

2018 Regular Session

HOUSE BILL NO. 233

BY REPRESENTATIVE COUSSAN

SECURITIES: Provides relative to the filing of certain federal covered securities

1 AN ACT

2 To enact R.S. 51:705(G)(3), relative to the registration of securities; to require the
3 submission of notice filings; to provide notice requirements for crowd funding filings
4 submitted to the Securities and Exchange Commission pursuant to Section
5 18(b)(4)(C) of the Securities Act of 1933; to require a filing fee; and to provide for
6 related matters.

7 Be it enacted by the Legislature of Louisiana:

8 Section 1. R.S. 51:705(G)(3) is hereby enacted to read as follows:

9 §705. Registration of securities; when and how required; delivery of prospectus

10 * * *

11 G. Notice filing for federal covered securities.

12 * * *

13 (3)(a) With respect to any security that is a federal covered security under
14 Section 18(b)(4)(C) of the Securities Act of 1933, as amended, and for purposes of
15 renewal, the issuer shall make a notice filing with the commissioner consisting of a
16 copy of all documents filed with the Securities and Exchange Commission pursuant
17 to Section 4A(b) of the Securities Act of 1933 when either of the following Items
18 apply:

19 (i) The issuer's principal place of business, as defined in the rules and
20 regulations of the Securities and Exchange Commission, is in this state.

1 (ii) Purchases of fifty percent or more of the securities sold by the issuer
2 pursuant to an offering made in reliance on Section 18(b)(4)(C) of the Securities Act
3 of 1933 are to residents of this state.

4 (b) The issuer shall file with the commissioner the documents described in
5 Subparagraph (a) of this Paragraph at either of the following applicable times:

6 (i) When the issuer files the documents with the Securities and Exchange
7 Commission, if filing with the commissioner pursuant to Item (a)(i) of this
8 Paragraph.

9 (ii) Within fifteen days of the date the issuer becomes aware that it meets the
10 criteria described in Item (a)(ii) of this Paragraph, which in no event should be later
11 than fifteen days from the date of completion of the offering.

12 (c) The documents filed pursuant to the provisions of Subparagraph (b) of
13 this Paragraph are effective for twelve months from the date of the filing, and the
14 issuer shall pay a nonrefundable filing fee of one hundred and fifty dollars to the
15 commissioner when an initial or any subsequent notice is filed.

16 * * *

17 Section 2. The provisions of this Act shall become effective January 1, 2019.

DIGEST

The digest printed below was prepared by House Legislative Services. It constitutes no part of the legislative instrument. The keyword, one-liner, abstract, and digest do not constitute part of the law or proof or indicia of legislative intent. [R.S. 1:13(B) and 24:177(E)]

HB 233 Original

2018 Regular Session

Coussan

Abstract: Requires the issuer of certain federal covered securities making required notice filings to the Securities and Exchange Commission (hereinafter, "SEC") to also make certain required notice filings to the commissioner of the Office of Financial Institutions (hereinafter, "commissioner").

Present law (R.S. 51:702(6.2)) defines the term "federal covered security". Provides the term means "any security that is a covered security under Section 18(b) of the Securities Act of 1933" or promulgated rule. Proposed law retains present law.

Proposed law (R.S. 51:705(G)(3)(a)) requires the issuer of any federal covered security under Section 18(b)(4)(C) Securities Act of 1933, and for purposes of renewal, to make a notice filing with the commissioner, including a copy of all documents filed with the SEC, as provided in Section 4A(b) of the Securities Act of 1933 when either of the following apply:

- (1) The issuer's principal place of business, as defined in the rules and regulations of the SEC, is in this state.
- (2) Purchases of 50% or more of securities sold by the issuer, as provided in Section 18(b)(4)(C) of the Securities Act of 1933, are to residents in the state of La.

Proposed law (R.S. 51:705(G)(3)(b)) requires the issuer to file with the commissioner the documents described in proposed law (R.S. 51:705(G)(3)(a)) at either of the following applicable times:

- (1) When the issuer files the documents with the SEC, if the issuer is filing with the commissioner that its principal place of business is in this state.
- (2) Within 15 days of the date the issuer becomes aware that it has sold 50% or more of its securities to La. residents. If filing under this 15-day requirement, under no circumstances should the filing be more than 15 days from the date of completion of the offering.

Proposed law (R.S. 51:705(G)(3)(c)) provides the documents filed in accordance with proposed law (R.S. 51:705(G)(3)(b)) are effective for 12 months from the date of the filing. Requires the issuer to pay a nonrefundable filing fee of \$150.00 to the commissioner when an initial or subsequent notice is filed.

Effective Jan. 1, 2019.

(Adds R.S. 51:705(G)(3))