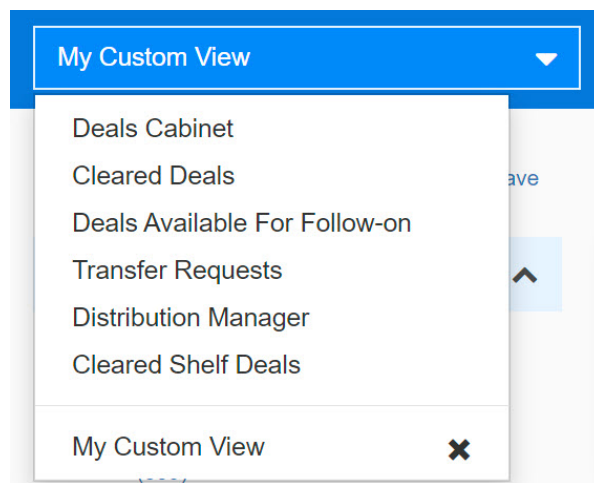
1. **Deals Cabinet (default view)** – Lists all of the filer’s filings.
2. **Cleared Deals** – A pre-filtered view that lists all filings that have been cleared.
3. **Deals Available For Follow-on** – A pre-filtered view that lists all initial filings from which a follow-on secondary offering filing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



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

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



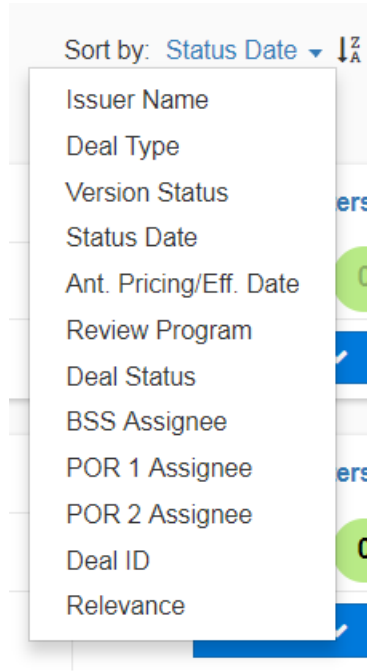


You can select the “X” next to the name of your custom view to delete the view.

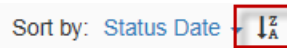
When you come back to the system after exiting, you will be returned to the same view and filter selections as your last session.

Sorting

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



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



Export to Excel

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



Full Text Search

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



Create Deal

Details

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

FINRA Public Offering: Deal Deal ID: 5219818

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

Details

D1 * Issuer Name:

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

D3 * **Non-SEC Filed Documents**

Ver #	File	Submit Date
0 Row(s)		

Add Non-SEC Filed Documents

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

D3.B Submit Date

D4 * Offering Type: Corporate Investment Program (IP)

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

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

FINRA Public Offering: Deal Deal ID: 5219818

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

Details

D1 * Issuer Name:

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

D3 * **Non-SEC Filed Documents**

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

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

FINRA Public Offering: Deal Deal ID: 5219818

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

Details

D1 * Issuer Name: Test Issuer

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

D2.A * Anticipated Pricing or Effective Date: 09/16/2020
 Anticipated
 Actual

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

D2.B.1 * SEC Registration Number: 333-123456

D2.B.2 * SEC CIK Number: 0123456789

D2.B.3 SEC Examiner Name:

D2.B.4 SEC Examiner Phone Number:

D2.C * SEC/Other Reviewing Authority Information

#	CF	Type	SEC Accession #	Filing Date...	PMAOP	SEC Link		
0 Row(s)								

Delete All

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

Add SEC/Other Reviewing Authority Information

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

Filing Information:

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

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

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

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

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

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

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

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

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

Add Row Clear

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

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

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

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

Add Non-SEC Filed Documents

D3.A Limit: 1 file(s). Choose Files No file chosen

D3.B Submit Date

Add Row Clear

D4 * Offering Type: Corporate Investment Program (IP)

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

D5 * Does SEC Rule 415 apply? Yes No

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

D7 * Initial Public Offering: Yes No

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

D8.A Describe the deal characteristics:

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.

