

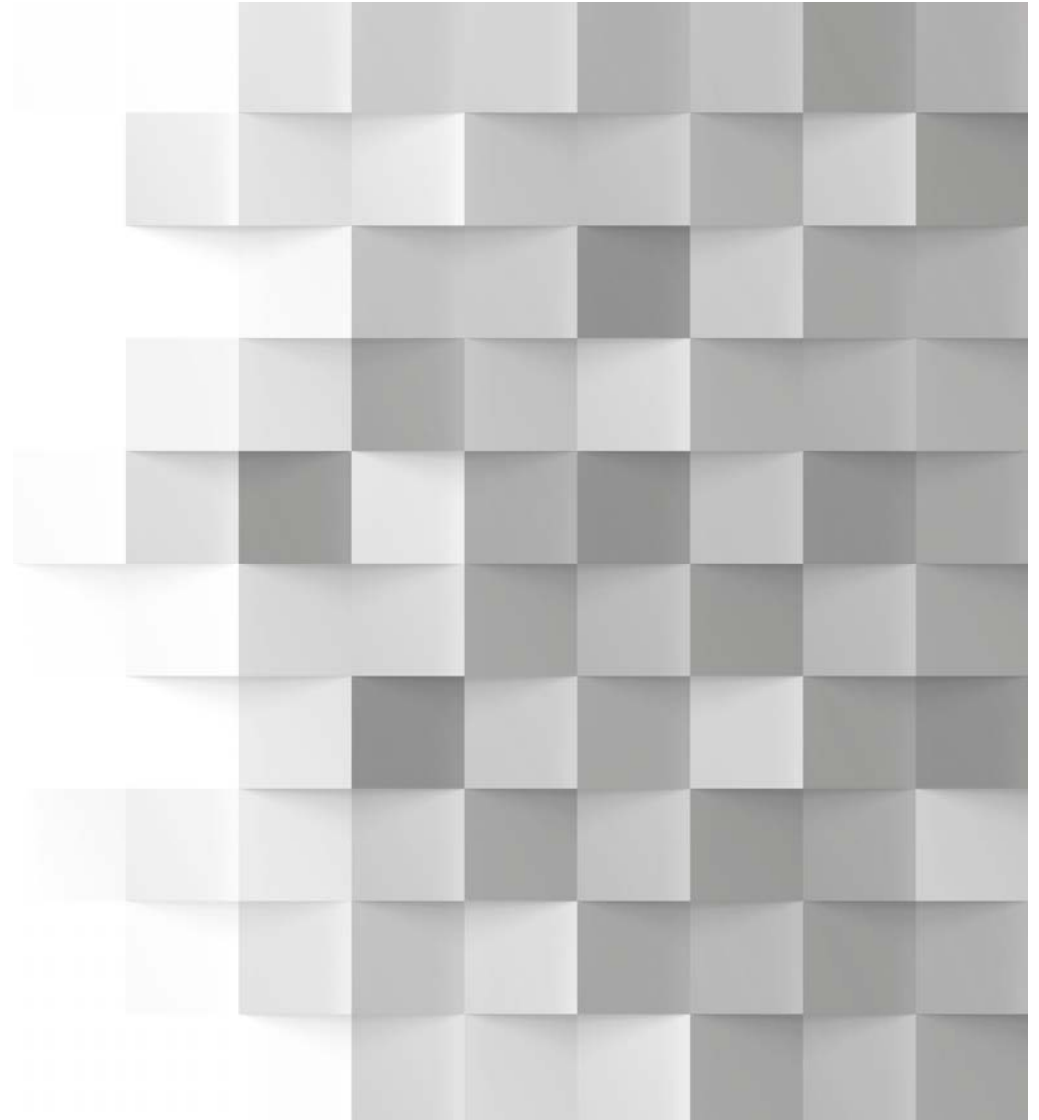


Overseas Listings:

Legal Aspects for U.S. Companies

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U.S. Listing - Advantages

Liquidity

Governance

Reputation

U.S. Listing - Disadvantages

Size

Regulation

Costs

Overseas Listing - Reasons

Capital access

Local profile

Cross-listing

Overseas Listing - Structure

Tax

Reorganization

Depository receipts

U.S. Public Company - Section 12(g)

> \$10 million in assets

> 2,000 holders or 500 unaccredited holders

- “held of record”
- excludes certain employee securities

“Foreign Private Issuer”

Incorporated or organized outside the U.S.

UNLESS > 50% of voting securities held by U.S.

residents AND:

- majority of directors or officers are U.S. citizens or residents
- OR majority of assets located in the U.S.
- OR business administered principally in the U.S.

12(g) Exemption - Rule 12g3-2

(a) FPI with < 300 holders of record resident in U.S.

(b) FPI that:

- is not voluntarily registered nor listed in the U.S.
- has foreign exchange as primary trading market
- and makes certain required information available in English

Restricted Securities

Offerings are either:

- Registered
- Exempt
- Illegal

Resales

- Rule 144 and Rule 144A

Regulation S

Offerings outside the U.S. to non-U.S. persons

available to U.S. and non-U.S. issuers ...

... but securities may be restricted

“Designated Offshore Market”

Liability

Local law

U.S. law

❖ **extra-territorial reach of U.S. courts**