Private Placement Checklist for Rule 506 Offerings

This private placement checklist helps issuers organize a proposed Regulation D offering before marketing begins and before accepting investor commitments. Rule 506(b) and Rule 506(c) have different solicitation and purchaser requirements. The exemption analysis must fit the actual offering conduct.

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.

Set the structure before solicitation

- ☐ Document the proposed security, amount, use of proceeds, investor audience and financing terms, including dilution and conversion features.
- ☐ Confirm the proposed exemption and integration issues with counsel; review prior and concurrent offers and sales.
- ☐ Establish who may discuss the offering and which decks, websites, emails, webinars and other communications may be used.

Review investors and intermediaries

- ☐ For Rule 506(b), assess solicitation restrictions and the eligibility, sophistication and disclosure requirements for proposed purchasers.
- ☐ For Rule 506(c), establish a documented accredited-investor verification process and confirm that each purchaser qualifies.
- ☐ Complete appropriate bad-actor diligence and review the registration status, activities, agreements and compensation of any intermediary.

Prepare the offering record

- ☐ Prepare appropriate offering disclosures, subscription documents and investor questionnaires, tailored to the issuer and transaction.
- ☐ Reconcile the offering materials with financial information, capitalization, risks, conflicts, related-party arrangements and investor presentations.
- ☐ Obtain required corporate approvals and determine the conditions for accepting subscriptions, releasing funds and issuing securities.

Close and maintain compliance

- ☐ Identify when the first sale occurs; calendar Form D and applicable state notices, fees and amendments with counsel.
- ☐ Confirm executed documents, funds, issuance instructions, legends and transfer restrictions; update the capitalization records.
- ☐ Preserve verification, diligence and communication records securely; monitor continuing offers, changes in facts and any ongoing investor obligations.

Want us to review your offering against this checklist? Call 561-416-8956 or email Hamilton & Associates Law Group, P.A. at info@securitieslawyer101.com.