D5 * Does SEC Rule 415 apply? Yes No

D5.A * Why does SEC Rule 415 apply? IPO and Resale Continuous Offering Pursuant to SEC Rule 415(a)(1)(ix) Non-Shelf Warrants/Options Resale (Firm Commitment) Resale (Have/Will Engage Members) Non-Resale (Have/Will Engage Members) Other

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

<< Prev Check For Errors Submit Filing Save Deal Print Preview Next >>

Parties

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

Deal ID: 4959341

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

P1.1 * Filer: Member
 Member Counsel
 Issuer Counsel
 Issuer

P1.2 * Contact Name:

P1.3.B * Law Firm Name:

P1.3.D Send review letters to this firm:

P1.4 * Phone:

P1.5 * Email:

P1.6 Address Lines:

P1.7 Country: ▼

P1.8 City:

P1.9 State/Province/Territory: ▼

P1.10 Postal Code:

P1.11 Secondary Contact Name:

P1.12 Phone:

P1.13 Email:

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

Add a Party to the Deal

P2.1 * Party: Member
 Issuer

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

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

List of Party Members				
#...	Type	Business Name	Participation	Letters
1	Issuer	Test Issuer		

Assoc/Affil/Conflicts

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

Associations and Affiliations

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

AA1.A * Provide details:

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

Conflicts of Interest

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

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

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

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

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

<< PrevCheck For ErrorsSubmit FilingSavePrint PreviewNext >>

Compensation

Offering Proceeds

Enter proceeds, excluding the overallotment.

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

Maximum
Comp1.A Offering Proceeds:

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

Cash Compensation

Select drop down to add Underwriting Compensation.

Cash Non-Cash Summary Deal ID: 4959341

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

Underwriting Compensation	Description	%	\$
0 Row(s)			

Add Underwriting Compensation

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

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

Clear

Complete required fields and select Add Row.

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

Cash1 * **Underwriting Compensation**

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

2 Row(s)

Add Underwriting Compensation

Cash1.A * Underwriting Compensation:

Cash1.B Description:

Add Row Clear

Non-Cash Compensation

Cash
Non-Cash
Summary

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

Right Of First Refusal

NC1.A Right Waiver/Termination

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

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

Acquisitions

NC2.A

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

Add a Row for Each Acquisition

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

NC2.A.2 * Name:

NC2.A.3 * Firm Name:

CRD:

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

Provide details of the terms of the underlying securities.

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

Add Row Clear

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

Non-Cash Compensation

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

	Percent	Amount
NC3.A Aggregate Value:	<input style="width: 80%;" type="text"/>	\$0

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

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

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

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

Right Of First Refusal

NC1.A Right Waiver/Termination

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

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

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

Acquisitions

NC2.A

List of Acquisitions

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

Add a Row for Each Acquisition

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

NC2.A.2 * Name:

NC2.A.3 * Firm Name:
CRD:

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

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

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

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

Non-Cash Compensation

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

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

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

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

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

Summary

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

The screenshot displays a software interface with three tabs: 'Cash', 'Non-Cash', and 'Summary'. The 'Summary' tab is active. It shows a table with two columns: 'Total Compensation' and 'Maximum'. The values are 5.0000 % and \$2,000,000 respectively. Below this, a section labeled 'Summ 1' shows 'Total Compensation (rounded to two decimal points): 5.00 %'. A section labeled 'Summ 1.A' is titled 'Summary of Underwriting Compensation' and contains a table with four columns: 'Underwriting Compensation', 'Description', '%', and '\$'.

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

Principles-Based Approach

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

The screenshot shows a software interface with several tabs: 'Details', 'Parties', 'Assoc/Affil/Conflicts', 'Compensation', 'Principles-Based Approach', and 'Other'. The 'Principles-Based Approach' tab is active. It features a question: 'Are the participating members requesting that FINRA consider excluding an acquisition from underwriting compensation pursuant to FINRA Rule 5110.02, 5110.03 or 5110.04?' with 'Yes' selected. Below this is a 'List of Acquisitions' table with columns for 'Type of Approach', 'Name', and 'Firm Name'. At the bottom, there is an 'Add an Acquisition' form with fields for 'PB2 A' (Security type), 'PB2 B' (Name), 'PB2 C' (Firm Name), and 'PB2 D' (Type of Principles-Based Approach Requested). The 'PB2 D' field has three radio button options: '5110.02 Venture Capital Transactions and Significantly Delayed Offerings', '5110.03 Underwriting Compensation Securities Acquired Other than from the Issuer', and '5110.04 Underwriting Compensation Resulting from Issuer Directed Sales Programs'. There are 'Add Row' and 'Clear' buttons at the bottom right.

