

# Listing Application

## PART I

### A. Company Information

COMPANY NAME \_\_\_\_\_

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE \_\_\_\_\_ FAX \_\_\_\_\_ WEBSITE \_\_\_\_\_

STATE OF INCORPORATION \_\_\_\_\_ DATE OF INCORPORATION \_\_\_\_\_

SEC FILE NUMBER \_\_\_\_\_

STANDARD INDUSTRIAL CLASSIFICATION (SIC) CODE \_\_\_\_\_

CENTRAL INDEX KEY NUMBER (CIK) \_\_\_\_\_

**B. Market Choice:** An issuer seeking to list on either the Global Select Market or the Global Market will be approved for the market tier with the highest listing standards that the company meets.

NASDAQ Global Select Market®     NASDAQ Global Market®     NASDAQ Capital Market®

### C. Application – Primary Contact

Please provide a primary contact for the purposes of processing this Listing Application.

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE \_\_\_\_\_ FAX \_\_\_\_\_ EMAIL \_\_\_\_\_

### D. Company Contacts

Please provide the name and email address of the individual(s) to be designated as company contact(s) in the following areas. Attach a separate sheet if the address for a designated contact person differs from the address of the principal executive offices listed above.

CHIEF EXECUTIVE OFFICER	EMAIL
CHIEF FINANCIAL OFFICER	EMAIL
INVESTOR RELATIONS OFFICER	EMAIL
OTHER	EMAIL
OTHER	EMAIL

**E. Investment Banker or Market Maker Contacts**

Please provide the following information regarding the investment bankers in the underwriting group or the market makers who will make a market in the company's securities.

FIRM \_\_\_\_\_  
CONTACT NAME \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
PHONE \_\_\_\_\_ FAX \_\_\_\_\_ EMAIL \_\_\_\_\_

FIRM \_\_\_\_\_  
CONTACT NAME \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
PHONE \_\_\_\_\_ FAX \_\_\_\_\_ EMAIL \_\_\_\_\_

FIRM \_\_\_\_\_  
CONTACT NAME \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
PHONE \_\_\_\_\_ FAX \_\_\_\_\_ EMAIL \_\_\_\_\_

FIRM \_\_\_\_\_  
CONTACT NAME \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
PHONE \_\_\_\_\_ FAX \_\_\_\_\_ EMAIL \_\_\_\_\_

**PART II**

**A. Security Information**

- 1. Description of issue(s) to be listed (include current symbol(s), par or stated value, warrant expiration date and exercise price, ratio for American Depositary Shares to underlying shares, and other relevant information):

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_



2. Provide three (3) proposed trading symbols in order of preference. All choices must comprise of one to five alpha characters. If a NASDAQ<sup>®</sup> symbol has been previously reserved, list only that symbol.

\_\_\_\_\_

Questions regarding symbols should be directed to the NASDAQ Symbol Coordinator at [symbol.reservation@nasdaqomx.com](mailto:symbol.reservation@nasdaqomx.com).

3. Please list the CUSIP\* number for each issue for which application is being made.  
 Issue(s) to be listed: CUSIP Number\*:

\_\_\_\_\_  
 \_\_\_\_\_

\*CUSIP Service Bureau can be reached at +1 212 438 6565 or [www.cusip.com](http://www.cusip.com).

4. Will the CUSIP number(s) be included in the file of eligible issues of a registered securities depository upon the commencement of trading?  Yes  No
5. Transfer Agent – The Transfer Agent must be a participant in a Direct Registration Program operated by a clearing agency registered under Section 17A of the Exchange Act.

NAME \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 PHONE \_\_\_\_\_ FAX \_\_\_\_\_ EMAIL \_\_\_\_\_  
 TRANSFER AGENT LPA NUMBER \_\_\_\_\_

6. For American Depositary Shares (ADS), list the name and address of Depository Bank:

NAME \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 PHONE \_\_\_\_\_ FAX \_\_\_\_\_ EMAIL \_\_\_\_\_

Confirm that the ADS have been issued in a sponsored program:  Yes  No

7. Does the company have any class of common stock or other security entitling the holder(s) to differential voting rights, dividend payments, or other preferences?  Yes  No  
 If "yes," please provide a complete description of such rights or preferences.

\_\_\_\_\_  
 \_\_\_\_\_

8. If there is an existing public market for the issue(s) covered by this application, please identify each security, marketplace and trading symbol.

