Revised Regulations of Anguilla: S13-12

SECURITIES ACT (R.S.A. c. S13)

SECURITIES (REGISTRATION STATEMENT) RULES

Note: These Regulations are enabled by sections 96, 175 and 176 of the Securities Act, R.S.A. c. S13.

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Interpretation

1. In these Rules—

"offeror" means the person selling previously issued securities; and

"reporting issuer" refers to reporting issuers as described in section 96 of the Act.

Reporting issuers

2. (1) Reporting issuers are required to register with the Commission in accordance with sections 96(2) and (3) of the Act.

(2) Reporting issuers incorporated subsequent to the prescribed time must register with the Commission within 90 days after the date of incorporation.

Registration statement

3. (1) It is unlawful for any company to issue securities unless a registration statement has been filed with and approved by the Commission and the applicable fee payable under the Licences and Fees Regulations has been paid.

(2) A reporting issuer must update its registration statement within 120 days after the end of its financial year.

(3) Any statement contained in the registration statement or accompanying document which is false or misleading, or which the reporting issuer has reasonable grounds to believe is false or misleading or which, by reason of the omission of some fact or other information, is rendered false or misleading, is a contravention of section 120 of the Act.

(4) The registration statement along with accompanying documentation must be filed with the Commission via electronic mail or by mail to the following address—

The Chairman
Eastern Caribbean Securities Regulatory Commission
ECCB Financial Complex
P O Box 1855
Basseterre
St Kitts.

Issues of securities to the public

4. (1) The registration statement for a company proposing to issue securities to the public shall be in the form set out in Schedule 1.

(2) For the registration of a company proposing to issue securities to the public for the first time, the following documents shall accompany the registration statement—

(a) formation documents, including all of the documents that were required to form the company in the territory in which it has been formed;

(b) a certificate of Incorporation; and

(c) a Prospectus.

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(3) Where a company proposes to issue securities to the public subsequent to the first issue of securities, a Prospectus shall be submitted for approval along with the registration statement.

Annual amendment of registration statement

5. The Registration Statement for a reporting issuer amending its registration statement annually shall be in the form set out in Schedule 2.

Citation

6. These Rules may be cited as the Securities (Registration Statement) Rules, Revised Regulations of Anguilla, S13-12.

_____

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SCHEDULE 1

(Section 4(1))

ISSUER REGISTRATION STATEMENT

Pursuant to sections 96(2) and (3) of the Securities Act, R.S.A. c. S13

FORM RS – 1

_____

(Exact name of Company as set forth in Certificate of Incorporation)

Place and date of incorporation: _____

Street and postal address of registered office:

_____

_____

Company telephone number: (_____) _____

Fax number: (_____) _____

Email address: _____

Financial year-end: _____ _____ _____
(month) (day) (year)

Contact person(s): _____

_____

Telephone number (if different from above): (_____) _____

Fax number: (_____) _____

Email address: _____

This Company (Check at least one, as appropriate) :

[ ] Has never conducted operations.
[ ] Is in the development stage.
[ ] Is currently conducting operations.
[ ] Has shown a profit in the last financial year.
[ ] Other (Specify):_____

Has the company applied for listing on the Eastern Caribbean Securities Exchange [ ] *Yes* [ ] *No*

Date of Issue of this Registration Statement: _____

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THIS DISCLOSURE DOCUMENT CONTAINS ALL OF THE REPRESENTATIONS BY THE COMPANY CONCERNING THIS OFFERING, AND NO PERSON SHALL MAKE DIFFERENT OR BROADER STATEMENTS THAN THOSE CONTAINED HEREIN. INVESTORS ARE CAUTIONED NOT TO RELY UPON ANY INFORMATION NOT EXPRESSLY SET FORTH IN THIS DISCLOSURE DOCUMENT, OR THE PROSPECTUS PUBLISHED IN RESPECT OF THIS ISSUE. INVESTMENT IN BUSINESSES INVOLVES A CERTAIN DEGREE OF RISK, AND INVESTORS SHOULD NOT INVEST IN THIS OFFERING UNLESS THEY CAN AFFORD TO LOSE THEIR INVESTMENT IN ITS ENTIRETY. IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.

This Disclosure Document, together with Financial Statements and other Attachments, consists of a total of _____ pages.