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

Add an Acquisition

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

PB2.C * Firm Name:

CRD: 8209

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

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

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

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

PB2.D.1.A Exclusion:

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

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

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

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

Add an Acquisition

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

PB2.C * Firm Name:

CRD: 8209

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

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

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

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

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

Principles-Based Approach

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

PB2 * **List of Acquisitions**

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

1 Row(s)

Add an Acquisition

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

PB2.B * Name:

PB2.C * Firm Name:

CRD:

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

5110.02 Venture Capital Transactions and Significantly Delayed Offerings

5110.03 Underwriting Compensation Securities Acquired Other than from the Issuer

5110.04 Underwriting Compensation Resulting from Issuer Directed Sales Programs

Add Row Clear

Other

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

The screenshot shows the 'Other' tab selected in a navigation bar with other tabs: Details, Parties, Assoc/Affil/Conflicts, Compensation, Principles-Based Approach, and Other. The main content area is titled 'Unreasonable Terms and Arrangements' and contains a checkbox labeled 'OTH1' which is checked, with the text: '* The underwriting terms and arrangements will be in compliance with [FINRA Rule 5110\(g\)](#).' Below this is a section titled 'Debt Securities and Derivative Instruments' with a checkbox labeled 'OTH2' which is checked, and the text: '* Non-convertible or non-exchangeable debt securities, or derivative instruments, were or will be acquired in a transaction related to the public offering and a registered principal or senior manager of the participating member has determined that the transaction was or will be entered into at a fair price (see [FINRA Rule 5110\(a\)\(4\)\(B\)\(iv\)](#) and [FINRA Rule 5110.06](#)).' Underneath is a checkbox labeled 'OTH2.A' which is not checked, with the text: '* Provide a description of the acquisition(s).' To the right of this text is a large empty rectangular text box.

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.



The screenshot shows the 'Review Manager' interface. At the top, it displays 'Deal ID: 5219818' and 'Issuer Name: Test Issuer'. Below this is a navigation bar with 'Review Manager' and 'Communications' tabs. The main area contains a 'Letter ID:' label followed by an empty text input field. To the right of the input field are several icons: a magnifying glass, a printer, a refresh symbol, a document, and a plus sign. Below the input field and icons is a large empty rectangular area.

Fee Calculation

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

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

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

Fee Calculation

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

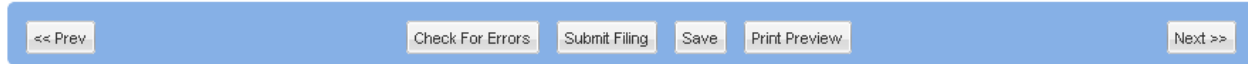
Payment Method: Wire

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

[Hide Payment Info](#)

Submitting Your Filing

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



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

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

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

FINRA Public Offering: Deal

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

Investment Programs (IP)

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

D4 * Offering Type: Corporate Investment Program (IP)

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

D4.B.2 * Type of DPP:

D6 * Does SEC Rule 415 apply? Yes No

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

D7 * Initial Public Offering: Yes No

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

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

Compensation

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

Distribution Arrangements

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

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

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

DA1.C
List of Dual Employees

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

Add a Dual Employee
▲

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

DA1.C.1 * Type:
 Registered
 To Be Hired / Pending Registration

DA1.C.2 * Name:

DA1.C.3 * Employed By:

CRD:

DA1.C.4 * Annual Salary

DA1.C.5 * Expenses?
 Yes
 No

DA1.C.6 * Other?
 Yes
 No

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

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

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

DA1.C.10 * Employed By:
 Issuer
 Affiliate

DA1.C.11 * Issuer Position or Title:

DA1.C.12 * Issuer % Allocation:

DA1.C.13 * Allocate to:
 Retail
 Wholesale

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

Add Row
Clear

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

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

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

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

0 Row(s)

Add an Unregistered Person

DA2.A.1 * Name:

DA2.A.3 * Employed by:

DA2.A.4 * Position or Title:

DA2.A.5 * Describe Activities:

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

Add Row Clear

Underwriting Comp

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

The screenshot shows the 'Underwriting Comp' tab selected. It displays summary statistics for 'Total Underwriting Compensation' and a table of compensation items.

Summary Statistics:

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

Summary of Underwriting Compensation Table:

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

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

The screenshot shows the 'Additional Underwriting Compensation' form. It includes several input fields and a table for adding new compensation items.

