2016 Regular Session

HOUSE BILL NO. 521

BY REPRESENTATIVE CARMODY

1	AN ACT
2	To amend and reenact R.S. 51:705(H)(1)(introductory paragraph) and
3	709(5)(a)(introductory paragraph) and (ii) and (b) and (10), relative to Louisiana
4	Securities Law and the registration of securities; to maintain registration of securities
5	under Tier 1 of Regulation A of the Federal Securities Act of 1933; to provide a
6	notice filing requirement for securities under Tier 2 of Regulation A of the Federal
7	Securities Act of 1933; to provide an updated statutory reference; to provide a
8	limited exemption for an issuer to determine the level of interest in securities to be
9	issued under Tier 1 of Regulation A of the Federal Securities Act of 1933; and to
10	provide for related matters.
11	Be it enacted by the Legislature of Louisiana:
12	Section 1. R.S. 51:705(H)(1)(introductory paragraph) and 709(5)(a)(introductory
13	paragraph) and (ii) and (b) and (10) are hereby amended and reenacted to read as follows:
14	§705. Registration of Securities; when and how required; delivery of prospectus
15	* * *
16	H. Registration of <u>TIER 1</u> Regulation A Securities. (1) Any security that
17	qualifies under Tier 1 of Regulation A adopted under pursuant to Section 3(b) of the
18	Federal Securities Act of 1933, as now or hereafter amended, may be registered
19	under the terms and conditions provided in this Subsection by filing all of the
20	following:
21	* * *
22	§709. Exempt transactions
23	Except as expressly provided in this Section, R.S. 51:703 shall not apply to
24	any offer or sale of a security in connection with any transaction described in

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Paragraph (1), (2), (6), (7), (8), (9), (11), (12), (13), or (17) of this Section, and R.S. 51:705 shall not apply to any offer or sale of or subscription for any security in connection with any of the following transactions:

5 (5)(a) Any transaction in securities pursuant to a registration statement 6 effective under the Securities Act of 1933, as now or hereafter amended, or of 7 securities exempt from the registration requirements of such Act pursuant to <u>Tier 2</u> 8 <u>of Regulation A, B, E, or F adopted under Section 3(b) or 3(c), thereof or pursuant</u> 9 to any other exemption under such sections which the commissioner has, by rule or 10 regulation, approved, but only during the continuance of such exemption, provided 11 that the commissioner has received prior to such sale:

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13 (ii) A copy of the initial registration statement, excluding exhibits, or the 14 notification on Uniform Notice of Regulation A - Tier 2 Offerings, Form 1-B, 1-E, 15 or 1-F, or any form substituted form therefor, and related offering circular or offering 16 sheet, but excluding other exhibits, filed with the Securities and Exchange 17 Commission or, in the case of an exemption under Section 3(b) or 3(c) of such 18 Securities Act of 1933 which has been approved by the commissioner under this 19 Paragraph, copies of such information or documents as the commissioner may, by 20 rule or regulation, require.

22 (b) The commissioner, after receiving the items called for by Subparagraphs 23 Items (a)(i) through (iv) of this Paragraph, shall issue a written and dated receipt 24 therefor to the person which executed the notice of intention to sell. In the event any 25 offer is to be made pursuant to this exemption more than twelve months after the 26 date on which the commissioner issues his receipt under this Paragraph, then it shall 27 be necessary for the issuer to file with the commissioner a copy of the prospectus 28 which the issuer is currently utilizing for the purpose of making such offer and a 29 renewal fee as provided in R.S. 51:709(5)(c) R.S. 51:706(H). After receiving such 30 prospectus and fee, the commissioner shall issue a written and dated receipt therefor.

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1	The issuer shall be required to comply with these renewal requirements every twelve
2	months so long as the offering shall continue in this state. The issuance by the
3	commissioner of any receipt called for by this Paragraph shall not be a condition to
4	the effectiveness of the exemption provided hereby within the provisions of this
5	Paragraph.
6	* * *
7	(10)(a) Any offer, but not a sale, of a security for which a registration
8	statement has been filed under the Securities Act of 1933, as now or hereafter
9	amended, if no stop order or refusal order is in effect and no public proceeding or
10	examination looking toward such an order is pending under such act.
11	(b) Any offer, but not a sale, of a Tier 1 Regulation A security under Section
12	3(b)(2) of the Securities Act of 1933, where the issuer intends to register the security
13	in multiple states using a coordinated review for these offerings, and conducts its
14	offering in compliance with federal Regulation A as promulgated by the Securities
15	and Exchange Commission.
16	Section 2. This Act shall become effective upon signature by the governor or, if not
17	signed by the governor, upon expiration of the time for bills to become law without signature
18	by the governor, as proved by Article III, Section 18 of the Constitution of Louisiana. If
19	vetoed by the governor and subsequently approved by the legislature, this Act shall become
20	effective on the day following such approval.

SPEAKER OF THE HOUSE OF REPRESENTATIVES

PRESIDENT OF THE SENATE

GOVERNOR OF THE STATE OF LOUISIANA

APPROVED: _____

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