

## **PRIVATE PLACEMENT REPORT OF SALE**

N.J.S.A. 49:3-50(b)(12)

### **INSTRUCTIONS:**

1. INITIAL FILING: The following must be submitted to the New Jersey Bureau of Securities (“Bureau”) no later than 15 days after the first sale of securities in New Jersey.
  - A copy of NJBOS Form 1 (Private Placement Report of Sale);
  - A manually signed Form U-2 (Uniform Consent to Service of Process) appointing the Chief of the New Jersey Bureau of Securities as attorney to receive process;
  - A copy of the Offering Statement or Prospectus (if applicable);
  - A check in the amount of \$500.00, made payable to: New Jersey Bureau of Securities. The check need not be certified; and
  - Copy of the filed Form D (if applicable).
2. SUPPLEMENTAL FILING: In the event that, prior to the closing of the offering, there is a material change to the information submitted in connection with the initial filing, the issuer must file with the Bureau a supplemental report detailing the material changes.
3. FINAL REPORT: A final report must be filed with the Bureau at the closing of the offering, if the information in the final report would be materially different from the report last filed with the Bureau. Additional sales to non-accredited New Jersey investors are considered “material.”
4. AGENT REGISTRATION: If this offering is being sold by agents of the issuer, such agents need not be registered with the Bureau. If this offering is being sold by agents of a broker-dealer, both the agents and the broker-dealer must be registered with the Bureau, unless otherwise exempt.
5. LIMITATIONS: A private placement under Section 50(b)(12) is limited to 35 investors in any 12-month period. Accredited investors and investors residing outside New Jersey are excluded from the calculation of this limit. “Accredited investor” is defined in N.J.S.A. 49:3-49(p).

SOLICITATION: The securities shall not be offered or sold by general solicitation or general advertisement.

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*NJBOS Form 1*

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1. DESCRIPTION OF ISSUER:

a. Type of entity:

Corporation  LLC  Other (specify) \_\_\_\_\_

b. Name: \_\_\_\_\_

c. Address: \_\_\_\_\_

d. State of formation: \_\_\_\_\_

e. Officers, directors, general partners, and control persons:

Name and address	Position or affiliation	Control persons' form of control
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Note: New Jersey uses a common-law definition of "control."

2. NEW JERSEY NON-ACCREDITED PURCHASERS:

(Attach additional sheets if necessary.)

Name and address:	No. of units:	Total purchase price:
_____	_____	\$ _____
_____	_____	\$ _____
_____	_____	\$ _____
_____	_____	\$ _____
_____	_____	\$ _____
Totals	_____	\$ _____

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3. DESCRIPTION OF SECURITIES:

a. Type (common stock, bonds, etc.): \_\_\_\_\_ Price per unit: \$ \_\_\_\_\_

b. SEC exemption: Section 4(a)(2)  Rule 504  Other \_\_\_\_\_

c. Total amt. of offering (NJ and elsewhere, accredited and otherwise): \$ \_\_\_\_\_

d. Total # of purchasers (NJ and elsewhere, accredited and otherwise): \_\_\_\_\_

4. DATE OF FIRST SALE IN NEW JERSEY: \_\_\_\_\_

5. BROKER-DEALER EFFECTING TRANSACTIONS:

(Omit this section if no broker-dealer is involved in offers or sales. If more than one broker-dealer, please add additional sheets containing the information specified below.)

a. Name of broker-dealer: \_\_\_\_\_

b. Central Registration Depository number of broker-dealer: \_\_\_\_\_

c. Address of broker-dealer: \_\_\_\_\_

d. Manner of compensation of broker-dealer: \_\_\_\_\_

e. Amount of compensation of broker-dealer: \$ \_\_\_\_\_

f. Is broker-dealer registered in New Jersey? \_\_\_\_\_

g. Name of agent: \_\_\_\_\_

h. Central Registration Depository number of agent: \_\_\_\_\_

i. Is agent registered in New Jersey? \_\_\_\_\_

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6. CERTIFICATION: I certify that the foregoing statements are true. I am aware that if any of the foregoing statements are willfully false, I am subject to punishment.

Name of Issuer: \_\_\_\_\_

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

By: \_\_\_\_\_

Telephone: \_\_\_\_\_

Title: \_\_\_\_\_

Fax: \_\_\_\_\_