_____

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PART 1
OFFER STATISTICS FOR SECURITIES OFFERING

Type of securities offered_____

Maximum number of securities offered_____

Minimum number of securities offered_____

Offer Price Per Share _____

Total proceeds: If maximum sold: $_____ If minimum sold: $_____

Offered Securities as a percentage of issued and outstanding Securities_____

Market Capitalisation at Offer Price_____

Price Earnings Ratio _____

Date of Opening of Subscription List_____

Date of Closing of Subscription List_____

Is a commissioned selling agent selling the securities in this offering? [ ] *Yes* [ ] *No*

If yes, what commission is charged?_____%

Is there other compensation to selling agent(s)? [ ] *Yes* [ ] *No*

Is there an escrow of proceeds until minimum is obtained
and allocations made? [ ] *Yes* [ ] *No*

Copies of the Prospectus in respect of which this form is issued can be obtained from:

_____
(Name and address)

Person(s) to contact at the company with respect to this offering:

_____

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This offering has been registered for offer and sale in the following territories:

Territory	**Effective Date**

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PART 2
OFFERING PRICE FACTORS

1. If the securities offered are common stock, or are exercisable for or convertible into common stock, the following factors may be relevant to the price at which the securities are being offered.

2. What were net, after-tax earnings for the last financial year? (If losses, show in parenthesis.)

   Total $_____ ($_____ per share)

3. If the company had profits, show offering price as a multiple of earnings.

   Offering Price Per Share = (price/earnings)
   Net After-Tax Earnings Last Year Per Share

4. (a) What is the net tangible book value of the company? (If deficit, show in parenthesis.) For this purpose, net tangible book value means total assets (exclusive of copyrights, patents, goodwill, research and development costs and similar intangible items) minus total liabilities.

   $_____ ($_____ per share)

   (b) State the dates on which the company sold or otherwise issued securities during the last 12 months, the amount of such securities sold, the number of persons to whom they were sold, any relationship of such persons to the company at the time of sale, the price at which they were sold and, if not sold for cash, a concise description of the consideration.

5. (a) What percentage of the outstanding securities of the company will the investors in this offering have? (Assume exercise of outstanding options, warrants or rights and conversion of convertible securities, if the respective exercise or conversion prices are at or less than the offering price).

   If the maximum is sold: _____%

   If the minimum is sold: _____%.

   (b) What post-offering value is management implicitly attributing to the entire company by establishing the price per security set forth under Part I, or exercise or conversion price if common shares are not offered? (Total outstanding securities after offering times, offering price, or exercise or conversion price if common shares are not offered.)

   If maximum is sold: _____%

   If minimum is sold: _____%.

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PART 3
DESCRIPTION OF SECURITIES

1. Description of Share Capital

a) Authorised

TYPE/CLASS	AMOUNT

b) Issued

TYPE/CLASS	AMOUNT

2. The securities offered hereby are:

	NUMBER	TYPE
[ ]		Common Stock
[ ]		Preferred or Preference Stock
[ ]		Notes, Bonds or Debentures
[ ]		Other (specify):

3. These securities have:

Yes	No	
[ ]	[ ]	Cumulative voting rights
[ ]	[ ]	Other special voting rights
[ ]	[ ]	Pre-emptive rights to purchase in new issues of securities
[ ]	[ ]	Preference as to dividends or interest
[ ]	[ ]	Preference upon liquidation
[ ]	[ ]	Other special rights or preferences (specify):

Explain:

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4. Are the securities convertible? [ ] Yes [ ] No

If so, state conversion price or formula.

Date when conversion becomes effective: ___/___/___

Date when conversion expires: ___/___/___

5. Provide details of any bonus securities or share dividends in the last two years.

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PART 4
USE OF PROCEEDS

1. The following table sets forth the use of the proceeds from this offering:

	If Minimum Amount $_____	% 100%	If Maximum Amount $_____	% 100%
Total Proceeds				
Less: Offering Expenses	_____	____	_____	____
Commissions and Finders Fees	_____	____	_____	____
Legal & Accounting	_____	____	_____	____
Copying & Advertising	_____	____	_____	____
Other (Specify):	_____	____	_____	____
Net Proceeds from Offering	_____	____	_____	____
Use of Net Proceeds	_____	____	_____	____
	_____	____	_____	____
	_____	____	_____	____
	_____	____	_____	____
	_____	____	_____	____
	_____	____	_____	____
	_____	____	_____	____
Total Use of Net Proceeds	_____	100%	_____	100%

2. (a) If funds from sources other than this offering are to be used in conjunction with the proceeds from this offering, state the amounts and sources of such other funds, and whether the funds are firm or contingent. If contingent, explain.