Form Fields:

- UW2.A:** Underwriting Compensation: Commission/Discount
- UW2.B:** Source of Funds:
 - General Partner
 - Proceeds
 - Sponsor
 - Other
- UW2.B.1:** Describe the source of funds: [Text Area]
- UW2.C:** Type: Wholesale Retail
- UW2.D:** Description: [Text Area]
- UW2.E:** Calculation Method: Percent (%) Amount (\$)
- UW2.E.1:** Value:

Table:

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

Buttons: Add Row, Clear

Issuer Costs

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

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

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

IC1 Summary of Issuer Costs

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

IC2 **Additional Issuer Costs**

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

0 Row(s)

Add Issuer Cost

IC2.A * Issuer Cost:

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

IC2.D Description:

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

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

Add Row Clear

Summary

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

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

Shelf Filings

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

Base/WKSI Filing

To create a Shelf Filing, select Create Shelf.

The screenshot shows the 'Deals Cabinet' interface. At the top, there are three buttons: 'Create Deal', 'Create Shelf' (highlighted with a red box), and 'Transfer Deal'. Below the buttons, there is a search bar and a filter section for 'Version Status'. The filter section includes checkboxes for 'Cleared (332)', 'Dormant (119)', 'Draft (539)', 'Immediate Clearance (120)', and 'In Review (433)'. The main content area displays two deal entries: 'QA - COBRA-10112 Corporate Limited Review' and 'QA - COBRA-9998 Corporate'. The first entry includes details like 'Deal ID: 4806068', 'Filing ID: 2020-07-16-4806068', and names 'Janet Okyere' and 'Dana Chen, Gabriela Aguero'.

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

The screenshot shows the 'FINRA Public Offering: Create Shelf Filing' form. The form is titled 'Public Offering: Create Shelf Filing' and includes a note: 'This form is only for registration statements filed with the SEC utilizing a "shelf" registration process.' The deal ID is 5219821. The form contains several sections with red boxes highlighting required fields:

- SEC Registration Number:** 333-233690 (with an 'Add Issuer' button).
- Issuer Name:** DSG Global Inc.
- Address Line 1:** SUITE 312-2630 CROYDON DRIVE
- City:** SURREY
- State/Province/Territory:** British Columbia
- Postal Code:** V3Z 0T2
- Country:** Canada
- Phone:** 8775898806
- Filer Name:** Diep, Michael
- Filer Firm Name:** J.P. MORGAN SECURITIES LLC (79)
- Is this a Well-Known Seasoned Issuer (WKSI)?** Yes (selected) / No
- Will an indeterminate amount of securities be offered at indeterminate prices?** Yes / No
- Amount Due for this Filing:** \$500.00 (with a 'More Info' link)
- Fed Wire:**
 - FED Wire #:** 987654k32
 - Re-enter FED Wire #:** 987654k32
 - Fee Amount:** 6500.00
 - Payment Date:** 09/02/2020
 - Do you have multiple Fed Wires to enter?** Yes / No (selected)

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

Select Submit after completing the required fields.

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

Submitted By: cobra79

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

FINRA Public Offering: Create Shelf Filing

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

Deal ID: 5219821

* SEC Registration Number:

[Click here to see filing on EDGAR](#)

Issuer Name: DSG Global Inc.

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

The screenshot shows the FINRA dashboard with a navigation bar at the top containing 'Cleared Deals', 'Create Deal', 'Create Shelf', and 'Transfer Deal'. Below the navigation bar, there is a search bar and a '126 records found.' indicator. A sidebar on the left shows 'Version Status' with options for 'Draft (2)', 'Immediate C...', and 'Submission ...'. The main content area displays a list of deals. The first deal, 'ObsEva SA Shelf', is highlighted. It has a 'v1' version, 'Immediate Clearance as of 8/13/20', and a 'Fee Info' section. The 'Issues/Letters' link is circled in red. There are also three circular indicators with the number '0' and an 'Actions' dropdown menu.

Click View to see the clearance letter.

The screenshot shows the FINRA 'Letters/Notifications' section for Deal ID 5219821, Issuer Name: DSG Global Inc. The page has tabs for 'Review Manager' and 'Communications'. Below the tabs, there is a table with the following columns: 'Letter Id', 'Date Sent', and 'Letter Type'. The table contains one row: '61269', '2020 Sep 2', and 'Shelf NOL'. A 'View' button is circled in red next to the 'Shelf NOL' entry.

