

## 51 N.J.R. 1467(a)

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### RULE ADOPTIONS

#### Reporter

51 N.J.R. 1467(a)

*NJ - New Jersey Register > 2019 > SEPTEMBER > SEPTEMBER 16, 2019 > RULE ADOPTIONS > LAW AND PUBLIC SAFETY -- DIVISION OF CONSUMER AFFAIRS*

#### Agency

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LAW AND PUBLIC SAFETY > DIVISION OF CONSUMER AFFAIRS > BUREAU OF SECURITIES

#### Administrative Code Citation

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Adopted Amendments: N.J.A.C. 13:47A-1.1, 1.2, 2.1, 2.11, 3.1, 3A.1, 5.2, 7.9, 7.10, 10.2, 10.3, and 10.4 and 13:47A Appendix B

#### Text

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#### Fees

Proposed: May 20, 2019, at 51 N.J.R. 717(a).

Adopted: July 24, 2019, by the New Jersey Bureau of Securities, Christopher W. Gerold, Bureau Chief.

Filed: August 12, 2019, as R.2019 d.096, **without change**.

Authority: N.J.S.A. 49:3-47 et seq., specifically 49:3-66.1.

Effective Date: September 16, 2019.

Expiration Date: July 17, 2022.

#### Summary of Public Comments and Agency Responses:

The official comment period ended on July 19, 2019. **The New Jersey Bureau of Securities (Bureau) received no comments on the notice of proposal.**

#### Federal Standards Statement

A Federal standards analysis is not required because the adopted amendments are governed by N.J.S.A. 49:3-47 et seq., and are not subject to any Federal requirements or standards.

**Full text** of the adoption follows:

SUBCHAPTER 1. BROKER-DEALERS

13:47A-1.1 Application for registration for FINRA members

(a) Any person who is a member of the Financial Industry Regulatory Authority (FINRA), desiring to transact business in the State of New Jersey as a broker-dealer shall file an application with the Bureau of Securities (the Bureau) by filing the application with the Central Registration Depository (CRD) on the form designated as Form BD, Uniform Application for Broker-Dealer Registration, or any successor form to the Form BD prescribed by the CRD for filing a broker-dealer application. The requisite registration fee shall be submitted with the application filed with the CRD in the amount of \$ 450.00 for a one-year registration term. Failure to pay the registration fee as above, within the billing time limits established by the Bureau or by the CRD, shall be a ground for immediate revocation of the registration. The applicant shall supplement the application filed with the CRD by directly filing with the Bureau the Broker-Dealer Supplement and any additional information that the Chief of the Bureau of Securities of the State of New Jersey (the Bureau Chief) requires. The 30-day time period for review of an application will not commence until the applicant files all documents or material facts specified and required. The following additional information shall be filed with the Bureau for all broker-dealer applications and no application shall be deemed complete until all of the following are properly submitted, unless the requirements are waived by the Bureau Chief:

1-4. (No change.)

(b)-(e) (No change.)

13:47A-1.2 Application for registration for persons not eligible for registration via the CRD

Any person desiring to transact business in the State of New Jersey who is not a member of FINRA or who is not otherwise eligible to register via the CRD pursuant to N.J.A.C. 13:47A-1.1, shall file all of the information required by N.J.A.C. 13:47A-1.1 and in the same form required by that section directly with the Bureau at its current office address. The application shall be accompanied by a check or money order payable to the State of New Jersey, Bureau of Securities, in the amount of \$ 450.00.

SUBCHAPTER 2. INVESTMENT ADVISERS

13:47A-2.1 Application for investment adviser registration

(a) (No change.)

(b) Such Form ADV shall be accompanied by:

1-6. (No change.)

7. The requisite registration fee in the amount of \$ 375.00 shall be submitted with the application filed with the IARD for electronic filers or to the Bureau in a check or money order payable to the State of New Jersey, Bureau of Securities, for paper filers; and

8. (No change.)

(c) (No change.)

13:47A-2.11 Notice filing of Federally registered investment advisers

(a) Any person doing business in New Jersey who is registered or required to be registered as an investment adviser under Section 203 of the Investment Advisers Act of 1940 (15 U.S.C. § 80b-3), as amended, or is not exempted from making a notice filing by N.J.S.A. 49:3-56(g), shall file the following items with the Bureau, unless such person is not within the State definition of "investment adviser," set forth in N.J.S.A. 49:3-49(g):

1. In connection with an initial notice filing with the Bureau by the applicant, the applicant shall make a written notice filing in the form of the current Form ADV, or a successor form, as filed with the Securities and Exchange Commission, and file with the Bureau a check made payable to the State of New Jersey, Bureau of Securities in the amount of \$ 375.00;

2-4. (No change.)