(b) If any material part of the proceeds is to be used to discharge indebtedness, describe the terms of such indebtedness, including interest rates. If the indebtedness to be discharged was incurred within the current or previous financial year, describe the use of the proceeds of such indebtedness.

(c) If any material amount of the proceeds is to be used to acquire assets, other than in the ordinary course of business, briefly describe and state the cost of the assets and other material terms of the acquisitions. If the assets are to be acquired from senior officers, directors, employees or principal shareholders of the company or their associates, give the names of the persons from whom the assets are to be acquired and set forth the cost to the company, the method followed in determining the cost, and any profit to such persons.

(d) If any amount of the proceeds is to be used to reimburse any senior officer, director, employee or shareholder for services already rendered, assets previously transferred, or monies loaned or advanced, or otherwise, provide the name(s) of employee(s) and shareholder(s) and the terms of the transaction.

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PART 5
PLAN OF DISTRIBUTION

1. Applications will be accepted for a minimum of _____ securities and thereafter in multiples of

_____

2. If Applications for securities exceed the number being offered, indicate how the allocations will be made:

3. If application is not accepted or is accepted for a smaller number of securities than applied for, will the balance of the application money be returned with/without interest to the applicant?

4. The underwriter(s) or selling agent(s) (that is, the persons selling the securities as agent for the company for a commission or other compensation) in this offering are:

Name: _____
Address: _____
Telephone No.( )_____
Fax No ( )_____
Email Address: _____

Name: _____
Address: _____
Telephone No.( ) _____
Fax No:( )_____
Email Address _____

5. Underwriting Details (Commissions, Over-allotment Options, Responsibility for Unsold Securities, Services Provided, etc):

6. If this offering is not being made through selling agents, the names of persons at the company through which this offering is being made:

Name: _____
Address: _____
Telephone No.( )_____
Fax No ( )_____

Name: _____
Address: _____
Telephone No.( ) _____
Fax No:( )_____

7. (a) If this offering is limited to a special group, such as employees of the company, describe the limitations and any restrictions on resale that apply:

(b) Will the securities offered be held in physical form or in a book-entry dematerialised form?

(c) Will the securities (if held in physical form) or the electronic record (if held as a book entry position in dematerialised format) bear a legend notifying holders of restrictions identified in Part 5 (7)(a)?

[ ] Yes [ ] No

(d) Explain the nature of any resale restrictions on outstanding securities, and when those restrictions will terminate, if this can be determined:

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PART 6
OFFER STATISTICS FOR REGISTRATION

For issues of securities within the past five years indicate the type of securities offered:

_____

_____

Is the offering still open? [ ] *Yes* [ ] *No*

Amount Subscribed: _____

Date of Opening of Subscription List _____

Date of Closing of Subscription List _____

Price per security: $ _____

Total proceeds: $ _____

Was the offering: [ ] Over-subscribed [ ] Under-subscribed

This offering was registered for offer and sale in the following territories:

Territory	**Effective Date**

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PART 7
THE COMPANY

1. (a) Provide brief history of the company since its inception to the present time.

(b) Provide a description of the developments in the company's main line of business including accomplishments and future plans.

(c) Describe in detail what business the company does and proposes to do, including what products or goods are or will be produced or services that are or will be rendered.

(d) Describe how these products or services are to be produced or rendered and how and when the company intends to carry out its activities. If the company plans to offer a new product(s), state the present stage of development, including whether or not a working prototype(s) is in existence. Indicate if completion of development of the product would require a material amount of the resources of the company, and the estimated amount.

(e) Describe specifically the marketing strategies the company is employing or will employ in penetrating its market or in developing a new market. Indicate how and by whom, its product or services are or will be marketed (such as advertising, personal contact by sales representative, etc.), how its marketing structure operates or will operate and the basis of its marketing approach including any marketing studies.

(f) Describe generally the principal properties (such as real estate, plant and equipment, patents, etc.) that the company owns, indicating also what properties it leases and a summary of the terms under those leases, including the amount of payments, expiration dates and the terms of any renewal options. Indicate what properties the company intends to acquire in the immediate future, the cost of such acquisitions and the sources of financing it expects to use in obtaining these properties, whether by purchase, lease or otherwise.

