



# Department of Commerce

## Form 3-W Notice of Proposed Sale of Securities Pursuant to R.C. 1707.03(W)

File Number \_\_\_\_\_

Division of Securities  
77 South High Street, 22nd Floor  
Columbus, Ohio 43215-6131  
Telephone (614) 644-7381

For Division Use Only. Claimant Must Not fill In.	Date	Checked By	Notation
Fee (\$100 Received)			
Prior filings checked			
Examined as to form			
Amendment requested			
Record Made			
Examination Requested			
Exemption 3-W			
(File #)	(Date)	(Amount)	(Description)
			(Price)

**Note:** Use this form to claim a section 1707.03(W) exemption for securities to be offered for sale in Ohio *no sooner than 5 business days after filing this form*. This form may only be used by issuers claiming the federal exemption provided by Rule 505 of Regulation D of the Securities Act of 1933. The non-refundable filing fee is \$100.

**Submit** to the Ohio Division of Securities, 77 South High Street, 22<sup>nd</sup> Floor, Columbus, Ohio 43215-6131, at least 5 business days prior to the first offer of the securities, the following: (1) the completed Form 3-W, (2) the filing fee by check or money order payable to the "Ohio Division of Securities", and (3) all required exhibits or schedules.

1. Issuer's full legal name \_\_\_\_\_  
(Payer's Federal Tax Identification Number)

2. Issuer's principle place of business:

\_\_\_\_\_  
(Number and Street) (Address Line 2)

\_\_\_\_\_  
(City, State, Zip code)

\_\_\_\_\_  
(Website, if applicable) (Phone No.)

3. Date and state of issuer's organization: \_\_\_\_\_  
(Month, Day and Year) (State)

Type of entity: \_\_\_\_\_  
(Corporation, Partnership, etc.)

4. Correspondence regarding this report should be sent to:

(Name)	(Title)	(Entity)	(Phone No.)
(Number and Street)		(Address Line 2)	
(City, State, Zip code)		(E-mail)	

5. Securities to be offered in Ohio under Section 1707.03(W): (If more space is needed, submit additional document(s) and number as Exhibit 5.)

<u>Description of Securities</u>	<u>Number of Units to be Sold</u>	<u>Price per Unit</u>	<u>Total Offering Amount</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

Clarification (if necessary):

6. Briefly describe the issuer's business. (If more space is needed, submit additional document(s) and number as Exhibit 6)

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

7. (a) List any commissions, discounts, or other remuneration paid or to be paid or given to any person, directly or indirectly, for sales in Ohio of the securities to be offered under this exemption. If none, please state "None." (If more space is needed, submit additional document(s) and number as Exhibit 7.)

<u>Name and address of person receiving commissions, discounts, or other remuneration</u>	<u>Amount of commissions, discounts, or other remuneration</u>	<u>Percentage of Initial Offering Price</u>	<u>Ohio Dealer License Number</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

(b) Were the above commissions, discounts, or other remuneration paid or given only to dealers or salespersons licensed under R.C. Chapter 1707?  YES  NO  NO REMUNERATION PAID

Clarification (if necessary):

8. Does the issuer know or in the exercise of reasonable care could know that any of the following apply to any person described in Rule 262(a) to (c) of Regulation A under the Securities Act of 1933:

(i) The person has filed an application for registration or qualification that is the subject of an effective order entered against the issuer, its officers, directors, general partners, controlling persons or affiliates thereof, pursuant to the law of any state within five years before the filing of notice required under Section 1707.03(W)(3) denying effectiveness to, or suspending or revoking the effectiveness of, the registration statement.  YES  NO

(ii) The person has been convicted of any offense in connection with the offer, sale, or purchase of any security or franchise, or any felony involving fraud or deceit, including but not limited to forgery, embezzlement, fraud, theft, or conspiracy to defraud.  YES  NO

(iii) The person is subject to an effective administrative order or judgment entered by a state securities administrator within five years before the filing of a notice required under Section 1707.03(W)(3), that prohibits, denies, or revokes the use of any exemption from securities registration, that prohibits the transaction of business by the person as a broker or dealer, or that is based on fraud, deceit, an untrue statement of a material fact or an omission to state a material fact.  YES  NO

(iv) The person is subject to any order, judgment or decree of any court entered within five years before the filing of a notice required under Section 1707.03(W)(3), temporarily, preliminarily, or permanently restraining or enjoining the person from engaging in or continuing any conduct or practice in connection with the offer, sale, or purchase of any security, or making of any false filing with any state.  YES  NO

If any of the above questions were answered yes, explain:

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9. Will an offering circular, private placement memorandum, or other written materials be used in connection with this offering?  YES  NO

If yes, submit complete copies of any such final offering circular, private placement memorandum, or other written materials together with all exhibits, appendices, or attachments.

10. If the Issuer is not domiciled in Ohio, or organized under the laws of Ohio, complete and attach Form 11 or Form U-2. (See R.C. 1707.11)

## SIGNATURE

The issuer represents that the foregoing information is true as of the date hereof and agrees that this report shall be considered a written statement used for the purpose of selling securities in Ohio within the meaning of Section 1707.44(B) of the Ohio Revised Code. The individual signing this report on behalf of the issuer further represents that he/she is duly authorized by the issuer to execute and file this report.

Issuer: \_\_\_\_\_  
(Full Name)

By: \_\_\_\_\_  
(Signature) (Date)

\_\_\_\_\_  
(Name) (Official Capacity)

The Division suggests Form 3-W be sent certified mail for verification of receipt, or send a copy of this form **together** with a **self-addressed, stamped** envelope.