[page=1468] SUBCHAPTER 3. AGENTS

13:47A-3.1 Agents of broker-dealers

(a) Any person desiring to act in the State of New Jersey as an agent of a non-FINRA member broker-dealer registered in New Jersey directly with the Bureau or as an agent of an issuer shall file a complete and accurate application with the Bureau on the Uniform Application for Securities Industry Registration or Transfer, Form U4, as set forth in N.J.A.C. 13:47A-11.3. Such application shall be accompanied by:

1-2. (No change.)

3. A check or money order made payable to the State of New Jersey, Bureau of Securities, in the amount of \$ 125.00. Issuers of securities under N.J.S.A. 49:3-50(b) need not register as agents or qualify as issuers. However, a pattern of N.J.S.A. 49:3-50(b)(12) offerings by the same person or group of persons may raise a presumption that the person or persons are acting as an unregistered broker-dealer requiring broker-dealer registration of the issuer and its agents.

(b) Any person desiring to act in the State of New Jersey as an agent of a broker-dealer registered in New Jersey via the CRD shall file an application for registration as an agent with the CRD on the Form U4, Uniform Application for Securities Industry Registration or Transfer, or its successor agent application form prescribed by the CRD. The agent application shall be accompanied by a consent to service of process executed by the applicant; fingerprint cards as required by the CRD; and payment in the form prescribed by the CRD of \$ 125.00 for each year of the registration period. In accordance with N.J.S.A. 49:3-58(a)(2)(i), an application is incomplete unless and until the applicant pays the registration fees as provided above within the billing time limits established by the Bureau or by the CRD.

1-2. (No change.)

(c) - (d) (No change.)

#### SUBCHAPTER 3A. INVESTMENT ADVISER REPRESENTATIVES

##### 13:47A-3A.1 Registration of investment adviser representatives

(a) Subject to the provisions of Section 203A of the Investment Advisers Act of 1940 (15 U.S.C. § 80b-3a), any person, who has a place of business located in this State, who desires to act in the State of New Jersey as an investment adviser representative of an investment adviser registered in New Jersey with the Bureau or registered with the Securities and Exchange Commission, and any person doing business in this State who desires to act in the State of New Jersey as an investment adviser representative of an investment adviser registered in New Jersey with the Bureau, shall file an application with an original signature, with the Bureau on the Uniform Application for Securities Industry Registration or Transfer, Form U4, as set forth in N.J.A.C. 13:47A-11.3, and a consent to service of process executed by the applicant. A fully executed Domestic Investment Adviser Execution Page of the Form ADV, Uniform Application for Investment Adviser Registration, will satisfy the consent to service of process requirement. The Form U4 may be filed with the Bureau by filing the Form U4 electronically with the CRD and designating in the Form U4 that the applicant intends to apply for registration in New Jersey. For a Form U4 filed electronically with the Bureau via the CRD such Form U4

shall have the requisite electronic signatures as required by the CRD. An application shall be accompanied by:

1. (No change.)

2. A fee of \$ 130.00 shall be assessed for each initial application. The fee may be paid to the Bureau electronically through the CRD, or it may be paid by check or money order made payable to the State of New Jersey, Bureau of Securities if the application was filed directly with the Bureau. In accordance with N.J.S.A. 49:3-58(a)(2)(i), an application is incomplete unless and until the applicant pays the registration fee as provided above within the billing time limits established by the Bureau or by the CRD.

(b)-(f) (No change.)

#### SUBCHAPTER 5. RENEWAL

##### 13:47A-5.2 Application for renewal

(a) A broker-dealer registered in New Jersey via the CRD may apply to renew its registration by filing the renewal forms prescribed by the CRD accompanied by payment of a \$ 450.00 renewal fee.

(b) A broker-dealer registered in New Jersey via direct registration with the Bureau may apply to renew its registration by filing Form BDR issued to the registrant by the Bureau accompanied by a check or money order for \$ 450.00 made payable to the State of New Jersey, Bureau of Securities.