\_\_\_\_\_

9. Has the company or any of its predecessors previously applied to have its securities listed or quoted on any marketplace? If so, please provide the name of the marketplace, and the date and outcome of the application. In addition, state whether the company's securities have ever been delisted; the date and reasons for any delisting; whether the issuer is (was) the subject of any inquiries or investigations by a securities exchange; and the outcome or resolution of such inquiries or investigations. Please note that the issuer's obligation to respond to this question is ongoing and the issuer must promptly advise NASDAQ of receipt of any relevant inquiry.
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10. Is the company seeking to list, pursuant to, or in connection with, a merger with a NASDAQ-listed company?  Yes  No If yes, please provide a brief description of the proposed transaction. Be sure to identify the surviving company that will list on NASDAQ following the proposed transaction. Please also provide the desired symbol. Please note that the new company may be required to execute new listing application and listing agreement forms. All new officers and directors must be identified in these updated forms.
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## B. Type of Listing

Please complete the applicable section(s) below.

### Public Offerings

- 1a. Method by which securities are being offered:
- |  |   |  |
|--|---|--|
| <input type="checkbox"/> Initial Public Offering | <input type="checkbox"/> Reorganization | <input type="checkbox"/> Distribution                  |
| <input type="checkbox"/> Secondary Offering      | <input type="checkbox"/> Exchange Offer | <input type="checkbox"/> Spin-off                      |
| <input type="checkbox"/> Merger                  | <input type="checkbox"/> Conversion     | <input type="checkbox"/> Other (please specify): _____ |
- 1b. If distribution or spin-off, please provide parent company name: \_\_\_\_\_
2. Type of offering:
- |   |  |
|---|--|
| <input type="checkbox"/> Firm Commitment                | <input type="checkbox"/> Best Efforts — all or none    |
| <input type="checkbox"/> Best Efforts — minimum/maximum | <input type="checkbox"/> Other (please specify): _____ |
3. Anticipated number of round lot beneficial shareholders after the offering: \_\_\_\_\_
- Anticipated number of beneficial shareholders after the offering: \_\_\_\_\_
4. Expected effective date of registration statement: \_\_\_\_\_
5. Expected closing date of offering: \_\_\_\_\_
6. Will delivery of stock certificates (to the members of the underwriting group for distribution) be within three business days of initial inclusion on NASDAQ?  Yes  No  
If "no", please note that this will result in a "when-issued" trading market.

7. Will the stock certificates contain any restrictive legends?  Yes  No  
 If "yes," please describe:

\_\_\_\_\_

**Public Securities**

1. Number of round lot beneficial shareholders: \_\_\_\_\_ Date: \_\_\_\_\_  
 Number of beneficial shareholders: \_\_\_\_\_ Date: \_\_\_\_\_

Please attach confirmation from transfer agent, proxy solicitation firm, or other independent source.

2. Please designate the appropriate registration category of each issue. A copy of the appropriate document evidencing registration must accompany this application.  
 Section 12(b) of 1934 Act  Investment Company Act of 1940  
 Section 12(g) of 1934 Act  Other (please specify): \_\_\_\_\_

3. Has the company filed a Form 10 registration statement, or equivalent document, within the past 12 months for purposes of registering a class of securities under Section 12 of the 1934 Act with the Securities and Exchange Commission (SEC) or other regulatory authority?  
 Yes  No

If "yes," please provide a copy of the complete filing and include comments from the SEC or appropriate regulatory authority and the company's responses thereto.

Date of SEC effectiveness: \_\_\_\_\_

Date cleared all SEC comments: \_\_\_\_\_

**PART III**

**Board Member Information**

Please provide the following information regarding applicant's board members. Provide each board member's full name (first, middle and last). In addition, while not required, it would facilitate our regulatory review process, if you also provide the date of birth for each board member. Attach an additional sheet if necessary.

NAME \_\_\_\_\_ DATE OF BIRTH \_\_\_\_\_

PRIMARY EMPLOYER AND POSITION (IF APPLICABLE) \_\_\_\_\_

ADDRESS \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE \_\_\_\_\_ FAX \_\_\_\_\_ EMAIL \_\_\_\_\_

NAME \_\_\_\_\_ DATE OF BIRTH \_\_\_\_\_

PRIMARY EMPLOYER AND POSITION (IF APPLICABLE) \_\_\_\_\_

ADDRESS \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE \_\_\_\_\_ FAX \_\_\_\_\_ EMAIL \_\_\_\_\_



NAME	DATE OF BIRTH	
PRIMARY EMPLOYER AND POSITION (IF APPLICABLE)		
ADDRESS		
ADDRESS		
PHONE	FAX	EMAIL

  

NAME	DATE OF BIRTH	
PRIMARY EMPLOYER AND POSITION (IF APPLICABLE)		
ADDRESS		
ADDRESS		
PHONE	FAX	EMAIL

  

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PHONE	FAX	EMAIL

  

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ADDRESS		
ADDRESS		
PHONE	FAX	EMAIL

  

NAME	DATE OF BIRTH	
PRIMARY EMPLOYER AND POSITION (IF APPLICABLE)		
ADDRESS		
ADDRESS		
PHONE	FAX	EMAIL

### Board Composition and Committees

1. Submit a completed **Corporate Governance Certification Form**, a copy of which can be found on the NASDAQ.com website. Please note that this form need not necessarily accompany the company's initial submission.
2. Provide a list of all independent directors, as defined in NASDAQ Listing Rule 5605(a)(2). Please indicate each director's board committee participation.

