

offering, issuers and their counsel should consider the various securities laws that impact an EB-5 securities offering. In addition to state “blue sky” laws, if the offering is also made in the U.S., these laws include:

- The Securities Act of 1933 (also the Securities Act).
- The Securities Exchange Act of 1934 (also the Securities Exchange Act).
- The Investment Company Act of 1940 (also the Investment Company Act).

Because these offerings are only made to individual investors seeking conditional permanent resident status, this Note focuses only on individuals.

THE SECURITIES ACT

EB-5 offerings involve the sale of securities, and issuers must either register these securities with the Securities and Exchange Commission (SEC) under the Securities Act or else find an exemption from registration. The more appropriate exemptions to consider include:

- The exemption provided by Regulation S for offers and sales to non-U.S. persons as defined in Regulation S under the Securities Act (see Regulation S).
- The private placement exemption under Section 4(a)(2) of the Securities Act and the safe harbor provided by Regulation D (see Regulation D).

REGULATION S

Because EB-5 offerings are directed at non-U.S. persons, Regulation S under the Securities Act is often relevant. Regulation S is meant to assist U.S. and foreign companies with raising capital overseas quickly and infrequently without complying with the registration requirements under Section 5 of the Securities Act. Because equity securities must be issued in an EB-5 offering, if the issuer is a newly formed entity (and they usually are), Category 3 of Rule 903 applies to the offering.

Rule 903(b)(3) of Regulation S has restrictions and conditions for compliance (17 C.F.R. § 230.903(b)(3)). Because Category 3 securities are most at risk of flowing back into the U.S., in addition to the two basic requirements of Regulation S concerning offshore sales and no directed selling efforts, they have an extended distribution compliance period and are subject to additional transactional and offering restrictions. Under Rule 903 of Regulation S, securities sold should not be transferred to a U.S. person or for the account or benefit of a U.S. person for a period of one year in the case of equity securities (which is required for an EB-5 investment). To ensure compliance:

- Non-U.S. investors should certify that they are not:
 - U.S. persons; and
 - acquiring the securities for the account or benefit of any U.S. person.
- Non-U.S. investors should agree to resell the securities only in accordance with the provisions of Regulation S.
- The issuer's securities should contain a legend stating that

transfer is prohibited except in accordance with the provisions of Regulation S.

- The issuer should not register any transfer of the securities not made in accordance with the provisions of Regulation S.
- The issuer should implement other restrictive procedures to prevent any transfer of the securities not made in accordance with the provisions of Regulation S when:
 - the securities are in bearer form; or
 - foreign law prevents the issuer of the securities from refusing to register securities transfers.

To comply with Rule 903, the issuer should request that non-U.S. persons acknowledge and represent that they:

- Are domiciled and have their principal place of business outside the U.S.
 - Are not:
 - a U.S. person as defined under Rule 902 of Regulation S;
 - acquiring the securities for the account or benefit of any U.S. person; and
 - acquiring the securities for their distribution;
 - Are located outside the U.S. during:
 - the offering to and communication of their order to subscribe for the securities;
 - the execution of the subscription documents to the offering; and
 - the closing;
 - Have both:
 - received or had access to all information they deem relevant to evaluate the merits and risks of the prospective investment; and
 - reviewed and understood the information;
 - Can bear the economic risk of an investment in the offering for an indefinite period of time;
 - Have the knowledge and experience of financial and business matters to evaluate the merits of an investment in the offering.
- Rule 904 and Rule 905 deal with offshore issues of securities (17 C.F.R. §§ 230.904-230.905). Resales of securities by non-U.S. investors must be made either:
- in accordance with Regulation S;
 - in accordance with the registration requirements of the Securities Act;
 - Under an exemption from Regulation S or the Securities Act.

Rule 904 describes the conditions under which securities may be sold by offshore purchasers, while Rule 905 specifies that equity securities of domestic issuers are deemed restricted securities as defined in Rule 144 of the Securities Act (17 C.F.R. § 230.144).

REGULATION D

Regulation D is a safe harbor exemption from securities registration requirements under the Securities Act that allows issuers to conduct an exempt private placement. Under Rule 904(a) (17 C.F.R. § 230.904(a)), an accredited investor includes any individual whose

Raising Capital Securities Law And Business Considerations

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