(g) Description of the industry in which the company sells its products or services. (Where applicable, include any recognised trends within that industry. Describe that part of the industry and the territory in which the business competes).

(h) Indicate current and future forms of competition, (whether by price, service or otherwise). Name the company's main actual and/or potential competitors. Indicate the relative size, financial and market strengths of the company's competitors and/or its anticipated competitors. State bases on which the company can effectively compete with these and other companies within the industry.

(i) Indicate the extent to which the company's operations have depended or are expected to depend upon patents, copyrights, trade secrets, know-how or other proprietary information. Describe the steps taken to secure and protect the company's intellectual property. (Include use of confidentiality agreements, covenants-not-to-compete and the like).

(j) State whether the company's business, products or properties have been subject to material regulation (including environmental regulation). Indicate the nature and extent of regulation and its effect or potential effects upon the company and its operations.

(k) State names of the company's subsidiaries. Outline their business purposes. Give names of primary owners. (Indicate whether this information is included in the Financial Statements attached hereto).

(l) State whether the company is a subsidiary. If so, describe the business of the parent company. Indicate what percentage of the company is owned by the parent.

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(m) Summarise the material events in the development of the company including any material acquisitions or mergers during the past five years.

2. List in order of importance the factors, which are the most substantial risks to an investor (i.e., those factors which constitute the greatest threat that the investment will be lost in whole or in part, or will not provide an adequate return).

(1) _____

_____

(2) _____

_____

(3) _____

_____

(4) _____

_____

(5) _____

_____

(6) _____

_____

(7) _____

_____

(8) _____

_____

Attach Additional Sheets if needed

3. Indicate whether the company is having or anticipates having within the next 12 months any cash flow or liquidity problems and whether or not it is in default or in breach of any note, loan, lease or other indebtedness or financing arrangement requiring the company to make payments.

4. Indicate whether proceeds from this offering will satisfy the company's cash requirements for the next 12 months, and whether it will be necessary to raise additional funds. State the source of additional funds, if known.

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PART 8
CAPITALISATION

1. Indicate the capitalisation of the company as of the most recent balance sheet date (adjusted to reflect any subsequent share splits, share dividends, recapitalisations or refinancings) and as adjusted to reflect the sale of the minimum and maximum amount of securities in this offering and the use of the net proceeds therefrom:

	Amount Outstanding As of: / /___ (date)	As Adjusted Minimum	As Adjusted Maximum
Debt:			
Short-term debt (average interest rate _____%)	$_____	$_____	$_____
Long-term debt (average interest rate _____%)	$_____	$_____	$_____
Total debt	$_____	$_____	$_____
Shareholders' equity (deficit):			
Preferred shares - par or stated value (by class of preferred in order of preferences)			
	$_____	$_____	$_____
	$_____	$_____	$_____
	$_____	$_____	$_____
Common stock--par or stated value	$_____	$_____	$_____
Additional paid in capital	$_____	$_____	$_____
Retained earnings (deficit)	$_____	$_____	$_____
Total shareholders' equity (deficit)	$_____	$_____	$_____
Total Capitalisation	$_____	$_____	$_____

2. Capital Commitments and Contingent Liabilities

(a) Unfunded Pension Liabilities
(b) Letters of Credit
(c) Performance bonds
(d) Guarantees and Warranties
(e) Undrawn commitments
(f) Letters of Comfort
(g) Capital Commitment
(h) Others

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PART 9
DIVIDEND POLICY

1. If the company has within the last five years paid dividends, provide the following:

DATE	AMOUNT	% OF NET INCOME	DIVIDEND PER SHARE

2. Outline any projections or plans for payment of dividends over the next two years.

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PART 10
EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

1. EXECUTIVE OFFICERS

Position: _____

Name: _____ Age: _____

Mailing Address: _____

_____

_____

Telephone No.: ( ) _____

List jobs held during past five years (including names of employers and dates of employment). Give brief description of current responsibilities.

_____

_____

_____

_____

Education (degrees or other academic qualifications, schools attended, and dates):

_____

_____

_____

Also a Director of the company [ ] Yes [ ] No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

_____

Use additional sheets if necessary.

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2. DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Position: _____

Name: _____ Age: _____

Mailing Address: _____

_____

_____

Telephone No.: ( ) _____

List jobs held during the past five years (including names of employers and dates of employment). Give brief description of current responsibilities.

