

Exchange Act Rules

QUESTIONS AND ANSWERS OF GENERAL APPLICABILITY

Section 150. Rule 12g-3

Question 150.02

Question: What filings should a non-reporting foreign private issuer make when it succeeds to the reporting obligation of an issuer under Exchange Act Rule 12g-3? For example, if a non-reporting foreign private issuer acquires a reporting foreign private issuer using shares as consideration in a transaction exempt from registration under the Securities Act (such as under Section 3(a)(10)), how should the non-reporting foreign private issuer begin filing on EDGAR?

Answer: The foreign private issuer's initial filing to evidence the succession should be a Form 6-K announcing the succession, filed on EDGAR using the 8-K submission type that is appropriate to the specific transaction. Thereafter, the issuer should make all other Exchange Act filings as appropriate. [December 8, 2016]