

Chapter SEC 8

FORMS

SEC 8.01 Forms

SEC 8.02 Uniform application for
qualification of securities

SEC 8.01 Forms. (May be obtained from Department of Securities, 23 West, State Capitol, Madison, Wisconsin.)

- (1) Application for agent's license (Form 10)
- (2) Application for bank license (Form 15)
- (3) Application for dealer's license (Form 3)
- (4) Application for registration of securities (Form 11)
- (5) Application for registration of securities (to be used only by issuer which has operated less than a year) (Form 1)
- (6) Application for renewal of agent's license (Form 19)
- (7) Application for renewal of dealer's license (Form 17)
- (8) Application for renewal of registration of securities (Form 20)
- (9) Appointment of attorney for service of process (Issuer Applicant) (Form 21)
- (9) (a) Appointment of attorney for service of process (Investment Advisers)
- (10) Appointment of attorney for service of process (Dealer's License) (Form 9)
- (11) Dealer's report of sale of securities in Wisconsin (Form 4)
- (12) Dealer's report of solicited agency transactions in Wisconsin (Form 16)
- (13) Impounding agreement (suggested form)
- (14) Issuer's report of sale of securities in Wisconsin (Form 2)
- (15) Notice of sale of securities in advance of registration (Form 5)
- (16) Sale by notification [Pursuant to Sec. 189.08 (1) (a)] (Form 189.08 (a))
- (17) Sale by notification [Pursuant to Sec. 189.08 (1) (b)] (Form 189.08 (b))
- (18) Sale by notification [Pursuant to Sec. 189.08 (1) (c)] (Form 189.08 (c))
- (19) Sale by notification [Pursuant to Sec. 189.08 (1) (d)] (Form 189.08 (d))
- (20) Sale by notification [Pursuant to Sec. 189.08 (1) (e)] (Form 189.08 (e))
- (21) Sale by notification [Pursuant to Sec. 189.08 (1) (f)] (Form 189.08 (f))
- (22) Application for investment adviser's license.

History: 1-2-56; am. intro. par. Register, February, 1960, No. 50, eff. 3-1-60.

SEC 8.02 Uniform application for qualification of securities. This form is a specimen form only and application shall not be submitted on this specimen printed form. In preparing applications in this form, each interrogatory appearing in the form should be written out in full and then fully answered. All applications, exclusive of exhibits, shall be typed or printed on good quality, unglazed white paper, 8½ x 13 inches in size. Tables and financial data, however, may

be on larger paper if folded to such size. Typed or printed matter shall leave a margin of at least 1½ inches on the left. Applications shall be securely bound and on the left only.

This form to be used only for corporate securities and securities of certain unincorporated, open-end management investment companies, which must be qualified otherwise than by notification and which, prior to public offering, will have been registered under the federal securities act of 1933. It is not, however, to be used for qualification of oil, gas or mineral securities, securities which are essentially certificates of interest in securities, American certificates against foreign issues and the underlying securities, voting trust certificates, certificates of deposit, securities sold or modified in the course of a reorganization and requiring a special form or process of registration under the federal securities act of 1933, or securities of any company primarily engaged in the business of investing or reinvesting in securities other than an incorporated or unincorporated open-end management investment company which does not issue periodic payment plan certificates and which is not the sponsor or depositor of a company issuing such certificates.

Application to the Wisconsin Department of Securities.

- (1) Name of applicant (application must be made by issuer or a licensed dealer)

- (2) Address of applicant where notices and communications in regard to this application may be sent.

- (3) Name of issuer -----
- (4) Address of issuer's principal office in this state, if any.

- (5) Title of securities for which qualification is sought. (Separate application and filing fee for each class of securities)

- (6) Amount of fees and examination deposit, if any, enclosed herewith. (Indicate separately and where necessary to compute fees, state number of units for which qualification is sought and aggregate proposed maximum public offering price thereof exclusive of accrued dividends or interest.)

