



State Of California
Business, Consumer Services, and Housing Agency
DEPARTMENT OF BUSINESS OVERSIGHT
Ensuring a Fair and Secure Financial Services Marketplace for all Californians

www.dbo.ca.gov

Edmund G. Brown Jr.
Governor

Jan Lynn Owen
Commissioner of Business Oversight

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Notice Filing Requirements for Regulation A - Tier 2 Offerings

Effective June 19, 2015, the Securities Exchange Commission ("SEC") approved amendments to Regulation A to implement Section 401 of the Jumpstart Our Business Startups (JOBS) Act.¹ See Securities Act Release No. 33-9741 (March 25, 2015), available at this [link](#).

Filing Requirements in California

Corporations Code section 25102.1(a) [Notice Filing- Regulation A - Tier 2 Offerings]

An issuer planning to offer and sell securities in California in an offering exempt from securities qualification under Corporations Code section 25102.1(a) shall submit the following before the initial offer in this state:

1. A copy of the [Form 1-A](#)² filed with and accepted by the SEC;
2. A consent to service of process or a statement that the issuer is a California corporation. If an electronic Form 1-A was filed with the SEC, a consent to service of process or Form U-2 is not required; and
3. A filing fee of \$600, pursuant to section 25608.1(b) of the California Corporations Code.

This notice must be filed before an offer in California. Late notice filings will be considered filed if accompanied by the filing fee, but shall not constitute an acknowledgement by the Department that the issuer has met the requirements of federal law or the Corporate Securities Law of 1968.

¹ Under the Securities Act of 1933, any offer to sell securities must either be registered with the SEC or meet an exemption. Regulation A provides exemptions from the registration requirements, allowing issuers to offer and sell their securities without having to register the securities with the SEC. In California, issuers offering or selling securities to "qualified purchasers" relying on Regulation A must file Form 1-A prior to an offer of securities in this state.

² 17 C.F.R. 239.90.

Annual Filings/Amendments

This notice filing does not require annual renewals. Should you want to submit an amendment to the Form 1-A, please submit a cover letter that states "Informational Filing Only" and includes the DOCQNET Organization ID and Notice ID. These items may be obtained from the Department's website, www.dbo.ca.gov. There is no filing fee for amendments. For further assistance, contact the Department's Consumer Services Office at (866) 275-2677.

Other Considerations

An issuer filing electronically with the SEC should allow adequate time to obtain an Electronic Data Gathering, Analysis, and Retrieval (EDGAR) access code prior to filing with the SEC, in order to meet the filing requirement in California. An EDGAR access code may be obtained by following the instructions at on the EDGAR Filer Management webpage, available at this [link](#).