



Department of Commerce

Division of Securities
77 South High Street, 22nd Floor
Columbus, Ohio 43215-6131
Telephone (614) 644-7381

File Number _____

Form 3-Y Report of Offering Solely to Accredited Investors Pursuant to R.C. 1707.03(Y)

For Division Use Only. Claimant Must Not fill In.	Date	Checked By	Notation
Fee (\$100 Received)			
Prior filings checked			
Examined as to form			
Amendment requested			
Record Made			
Examination Requested			
Exemption 3-Y			
(File #)	(Date)	(Amount)	(Price)

Note: Use this form to claim a section 1707.03(Y) exemption for securities offered or sold in Ohio *within 15 days of the filing of this form*. This form may only be used by issuers offering securities solely to “accredited investors” as that term is defined in Rule 501 of Regulation D of the Securities Act of 1933. The non-refundable filing fee is \$100.

Submit to the Ohio Division of Securities, 77 South High Street, 22nd Floor, Columbus, Ohio 43215-6131, within fifteen days of the first use of a general announcement or notice of the offering, the following: (1) the completed Form 3-Y, (2) the filing fee by check or money order payable to the “Ohio Division of Securities”, and (3) all required exhibits or schedules.

1. Issuer's full legal name: _____
(Payer's Federal Tax Identification Number)

2. Issuer's principle place of business: _____
(Number and Street) (Address Line 2)

(City, State, Zip code)

(Website, if applicable) (Phone No.)

3. Date and state of issuer's organization: _____
(Month, Day and Year) (State)

Type of entity: _____
(Corporation, Partnership, etc.)

4. Correspondence regarding this report should be sent to:

(Name)	(Title)	(Entity)	(Phone No.)
(Number and Street)		(Address Line 2)	
(City, State, Zip code)		(E-mail)	

5. Securities to be offered in Ohio under Section 1707.03(Y): (If this is a pre-sale filing, please indicate so where appropriate. If more space is needed, submit additional document(s) and number as Exhibit 5.)

<u>Description of Securities</u>	<u>Date of Sale</u>	<u>Number of Units Sold or to be Sold</u>	<u>Price per Unit</u>	<u>Total Offering</u>	<u>Number of Purchasers</u>
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

Clarification (if necessary):

6. Briefly describe the issuer's business: (If more space is needed, submit additional document(s) and number as Exhibit 6)

7. (a) List any commissions, discounts, or other remuneration paid or to be paid or given to any person, directly or indirectly, for sales in Ohio of the securities to be offered under this exemption. If none, please state "None." (If more space is needed, submit additional document(s) and number as Exhibit 7.)

<u>Name and address of person receiving commissions, discounts, or other remuneration</u>	<u>Amount of commissions, discounts, or other remuneration</u>	<u>Percentage of Initial Offering Price</u>	<u>Ohio Dealer License Number</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

(b) Were the above commissions, discounts, or other remuneration paid or given only to dealers or salespersons licensed under R.C. Chapter 1707? YES NO NO REMUNERATION PAID

Clarification (if necessary):

8. (i) Is the issuer in the development stage? YES NO

(ii) Does the issuer have a business plan? YES NO

Note: The exemption is not available to an issuer in the development stage that does not have a business plan.

(iii) Is the business plan to engage in a merger or acquisition with an unidentified company or companies, or other entities or persons? YES NO

Note: The exemption is not available if the business plan is to engage in a merger or acquisition with an unidentified company or companies, or other entities or persons.

9. Does the issuer know, or in the exercise of reasonable care based on reasonable investigation could have known, that any of the following apply to any person described in R.C. 1707.03(Y)(4):

(i) Within the past five years, the person has filed a registration statement that is the subject of a currently effective registration stop order entered by any state securities administrator or the Securities and Exchange Commission.

YES NO

(ii) Within the past five years, the person has been convicted of any criminal offense in connection with the offer, purchase, or sale of any security, or involving fraud or deceit. YES NO

(iii) The person is currently subject to any state or federal administrative enforcement order or judgment, entered into within the past five years, finding fraud or deceit in connection with the purchase or sale of any security.

YES NO

(iv) The person is currently subject to an order, judgment or decree of any court of competent jurisdiction, entered into with the past five years, that temporarily, preliminarily or permanently restrains or enjoins the person from engaging in or continuing to engage in any conduct or practice involving fraud or deceit in connection with the purchase or sale of any security. YES NO

If *any* of questions 9(i) through 9(iv) were answered yes, provide an explanation and details: (If more space is needed, submit additional document(s) and number as Exhibit 9-A.) _____

The exemption under R.C. 1707.03(Y) is not available to any issuer if any of the above questions were answered yes, unless the issuer can affirmatively respond to either of the following:

(v) The person subject to the disqualification is licensed or registered to conduct securities business in the state in which the order, judgment or decree was entered against the party. YES NO

(vi) Before the first offer is made under R.C. 1707.03(Y), the state securities administrator, court or regulatory authority that entered the order, judgment or decree waives the disqualification. YES NO

If *either* of questions 9(v) or 9(vi) were answered yes, provide an explanation and details: (If more space is needed, submit additional document(s) and number as Exhibit 9-B.) _____

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10. (a) Was an offering circular, private placement memorandum, or any other written materials used (or will be used) in connection with this offering? YES NO

If yes, submit complete copies of any such final offering circular, private placement memorandum, or other written materials together with all exhibits, appendices, or attachments and number as Exhibit 11-A.

- (b) Was a general announcement or notice used (or will one be used) in connection with this offering?
 YES NO

If yes, submit a copy of any such general announcement(s) and/or notice(s) and number as Exhibit 11-B.

11. Has this offering been terminated? YES NO

If yes, date of termination: _____

12. If the Issuer is not domiciled in Ohio, or organized under the laws of Ohio, complete and attach Form 11 or Form U-2. (See R.C. 1707.11)

SIGNATURE

The issuer represents that the foregoing information is true as of the date hereof and agrees that this report shall be considered a written statement used for the purpose of selling securities in Ohio within the meaning of Section 1707.44(B). The individual signing this report on behalf of the issuer further represents that he/she is duly authorized by the issuer to execute and file this report.

Issuer: _____
(Full Name)

By: _____
(Signature) (Date)

(Name) (Official Capacity)

The Division suggests Form 3-Y be sent certified mail for verification of receipt, or send a copy of this form **together** with a **self-addressed, stamped** envelope.