

**ADVERTISING NOW ALLOWED FOR  
PRIVATE OFFERINGS**

Effective September 23, 2013, companies and their agents may use general solicitation and advertising (including seminars, mailings, print advertising, billboards, television, internet and social media) in private offerings if all the following conditions are met (“Rule 506(c) Offerings”):

- Compliance with Regulation D and Rule 506 rules other than those prohibiting general solicitation and advertising; and
- All purchasers are accredited investors whose status has been reasonably verified (i.e., more than just a “check the box” approach).

The SEC has provided certain tests that are deemed reasonable, but are not exclusive in determining whether accredit investor status has been reasonably verified.

In addition, companies and their agents may continue to conduct traditional Rule 506 offerings under Regulation D and Rule 506’s rules (i.e., without general solicitation or advertising) if they want to sell to non-accredited investors or do not want to comply with the additional documentation requirements to verify accredited investor status.

For more information, contact Lynne Bolduc at (949) 788-8900 or [lpb@oswald-yap.com](mailto:lpb@oswald-yap.com).

See also *Frequently Asked Questions Regarding Advertising Private Offerings*.

This webpage relates to general summary information only and does not constitute legal advice. Facts and circumstances vary, and specific legal advice should be obtained in relation to any issues involving Rule 506 Offerings. We make no undertaking to advise recipients of any legal changes or developments.