

## ARIZONA ISSUER DEALER INSTRUCTION SHEET

### I.

#### Registration as an Issuer Dealer

To expedite registration as an issuer dealer, the following documents must be provided to the Division:

1. Form BD, manually signed and notarized. (Rev. 7/99) [See A.R.S. § 44-1941]
2. Articles of incorporation and by-laws, partnership agreement or limited liability company operating agreement. [If not filed in connection with the registration of securities pursuant to A.R.S. § 44-1893(B).]
3. An audit report of an independent certified public accountant together with a balance sheet, related statements of income (loss), stockholders' equity or retained earnings and cash flows prepared in accordance with generally accepted accounting principles as of the most recent practicable date. In some instances it may be necessary to furnish unaudited financial statements as of a current date when the audited financial statements are more than 90 days old. The audited financial statements are required by A.R.S. Section 44-1941(10) and Section 44-1894(9) and (10); therefore, no waiver will be granted from this requirement.
4. A consent signed by the firm's independent certified public accountants permitting the use of their audit report which accompanies the financial statements filed with the application. Refer to Rule R14-4-120(D). No specific language is required for the consent.
5. Brief description of how the securities will be sold and an undertaking that the Division will be informed if there is a change in the method of sale. [See A.R.S. § 44-1942] Also, represent whether any individuals other than officers will sell the securities in Arizona. If so, the attached salesman requirements must be met (non-NASD salesman requirements). See A.R.S. Section 44-1801(20) and ACC Rule R14-4-133.
6. Identity of the individual (designated principal) that has taken the appropriate principal's examination (Name & CRD or Social Security number). [See A.R.S. § 44-1942] Examination requirements may be waived upon showing of equivalent financial or brokerage experience. Also, please provide a Form U-4 for such individual.
7. Representation to the Division that in the event of a change in the individual designated as principal for the dealer, the Issuer will submit to the Division written notice of such change at the time of such change. It will be necessary to provide a Form U-4 for such individual as well as proof that such individual has passed the relevant exams. [See A.R.S. § 44-1942]
8. A notarized statement by an officer that indicates that there have been no sales of securities in Arizona prior to registration. [See A.R.S. § 44-1942]

9. A prospectus of an offering the dealer intends to sell or has sold. [If not filed in connection with the registration of securities pursuant to A.R.S. § 44-1894.]
10. An undertaking that the Issuer will comply with A.R.S. Section 44-1948(A) (Reporting Requirements of Dealers and Salespersons).
11. Registration fee of \$100 payable to Arizona Corporation Commission. See A.R.S. § 44-1861(B)

**Applications for registration as a dealer will be processed in accordance with the terms of A.A.C. R14-4-147.**

## **II. Maintenance of Registration**

To maintain registration, issuer dealers must comply with A.R.S. Section 44-1948(A) as follows: (1) file with the Division all amendments and changes to Form BD as such changes occur or within 90 days of the change; and (2) file with the Securities Division annual audited financial statements within 90 days of the audit report date [See A.R.S. § 44-1848(A)(3)].

In addition, all issuer dealers shall pay a renewal fee of \$100 (checks payable to the Arizona Corporation Commission) prior to the expiration date of its registration. [See A.R.S. § 44-1861(B)] **Registration of a dealer who deals exclusively in securities of which the dealer is the issuer shall expire one year from the effective date of registration.** [See A.R.S. § 44-1947(B)] The registration of any salesman would also need to be renewed prior to the expiration of the issuer dealer registration. The renewal fee for each salesman is \$40. [See A.R.S. § 44-1861(A)(2)]

## **III. Name Change**

In the event of a name change, the following items must be provided to the Division before Division records will reflect the name change:

1. Amended Page 1 to Form BD, manually signed and notarized reflecting the new name.
2. Appropriate documents authorizing the name change.

## **IV. Mailing Address**

Securities Division  
Arizona Corporation Commission  
1300 West Washington  
Third Floor  
Phoenix, AZ 85007

**If you have any questions, please contact Susan Baker Toth at (602) 542-4242.**