

# Notification: Listing of Additional Shares

Please review the Instructions (separate document) before completing this *Notification*. Complete Parts I and II and only the applicable sections of Part III.

## PART I: General Information

ISSUER NAME	SYMBOL
CONTACT NAME	CONTACT TITLE
PHONE	EMAIL
SECURITY CLASS AND DESCRIPTION:	
PRE-TRANSACTION TOTAL SHARES OUTSTANDING (EXCLUDING TREASURY STOCK):	

## PART II: Security Information

1. Maximum number of shares to be offered: \_\_\_\_\_

2. Please check the appropriate box and complete applicable sections of Part III.

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> Acquisition/Merger              | <input type="checkbox"/> Employee Stock Purchase Plan | <input type="checkbox"/> Professional Services Agreement |
| <input type="checkbox"/> Amendment to Existing Plan      | <input type="checkbox"/> Exchange Offering            | <input type="checkbox"/> Public Offering                 |
| <input type="checkbox"/> Convertible Debt                | <input type="checkbox"/> Future Priced Security       | <input type="checkbox"/> Recapitalization                |
| <input type="checkbox"/> Convertible Preferred Stock     | <input type="checkbox"/> Inducement Grant             | <input type="checkbox"/> Warrant Offering                |
| <input type="checkbox"/> Dividend Reinvestment Plan      | <input type="checkbox"/> Litigation Settlement        | <input type="checkbox"/> Other: (Provide explanation)    |
| <input type="checkbox"/> Employee Savings or 401(k) Plan | <input type="checkbox"/> Private Placement            |  |

3. Does the transaction contain any anti-dilution, price protection or reset provisions, an earn-out, or an assumption of options/warrants, which would require the issuer to issue any shares in the future in addition to the amount listed here?  Yes  No

If "yes", please include an explanation in the cover letter.

4. Does any officer, director, employee, consultant, or greater than 5% shareholder of the issuer have a direct or indirect interest in the transaction?  Yes  No

If "yes", please include an explanation in the cover letter.

5. Provide the source of the shares used in the transaction below. Please attach a separate sheet if necessary. The aggregate number of shares listed below should equal the maximum number of shares stated in Question 1.

New shares offered by issuer: \_\_\_\_\_ Shares offered by selling shareholders: \_\_\_\_\_

Shares issued from treasury: \_\_\_\_\_ Shares purchased on the open market: \_\_\_\_\_

6. Date of board approval: \_\_\_\_\_

7. Date of shareholder approval (if applicable): \_\_\_\_\_

8. Date or expected date of issuance: \_\_\_\_\_
9. Could the transaction result in a change of control?  Yes  No

**PART III: Other Information**

Please complete the applicable section below.

**A. Acquisition/Merger**

1. Describe the company or assets being acquired: \_\_\_\_\_  
 \_\_\_\_\_
2. Describe how the shares to be issued were valued: \_\_\_\_\_  
 \_\_\_\_\_

**B. Stock Option, Purchase Plan, or other Equity Compensation Arrangement for which shareholder approval has not been received**

1. Name of plan or plan amendment: \_\_\_\_\_
2. If the plan or amendment was not approved, upon which exception to Listing Rule 5635(c) is the issuer relying? \_\_\_\_\_
3. For an amendment that increases the number of authorized shares in an existing plan, please provide:  
 Total shares in original plan: \_\_\_\_\_  
 Total plan shares before this amendment: \_\_\_\_\_  
 Total shares added by this amendment: \_\_\_\_\_  
 Total shares after this amendment: \_\_\_\_\_
4. For an inducement grant, provide the date of the agreement to issue the securities: \_\_\_\_\_  
 \_\_\_\_\_

**C. Private Placement/Public Offering**

Note: Issuers conducting a public offering must also complete the Pre-Offering Public Float section of this form. For a definition of the term, "public offering", for purposes of our shareholder approval requirements, please see IM-5635-3.

1. Date of definitive agreement or underwriting agreement: \_\_\_\_\_
2. Price per share or conversion price: \$ \_\_\_\_\_
3. Is the price at least the greater of the book or market value of the listed security on the date provided in Question C. 1?  Yes  No  
 For the definition of book value and market value, please see the Frequently Asked Questions section on [www.NASDAQ.com](http://www.NASDAQ.com).
4. For a convertible security, is the conversion price fixed?  Yes  No  
 If no, then describe any adjustments that could be made to the conversion price: \_\_\_\_\_  
 \_\_\_\_\_

5. What is the use of proceeds?: \_\_\_\_\_
- Note: If any proceeds from the private placement are being used to fund the acquisition of the stock or assets of another company, please also complete Section A of Part III.
6. Name of the brokerage firm or placement agent (if applicable): \_\_\_\_\_
7. Will any placement fees be paid in the issuer's securities or derivatives thereof?  Yes  No  
 If yes, please specify: \_\_\_\_\_

**D. Pre-Offering Public Float**

The Securities and Exchange Commission's Regulation M governs the activities of underwriters, issuers, selling security holders and others in connection with offerings of securities. Regulation M is designed to prohibit activities that could artificially influence the market for the offered security, based on measures such as the dollar value of the average daily trading volume and the company's public float. A company conducting a public offering should complete this section to update its public float, in order to avoid unnecessary trading restrictions being placed on the distribution of its securities.

Public float for purposes of this section is calculated by subtracting from the non-diluted total shares outstanding shares owned by officers, directors, and persons or entities with a 5% or greater ownership position ("affiliates"). Shares owned by affiliates do not include any convertible securities such as options, warrants, convertible notes and convertible preferred stock.

1. CUSIP\*/CINS number: \_\_\_\_\_  
 \*CUSIP Service Bureau can be reached at +1 212 438 6565 or [www.cusip.com](http://www.cusip.com).
2. Shares held by affiliates pre-offering: \_\_\_\_\_
3. Public float pre-offering: \_\_\_\_\_
4. Date of public float calculation: \_\_\_\_\_

**Authorized Signature**

NAME \_\_\_\_\_ TITLE \_\_\_\_\_

SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_

