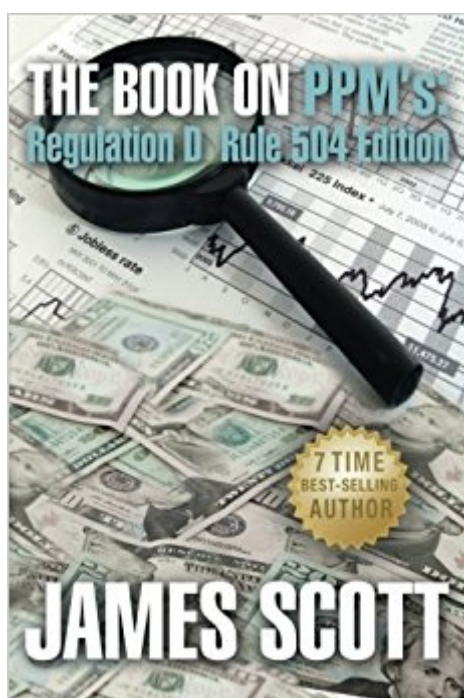


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# The Book On PPMs: Regulation D Rule 504 Edition (New Renaissance Series On Corporate Strategies) (Volume 3)



## Synopsis

A Private Placement Memorandum using the Regulation D Rule 504 exemption allows a company to raise up to \$1,000,000 from financially suitable and informed investors and institutional funding sources within the allocated time limit and stay within the SEC guidelines. This book teaches you how to write a private placement memorandum (how to write a PPM) and includes a PPM checklist (private placement memorandum checklist). Also learn how to hire the best PPM consultants and PPM writers.

## Book Information

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## Customer Reviews

"James Scott is without a doubt the most knowledgeable consultant that we've ever come across. His knowledge on the ins and outs of real IPO facilitation is unmatched and his strategies for growth through Merger and Acquisition are so powerful we would never even consider using a different consultant. These books are right on the money with how True IPOs and M&A work."~Franklin Esparcia"Mr. Scott's ability to create clarity out of chaos is something that must be seen to believe. The way he comes into a corporation that is unorganized and struggling to make sense of an ever-changing market place and can instantly deliver results is exactly what we needed." ~Stoyan Atskov"James Scott is an extremely knowledgeable consultant in the area of Private Placement Memorandum strategies and his knowledge of strategy is unmatched." ~Manol TodorovJames is one of the most knowledgeable and resourceful consultants that I have worked with. He has a keen understanding of market conditions and alternative fundraising solutions, and

because of this he is a major asset to middle market companies that are seeking to either expand or grow through a public offering. We have seen his skills many times and consider ourselves lucky to consider he and his firm as a strategic alliance. ~William Cain

Rule 504 of Regulation D excludes some of the companies from the registration requirements of the federal securities laws, when they offer and sell up to \$1,000,000 of their securities in a period of 12 months. A firm can make use of the exemption, as long as it does not have to file reports under the Securities Exchange Act of 1934 and is not a blank check company. The exemption usually restricts companies from offering their securities to the public. Also, purchasers receive "restricted" securities, which they cannot sell without registration or an applicable exemption. Under the following conditions, companies are allowed to sell securities that are not restricted: The offering is registered in one or more states that require a publicly filed registration statement and delivery of a considerable disclosure document to investors; The registration and sale is done in a state mandating registration and disclosure delivery, and the buyer is in a state without those requirements, so long as the disclosure documents mandated by the state in which you registered to all purchasers are delivered; or The securities are sold according to state law exemptions that allow general solicitation and advertising, and it is sold only to accredited investors. However, accredited investors are required only when sold exclusively with state law exemptions on solicitation. Rule 504 of Reg. D has come in place of Rule 240. Though neither of the rules specify the information that an issuer must disclose in an offering, but Rule 504 increases the offering ceiling from \$100 thousand to \$500 thousand. Because issuers who make offerings for under \$500 thousand are basically the one who cannot afford to easily pay the cost of compliance with federal disclosure and it is an unreasonable burden on them. The State Securities law will govern the offerings under 504 as it used to govern under Rule 240. Accordingly, many small and growing businesses may obtain preliminary financing by complying with state disclosure requirements alone. State securities administrators can control small offerings efficiently as they are aware of the circumstances of local issuers, and can act in response to their inquiries promptly. Apparently, investors will also be protected by their own familiarity with issuers of small offerings. Offerings which are made in states and a registration statement needed to be filed, and that a prospectus be delivered are let off from federal restrictions on the mode of offering and resales as well as from disclosure, along with raising the \$100 thousand ceiling to \$500 thousand, Rule 504 changes Rule 240 in other important aspects. Rule 504 ejects the Rule 240 prohibition against paying commissions for solicitation of offers and sales. Therefore, small businesses in a quest to raise

capital can look for the support of securities professionals qualified in structuring exempt offerings. Solicitation also is positive to the issuer because the association made between the small issuer and the clients of a broker-dealer considerably expands the issuer's market. In contrast to Rule 240, Rule 504 is restricted to issuers not necessary to report under the Securities Exchange act of 1934, instead to issuers with fewer than 100 beneficial owners. This new standard relates straight to the disclosure requirements of the Securities Act to the size and capability of the issuer to meet the terms without incurring unreasonable price. The number of investors depends on the scope and value of a project, along with an entrepreneur's network. Investors differ depending on the type of incorporation, as well as the state the company will conduct business. In case of procured financing, Rule 504 is the only rule under Regulation D that allows an unlimited number of investors. Under Rule 504, there are no specific disclosure requirements, such as the company's profile or model, and what people are involved. However, this varies from state to state. Rule 504 is best suited for entrepreneurs looking for less than \$1 million. It saves the entrepreneurs who cannot meet the expense of many of the costs associated with the Securities & Exchange Commission (SEC) registration process. The exemptions can be availed by almost any type of organization, excluding the companies currently reporting to the SEC (subject to the '34 Act) or investment companies.

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