- (7) Eligibility for sale in other states (information to be given as of the date of this application):
 - (a) Other states, if any, in which affirmative action has been or is proposed to be taken to render the securities eligible for sale to the public.

 - (b) States, if any, in which the securities have been rendered so eligible as the result of such action.

 - (c) States, if any, which have refused, by order or otherwise, to render the securities so eligible or have revoked or suspended the right to sell the securities, or in which an application for qualification has been withdrawn.

- (8) Date documents were first filed to register the securities under the federal securities act of 1933. State whether registration thereunder is effective, and, if so, effective date thereof.
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- (9) Submitted herewith are true copies of the following documents: *Instructions*. Here list the documents submitted, which should include:
- (a) Two copies of the prospectus in the latest form on file at the date of this application pursuant to the federal securities act of 1933. (Financial statements must be dated within 6 months of date of application.)
 - (b) One copy each of issuer's charter or other instrument of organization and by-laws and all amendments thereto, the indenture and all supplements thereto under which the securities to be qualified are or are to be issued, the underwriting agreement and any agreement among underwriters and dealers pertaining to the purchase and offering of the securities (these may be submitted in preliminary form, in which case a conformed copy of each must be submitted promptly after execution), and the opinion or opinions of counsel submitted in connection with registration of the securities under the federal securities act of 1933. (Any of the foregoing already on file with the above named state authority need not be submitted but should be identified by appropriate reference.)
 - (c) Two copies each of all additional advertising matter to be used in connection with the offering of the securities in this state, except advertisements which do no more than state from whom advertising matter may be obtained, identify the security offered for sale and state the price thereof and the names of dealers having an interest in the sale thereof.
 - (d) One copy of the subscription contract if any is to be used on the sale of the securities in this state.
 - (e) One copy of each security for which qualification is sought.
- (10) Applicant hereby applies for qualification of the securities under section 189.13, Wis. Stats., and in consideration of such qualification, applicant agrees so long as the qualification of the securities remains in effect (but if applicant is not the issuer, this agreement shall remain in force only during the period a prospectus in regard to the securities is required to be delivered under the federal securities act of 1933):
- (a) That within 5 days after the filing under the federal securities act of 1933 of the final prospectus, or of any further amendments or supplements thereto, whether post-effective or otherwise, two copies thereof will be filed with the above named state authority.
 - (b) That forthwith upon receipt of notice by issuer or applicant of any orders of the securities and exchange commission issued under section 8 (b) (Refusal Order Proceedings) or Section 8 (d) (Stop Order Proceedings) of the federal securities act of 1933, in connection with the registration of the securities thereunder, and of any notice of effectiveness of said registration, notice thereof will be given by telegraph to the above named state authority.

- (c) That forthwith upon receipt of notice by issuer or applicant of any stop order, denial, order to show cause, suspension or revocation order, injunction or restraining order, withdrawal order or permission, or similar order, issued by any state regulatory body, or other governmental authority or by any court, concerning the securities covered by this application or other securities of the issuer currently being offered to the public, notice thereof will be given by telegraph to the above named state authority.
- (d) That it will promptly furnish all such additional information and documents in respect of the issuer or the securities covered by this application as may be requested by the above named state authority prior to qualification.

Signed and sealed this _____ day of _____, 19_____

 (Name of Applicant)
 By _____
 (Title)
 Attest _____
 (Title)

(Seal)

State of _____ }
 County of _____ } ss.

The undersigned being duly sworn deposes and says that he has executed the foregoing application for and on behalf of the applicant named therein; that he is _____ of such applicant and is fully authorized to execute and file such application; that he is familiar with such application; and that to the best of his knowledge, information and belief the statements made in such application are true and the documents submitted therewith are true copies of the originals thereof.

Subscribed and sworn to before _____
 me this _____ day
 of _____, 19_____

 (Title of officer)

Note

The department requires the filing as an exhibit of a copy of the S.E.C. Registration statement (Form S-1) and all amendments thereto.