(c) A registered investment adviser registered or notice filed in New Jersey via the IARD may apply to renew its registration by filing the renewal forms prescribed by the IARD by December 31 of each year, accompanied by payment of a \$ 375.00 renewal fee.

(d) A registered investment adviser registered in New Jersey via direct registration with the Bureau may apply to renew its registration by filing a current copy of the Form ADV, together with a check or money order for \$ 375.00 made payable to the State of New Jersey, Bureau of Securities.

(e) An agent registered in New Jersey via the CRD may apply to renew his or her registration by filing the renewal prescribed by the CRD accompanied by a \$ 125.00 renewal fee.

(f) A broker-dealer registered in New Jersey via direct registration with the Bureau may apply to renew its agents who are registered in New Jersey via direct registration with the Bureau by filing with the Bureau a list containing the name and social security number of each

such agent together with a check or money order payable to the State of New Jersey, Bureau of Securities, in the amount of \$ 125.00 per agent per year.

(g) An issuer agent registered in New Jersey may apply to renew his or her registration with the Bureau by filing a completed Form ISR issued to the registrant by the Bureau accompanied by a check or money order in the amount of \$ 125.00, made payable to the State of New Jersey, Bureau of Securities.

(h) An investment adviser representative registered electronically in New Jersey via the CRD may apply to renew his or her registration by December 31 of each year by filing the renewal form prescribed by the CRD accompanied by a \$ 130.00 renewal fee.

(i) (No change.)

#### SUBCHAPTER 7. MISCELLANEOUS

13:47A-7.9 Notice filings for securities issued or offered by Federally registered investment companies and unit investment trusts

(a) (No change.)

(b) In addition to (a)1 or 2 above, issues of Federal covered securities as described in (a) above shall annually file with the Bureau:

1. (No change.)

2. A check made payable to the State of New Jersey, Bureau of Securities in the amount of \$ 2,000 for an investment company for the period from the date of receipt until the following June 30. Payment of fees shall be due and payable upon filing.

i.-ii. (No change.)

3. A check made payable to the State of New Jersey, Bureau of Securities in the amount of \$ 1,000 for a unit investment trust. Payment of fees shall be due and payable upon filing. The notice filing for a unit investment trust shall become effective upon receipt by the Bureau of Securities and shall be effective for 18 months from the date of receipt by the Bureau of Securities. Notice filings pursuant to this section shall be renewed not later than 18 months after the effective date of the initial notice filing by filing the Form NF for unit investment trusts or the most recent form of registration statement, along with the payment of the fees as above. Renewals shall be effective from the expiration date of the notice filing being renewed until 18 months later.

(c) (No change.)

13:47A-7.10 Private placement filings

(a) An issuer offering a security pursuant to N.J.S.A. 49:3-50(b)(12) must file with the Bureau, no later than 15 days after the first sale of such security in this State, the following:

1-5. (No change.)

6. A check made payable to the State of New Jersey, Bureau of Securities in the amount of \$ 500.00.

(b) Rule 506 filings. An issuer offering a security pursuant to N.J.S.A. 49:3-60.1(b) shall file with the Bureau, no later than 15 days after the first [page=1469] sale of such security in this State, the notice filing and \$ 500.00 filing fee in the manner described in this subsection.

1. (No change.)

2. If the issuer is unable to use EFD, the issuer shall contact the Bureau immediately. Upon a showing of hardship, the Bureau shall permit manual filing. If the Bureau permits manual filing, issuers shall file directly with the Bureau the following:

i.-iii. (No change.)

iv. A check made payable to the State of New Jersey, Bureau of Securities in the amount of \$ 500.00.

3. (No change.)

SUBCHAPTER 10. REGISTRATION OF SECURITIES

13:47A-10.2 Registration by coordination

(a) A person who seeks to register by coordination a security for which a registration statement has been filed under the Securities Act of 1933 shall file with the Bureau the following documents and information.

1. A completed application Form U-1, Uniform Application to Register Securities, which shall be accompanied by the following:

i.-xiii. (No change.)

xiv. A check or money order payable to the New Jersey Bureau of Securities, in the amount of \$ 3,000, for each registration statement filed with the Bureau. The Bureau may require the applicant to submit a money order or certified check in appropriate instances;

xv.-xvi. (No change.)

2-3. (No change.)

(b)-(i) (No change.)