## **PART IV**

### **A. Additional Documentation and Information**

The fact that an applicant may meet NASDAQ's numerical guidelines does not necessarily mean that its application will be approved. In connection with the review of any application, and as set forth in the NASDAQ Listing Rules, NASDAQ reserves the right to request additional information or documentation, public or non-public, deemed necessary to make a determination regarding a security's qualification for initial inclusion, including but not limited to, any material provided to or received from the Securities and Exchange Commission or other regulatory authority.

Please provide the following information in a separate attachment to this application.

#### **Regulatory Proceedings/Litigation**

1. With respect to the company, its predecessors and its subsidiaries, provide a detailed description of all inquiries, investigations, lawsuits, litigation, arbitration, hearings, or any other legal or administrative proceedings commenced within the past ten years:
  - a) that are or were initiated or conducted by any regulatory, civil or criminal agency (including but not limited to the SEC, FINRA, PCAOB, state securities regulators, Commodities Futures Trading Commission, Department of Justice, state bar associations, state boards of accountancy, or any foreign regulatory, civil or criminal authority); or
  - b) in which claims material to the company are or were asserted under federal and/or state securities, tax or bankruptcy laws; or
  - c) in which claims material to the company are or were asserted otherwise alleging fraud, deceit or misrepresentation. To the extent that such items have been disclosed in the company's SEC filings, the applicant may refer to and/or submit copies of the relevant SEC's filings in which such matters were disclosed in lieu of providing a detailed description.

In connection with all proceedings that have been concluded, please provide documentation, which reflects the final disposition of each proceeding. The company should update Staff promptly of any and all material developments related to the matters identified in the response to these questions and should supplement its response if additional matters arise while its application is pending.

2. With respect to current executive officers, directors, and ten percent or greater shareholders, provide a detailed description of all inquiries, investigations, lawsuits, litigation, arbitration, hearings, or any other legal or administrative proceedings:
  - a) that are or were initiated or conducted by any regulatory, civil or criminal agency (including but not limited to the SEC, FINRA, PCAOB, state securities regulators, Commodities Futures Trading Commission, Department of Justice, state bar associations, state boards of accountancy, or any foreign regulatory, civil or criminal authority); or
  - b) in which claims are or were asserted otherwise alleging fraud, deceit or misrepresentation and seeking damages in excess of \$100,000.

[Note: With respect to questions 2a and 2b, there is no limit on the time frame covered by the request.]

Upon review of the information provided by the applicant, Staff may request additional information, such as copies of all court and administrative filings, and documents, which reflect the substance of the allegations of any proceedings described above, and the sanctions imposed, including but not limited to, complaints, indictments, opinions, orders, final judgments, letters of censure, consents, undertakings and SEC formal orders of investigation.

## Other

1. Provide a list of any and all bridge financings, shelf registrations, Regulation S offerings, or private placements consummated within the prior six months. Describe the transactions in detail (i.e., date, price per share, discount, terms of conversion, the investors and their relationship to the company or other participants in the transactions), including the terms and conditions of any resale restrictions.
2. Please note that securities of companies listing on NASDAQ are required to be eligible for a Direct Registration Program operated by a clearing agency registered under Section 17A of the Exchange Act, such as the one offered by The Depository Trust Company ("DTC"). To be eligible, an issuer is required to use a transfer agent that meets DTC's insurance and connectivity requirements. Further, the transfer agent must instruct DTC to designate the company's securities as direct registered eligible securities. In addition, the issuer's governing documents, such as its by-laws, must permit securities that are not represented by certificates. Please note that this rule does not apply to non-equity securities which are book-entry-only.

Please provide a written confirmation from the company's transfer agent that the security to be listed is eligible for a Direct Registration Program, or will be on the commencement of trading on NASDAQ, or indicate that the security is a non-equity security that is issued in book-entry form only.

### B. Affirmation – Please sign and date the application.

I, \_\_\_\_\_, as \_\_\_\_\_  
NAME OF INDIVIDUAL TITLE

of \_\_\_\_\_  
COMPANY NAME

hereby certify, to the best of my knowledge and belief, that the information contained in the application is true and correct, as of the date below, and will notify NASDAQ promptly of any material changes.

Signature of Company Officer \_\_\_\_\_  
SIGNATURE DATE

### C. Submission

#### Send the Application and supporting documentation to:

The NASDAQ Stock Market LLC  
Listing Qualifications  
9600 Blackwell Road  
Rockville, MD 20850

Phone: +1 301 978 8008

Please see the Application Guides for information concerning the submission of the \$5,000 initial application fee and the balance of the entry fee.