

Form D FAQs

Does Michigan require a first date of sale?

YES

Does Michigan require the name of the salesperson?

YES

Does Michigan require a termination date to be set forth in the original filing?

NO

Does Michigan require an additional letter of termination upon completion of the offering?

NO

Does Michigan require an acknowledgement as to the dollar amount of offering sold in your state?

NO

Does Michigan require a statement of amount sold in all the 50 states and territories?

NO

What is the current filing fee?

\$100

How do I make the check payable?

STATE OF MICHIGAN

Where do I mail the form?

WITH CHECK:

OFIR/SECURITIES, PO BOX 30165, LANSING, MI 48909-7724 (Postal Service)

OFIR/SECURITIES, 7150 HARRIS DR, DIMONDALE, MI 48821 (Courier Delivery)

OTHER CORRESPONDENCE:

OFIR-SECURITIES, PO BOX 30701, LANSING, MI 48909-8201 (Postal Service)

OFIR-SECURITIES, 525 W ALLEGAN ST, 1st FLOOR, LANSING, MI 48933-1502 (Courier Delivery)

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Does Michigan have any other special items or additional items that you require to be filed?

NO

Does Michigan accept electronic filings?

NO

Does Michigan require a termination date and letter at the termination of the offering?

NO

Is there a dollar requirement to be exempt from the State of Michigan for Regulation D?

NO

Will Michigan accept a late Form D? What are the consequences if Form D is filed late?

YES. THERE IS A LATE FILING FEE.

Does Michigan require amendments to be filed?

NO. HOWEVER, COURTESY AMENDMENTS WILL BE FILED WITH THE ORIGINAL PAPERWORK AND THE DATABASE UPDATED.

Where can I obtain Form D?

www.sec.gov/about/forms/formd.pdf

ALSO AT www.michigan.gov/ofir UNDER Forms - Securities – Form D

When is Form D due?

15 DAYS AFTER THE FIRST SALE IN MICHIGAN

Is Form U-2 (Uniform Consent to Service of Process) required?

NO

Do you accept a copy of Form D as filed electronically with the SEC?

YES

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Do I have to file a new Form D for the same offering annually?

NO

Should I use Rule 504 or 505 instead of Rule 506?

Michigan does recognize Rules 504 and 505 filings, and they can be filed pursuant to Section 304 of the Act (MCL 451.2304). Rule 504 and 505 filing cannot be done with a Reg D form.

Late fee

“The issuer of the security shall confirm in writing the date of the first sale to **Michigan** residents and pay to the administrator the greater of the following amounts:

- \$500; or
- one-tenth of one percent of the dollar value of the securities that were sold to Michigan residents before the date on which the Form D is filed, not to exceed \$5,000.”