(j) In the case of "shelf" registrations, the initial filing with the Bureau shall cover the first takedown. Subsequent takedowns may be registered by filing Form U-1, Uniform Application to Register Securities, together with any supplements or amendments to the registration statement, and a filing fee in the amount of \$ 3,000 for each registration statement filed with the Bureau. The subsequent filing will be expedited provided the filing makes a clear reference to the original shelf filing by giving the name of the issuer, the securities registered, the New Jersey registration number, and the effective date of the prior registration. Subsequent takedowns which comply with the foregoing shall become effective upon notice by the filing of a supplement or an amendment to the registration statement.

#### 13:47A-10.3 Registration by Qualification

(a) A person who seeks to register a security by Qualification shall file with the Bureau the following documents and information:

1. A completed application Form U-1, Uniform Application to Register Securities, which shall be accompanied by the following:

i.-xii. (No change.)

xiii. A check or money order payable to the New Jersey Bureau of Securities, in the amount of \$ 3,000, for each registration statement filed with the Bureau. The Bureau may require the applicant to submit a money order or certified check in appropriate instances;

xiv.-xvi. (No change.)

2-3. (No change.)

(b)-(i) (No change.)

(j) Shelf registration may be permitted only in the discretion of the Bureau. Generally, shelf registrations will not be permitted unless the securities have been registered with the Securities and Exchange Commission. In the case of "shelf" registrations, the initial filing with the Bureau shall cover the first takedown. Subsequent takedowns may be registered by filing Form U-1, Uniform Application to Register Securities, together with any supplements or amendments to the registration statement, and a filing fee in the amount of \$ 3,000 for each registration statement filed with the Bureau. The subsequent filing will be expedited provided the filing makes a clear reference to

the original shelf filing by giving the name of the issuer, the securities registered, the New Jersey registration number, and the effective date of the prior registration. Subsequent takedowns which comply with the foregoing shall become effective upon notice by the filing of a supplement or an amendment to the registration statement.

13:47A-10.4 Registration by Notification

(a) A person who seeks to register securities by Notification shall file with the Bureau the following documents and information:

1. A completed application Form U-1, Uniform Application to Register Securities, which shall be accompanied by the following:

i.-xii. (No change.)

xiii. A check or money order payable to the New Jersey Bureau of Securities, in the amount of \$ 3,000 for each registration statement filed with the Bureau. The Bureau may require the applicant to submit a money order or certified check in appropriate instances;

xiv.-xv. (No change.)

2-3. (No change.)

(b)-(h) (No change.)

(i) Shelf registration may be permitted only in the discretion of the Bureau. Generally, shelf registrations will not be permitted unless the securities have been registered with the Securities and Exchange Commission. In the case of "shelf" registrations, the initial filing with the Bureau shall cover the first takedown. Subsequent takedowns may be registered by filing Form U-1, Uniform Application to Register Securities, together with any supplements or amendments to the registration statement, and a filing fee in the amount of \$ 3,000 for each registration statement filed with the Bureau. The subsequent filing will be expedited provided the filing makes a clear reference to the original shelf filing by giving the name of the issuer, the securities registered, the New Jersey registration number, and the effective date of the prior registration. Subsequent takedowns which comply with the foregoing shall become effective upon notice by the filing of a supplement or an amendment to the registration statement.

APPENDIX B

NEW JERSEY REGISTRATION STATEMENT FOR REGISTRATION BY NOTIFICATION

All items must be answered. Attach riders where necessary.

I.-V. (No change.)

VI. INFORMATION AND DOCUMENTS REQUIRED

(See N.J.S.A. 49:3-61.3(b)(10), 61.3(b)(12), and 61.3(b)(14)).

A.-G. (No change.)

H. EXHIBITS

Submitted herewith as part of this registration statement are the following documents. (Documents on file may be incorporated by reference.)

1-6. (No change.)

7. The registration fee of \$ 3,000.00.

\_\_\_\_\_  
Name of Applicant

By: \_\_\_\_\_  
(Name and Title)

Date: \_\_\_\_\_

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

The undersigned, \_\_\_\_\_, being first 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.

\_\_\_\_\_  
Name

Subscribed and sworn to before me  
this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_

NOTARY PUBLIC

In and for the County of \_\_\_\_\_

State of \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

(Notarial Seal) \_\_\_\_\_

NEW JERSEY REGISTER

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