

Chapter DFI-Sec 22

FILING OF OWNERSHIP INFORMATION

DFI-Sec 22.01 Filing of long-form statement of ownership information.
DFI-Sec 22.02 Filing of short-form statement of ownership information.

DFI-Sec 22.03 Amendment of ownership information filings.

History: Emergency rules covering general subject matter were adopted effective July 1, 1972. Chapter SEC 22 was renumbered chapter DFI-Sec 22 under s. 13.93 (2m) (b) 1., Stats., and corrections made under s. 13.93 (2m) (b) 6. and 7., Stats., Register, December, 1996, No. 492.

DFI-Sec 22.01 Filing of long-form statement of ownership information. (1) Any person who, after acquiring directly or indirectly the beneficial ownership of any equity security of a target company, is directly or indirectly the beneficial owner of more than 5% of any class of the outstanding equity securities of the issuer shall, within 10 days after such acquisition, file with the division a long-form statement of ownership information on form TO-1 prescribed by the division, and send a signed copy of such form to the target company by certified mail at its principal office not later than the date of filing.

(2) For the purpose of s. 552.03 (2), Stats., the “statement prescribed therein” shall be schedule 13D as promulgated under section 13 (d) of the securities exchange act of 1934.

History: Cr. Register, October, 1972, No. 202, eff. 11-1-72; am. (intro.) and cr. (2), Register, December, 1979, No. 288, eff. 1-1-80.

DFI-Sec 22.02 Filing of short-form statement of ownership information. Any person subject to the long-form filing requirement who certifies, pursuant to s. 552.03 (3), Stats.,

that the equity securities of the target company were acquired by the person in the ordinary course of business and not for the purpose or having the effect of changing or influencing the control of the issuer nor in connection with or as a participant in any transaction having such purpose or effect, and that the person does not intend to make a take-over offer involving the target company, may elect to file with the division a short-form statement of ownership information on form TO-2 prescribed by the division and send a signed copy of such form to the target company by certified mail at its principal office not later than the date of filing.

History: Cr. Register, October, 1972, No. 202, eff. 11-1-72; correction made under s. 13.93 (2m) (b) 5., Stats., Register, December, 1992, No. 444, eff. 1-1-93.

DFI-Sec 22.03 Amendment of ownership information filings. If any material change occurs in the facts set forth in any ownership information statement filed pursuant to s. DFI-Sec 22.01 or 22.02, the person who filed such statement shall, within 10 days thereafter, file with the division an amendment describing the change and send a signed copy of such amendment to the target company by certified mail not later than the date of the filing. Forms TO-1 and TO-2 shall be used for the filing or sending of amendments to ownership information statements.

History: Cr. Register, October, 1972, No. 202, eff. 11-1-72.