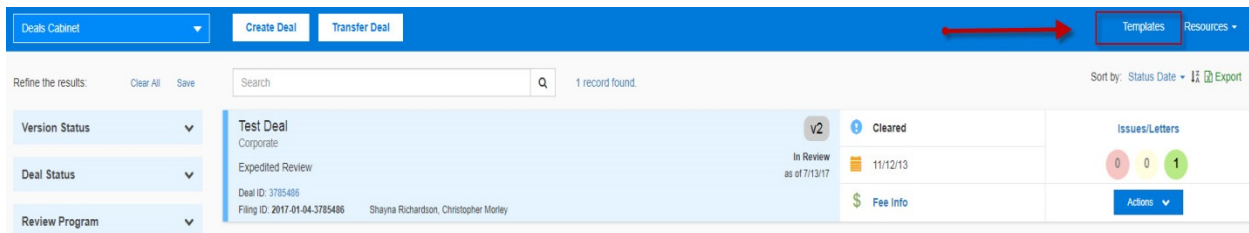
Templates/Clones

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.

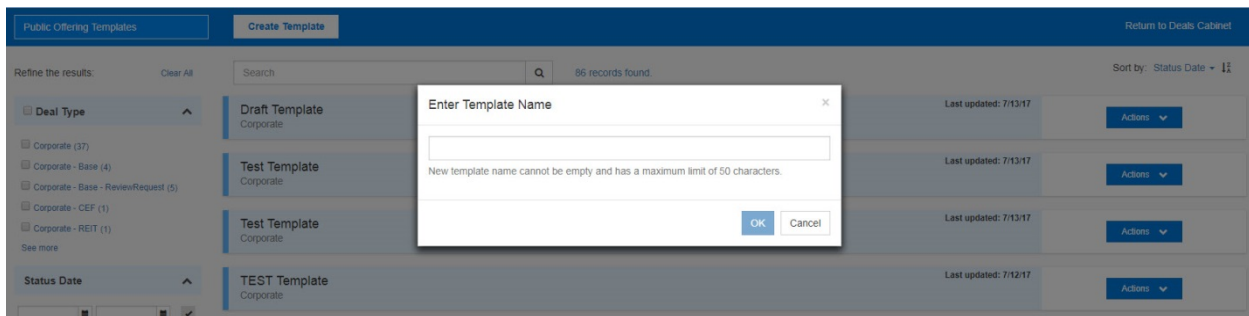
Creating a Template from an Existing Deal

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.

The screenshot shows the 'Public Offering Templates' interface. At the top, there is a blue navigation bar with 'Public Offering Templates' on the left and 'Return to Deals Cabinet' on the right. In the center of this bar, the 'Create Template' button is highlighted with a red rectangular box. Below the navigation bar, there is a search bar and a filter section on the left. The main area displays a list of templates with columns for 'Draft Template', 'Test Template', and 'TEST Template', each with a 'Last updated' date and an 'Actions' dropdown menu.

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

FINRA Public Offering: Template

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

Template Name:

Details

D1 * Issuer Name:

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

D3 * **Non-SEC Filed Documents**

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

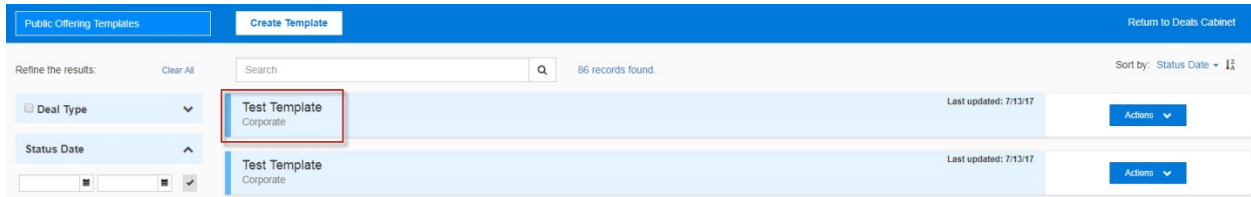
0 Row(s)

