

REGULATION D FILINGS

Rule 506

Through June 30, 2017. Form D filings for Rule 506 offerings may be submitted through the Electronic Filing Depository (“EFD”), a web based system that allows you to submit notice filings and pay the associated filing fee electronically, or filed in paper form with the Securities Division.

Information regarding the EFD, including how to set up an account for future filings, can be found at <https://www.efdnasaa.org/>. NASAA EFD Support can answer any questions you may have about the process at (601) 453-1979.

Effective July 1, 2017, South Carolina will require that all Form D filings and fees for Rule 506 offerings be made through the EFD. Please see the order mandating that filings made pursuant to S.C. Code Regs 13-308 must be filed through the EFD.

For Reg D 506 paper filings, please submit the following:

- (1) Copy of electronic Form D filed with the Securities and Exchange Commission
- (2) \$300 filing fee made payable to the South Carolina Securities Commissioner.
- (3) If acknowledgement of receipt is desired, a duplicate cover letter with a stamped, return address envelope.

Rule 506 filings must be submitted not later than 15 days after the first sale in South Carolina.

Rule 504

For REG D 504 filings submit the following:

- (1) Copy of electronic Form D filed with the Securities and Exchange Commission.
- (2) \$300 filing fee made payable to the South Carolina Securities Commissioner
- (3) If acknowledgment of receipt is desired, a duplicate cover letter with a stamped, return address envelope.
- (4) One copy of the Private Placement Memorandum or other offering document(s).
- (5) A letter indicating that the conditions of South Carolina Code of Regulations 13-204(H), indicated below, have been met:
 - (a) The aggregate offering price for securities sold in South Carolina shall not exceed two hundred fifty thousand (\$250,000.00) dollars during any twelve (12) month period;
 - (b) The limitation on the manner of offering and resale of securities set forth in Rules 502(c) and (d) of SEC Regulation D shall be satisfied; and
 - (c) The "sophisticated investor" qualifications for the nature of purchasers set forth in Rule 506(b)(2)(ii) of SEC Regulation D shall be satisfied.

Rule 504 filings must be submitted at least 5 business days before the first offering to an investor in South Carolina.

If you have any questions regarding the filing requirements, please call (803) 734-9916. All paper filings should be sent to the following address:

Office of the Attorney General
Securities Division
1000 Assembly Street
Columbia, SC 29201