Foreign Private Issuer Checklist

This foreign private issuer listing and reporting checklist helps non-U.S. companies organize U.S. market entry and continuing disclosure. Foreign incorporation alone does not establish foreign private issuer status. Counsel should assess the issuer's current classification and applicable U.S. and home-country requirements.

How to use this checklist: identify the supporting record and responsible person for each item. Mark an item complete only after the relevant records and analysis have been reviewed. Note unresolved matters for counsel.

Confirm status and the route

- ☐ Assess foreign private issuer status using the applicable ownership and U.S. business-contact tests and determination dates.
- ☐ Identify the proposed U.S. offering, listing, quotation or reporting route and the forms or exemptions that may be available.
- ☐ Coordinate U.S. and home-country counsel on corporate authority, capital structure, shareholder rights and required approvals.

Prepare financial and business information

- ☐ Confirm the accepted accounting framework, required audit standards, financial-statement periods and any reconciliation or pro forma requirements.
- ☐ Collect the group structure, material contracts, related-party transactions, risks, business information and ownership evidence.
- ☐ Coordinate translations, cross-border data handling and the disclosure record; reconcile U.S. materials with home-market communications.

Address governance and ownership

- ☐ Analyze the target market's current financial, distribution, governance and qualitative standards and any permitted home-country practices.
- ☐ Confirm the current reporting obligations of the issuer and relevant owners, officers and directors; do not assume every historic FPI exemption still applies.
- ☐ Assess depositary, transfer agent, settlement and other arrangements appropriate to the security and market.

Maintain continuing compliance

- ☐ Calendar annual and current reporting, exchange or OTC requirements, certifications and ongoing status determinations.
- ☐ Establish responsibility for identifying home-country announcements, shareholder communications and other developments requiring U.S. disclosure analysis.
- ☐ Reassess the U.S. reporting framework after ownership, management, asset-location or business-administration changes.

Considering U.S. market entry or ongoing foreign issuer reporting? Call 561-416-8956 or email Hamilton & Associates Law Group, P.A. at info@securitieslawyer101.com.