Add Non-SEC Filed Documents

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

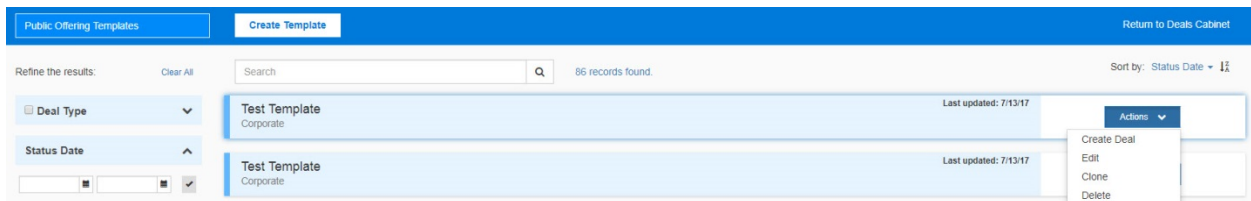
D3.B Submit Date

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

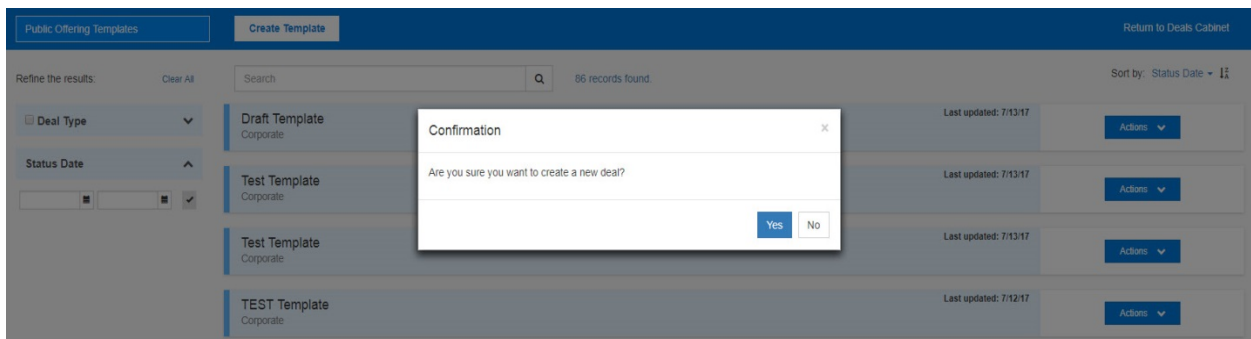


Creating a Draft Deal from a Template

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



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

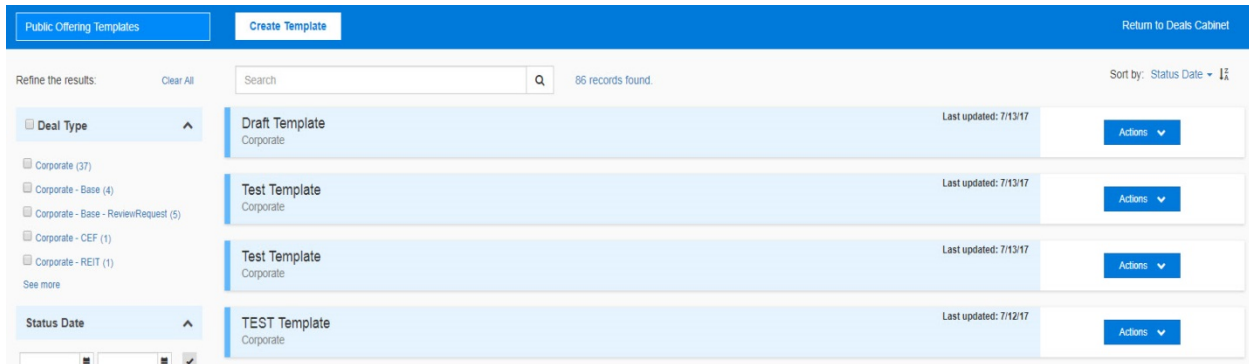


The newly created deal will appear in the deal cabinet.

Creating a Clone

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

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



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

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



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

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

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

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

D1 * Issuer Name:

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

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

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

D2.B.1 * SEC Registration Number:

D2.B.2 * SEC CIK Number:

D2.B.3 SEC Examiner Name:

D2.B.4 SEC Examiner Phone Number:

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

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

Delete All

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

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

Delete All 3 Row(s)

Quick Filing Tips

Issuer Name:

D1 * Issuer Name: ABC Long Term Opportunity Fund

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

Effective Date:

D2.A * Anticipated Pricing or Effective Date:

Anticipated
 Actual

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

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

SEC Filed Documents:

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

Add SEC/Other Reviewing Authority Information

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

Filing Information:

D2.D.2 * SEC Registration Form:

D2.D.3 * SEC Accession Number:

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

D2.D.4 Description:

D2.D.5 Amendment Number:

D2.D.6 * Filing Date:

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

Add Row Clear

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

(a) Carried forward securities:

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

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

Carried Forward Filing Information:

D2.D.CF5 Previous Effective Date:

D2.D.CF6 * Amount Carried Forward:

(b) Increase in offering size:

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

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

Additional Securities Information:

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

(c) All other filings:

None of the Above

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

Distribution Method:

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

Contact Information

Please contact the Corporate Financing Department Staff with any questions.

Department Main Line

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