_____

_____

_____

_____

_____

_____

_____

Education (degrees or other academic qualifications, schools attended, and dates):

_____

_____

_____

_____

_____

_____

Use additional sheets if necessary.

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PART 11
SUBSTANTIAL SHAREHOLDERS

1. (a) Principal owners of the company (those who beneficially own more than 5% of the common and preferred shares presently outstanding whether directly or indirectly) starting with the largest common shareholder. Indicate by end note any transaction where the consideration was not cash. State the nature of any such consideration.

SHARES NOW HELD:

Name: **Address:**	**Class of Shares:**	**No. of Shares:**	**% of Total**

(b) Include all common shares issuable upon conversion of convertible securities and show conversion rate per share as if conversion has occurred.

UPON CONVERSION:

Name: **Address:**	**Class of Shares:**	**Conversion Rate:**	**No. of Shares upon Conversion**	**% of Total***

***** Current holding of shares if conversion option were exercised.

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PART 12
LITIGATION

1. Describe any past litigation or administrative action which has had a material effect upon the company's business, financial condition, or operations, including any litigation or action involving the company's officers, Directors or other key personnel. State the names of the principal parties, the judgement and amounts involved.

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PART 13
MISCELLANEOUS FACTORS

Provide any additional information considered necessary to clarify any potentially misleading or incomplete information in this Registration Statement.

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PART 14
FINANCIAL STATEMENTS

Attach Auditor's Report. Attach current audited financial statements, audited financial statements for the last three financial years and the most recent unaudited financial statement if next audited statement is due in less than six months; or the most recent unaudited quarterly statement if the next audited statement is due in more than six months, or pro forma financial statements, whichever is applicable. If the company has acquired another business since the beginning of the last financial year the assets or net income of which were in excess of 20% of those for the company, show pro forma combined financial statements as if the acquisition had occurred at the beginning of the company's last financial year.

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PART 15
SIGNATURES

A Director, the Chief Executive Officer, and the Chief Financial Officer of the company shall sign this Registration Statement on behalf of the company. By so doing each certifies that he has made diligent efforts to verify the material accuracy and completeness of the information herein contained. By submitting this Registration Statement to the ECSRC, each Director, the Chief Executive Officer and the Chief Financial Officer of the company agree to make himself available to each investor prior to the time of investment, and to respond to questions and otherwise confirm the information contained herein. The Directors, the Chief Executive Officer and the Chief Financial Officer hereby undertake to make the exhibits to this Registration Statement, or as is provided by law, available to each investor, prior to the making of any investment by such investor.

The Chief Financial Officer by signing this form is hereby certifying that the financial statements submitted fairly state the company's financial position and results of operations, or receipts and disbursements, as of the dates and period(s) indicated. The Chief Financial Officer further certifies that all financial statements submitted herewith are prepared in accordance with International Accounting Standards consistently applied (except as stated in the notes thereto) and (with respect to year-end figures) including all adjustments necessary for fair presentation under the circumstances.

Name of Chief Executive Officer:

_____

_____
Signature

_____
Date

Name of Director:

_____

_____
Signature

_____
Date

Name of Chief Financial Officer:

_____

_____
Signature

_____
Date

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SCHEDULE 2

(Section 5**)**

ISSUER AMENDMENT OF REGISTRATION STATEMENT

Pursuant to sections 96 (2), (3) and (4) of the Securities Act R.S.A. c. S13

FORM RS – 2

Select One: **[ ]** Annual Registration **[ ]** Issue of Securities

_____

(Exact name of Company as set forth in Certificate of Incorporation)

Place and date of incorporation: _____

Street and postal address of registered office:

_____

_____

Company telephone number: (_____) _____

Fax number: (_____) _____

Email address: _____

Financial year-end: _____ _____ _____
(month) (day) (year)

Contact person(s): _____

_____

Company telephone number: (_____) _____

Fax number: (_____) _____

Email address: _____

Did the company file all reports required to be filed by Section 97 of the Securities Act Chapter S13 of Anguilla during the preceding 12 months?

[ ] Yes **[ ]** No

Did the company file all reports required to be filed by the Companies Act during the preceding 12 months?

[ ] Yes **[ ]** No

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1. Description of the Industry in which the Company Operates

2. Exchanges on which the Company's Securities are Listed

Exchange(s)	Securities Type	No. of Shares	Valuation

3. Description of Securities Being Offered (including who is the Issuer and who is the Offeror of the Securities)

4. Territories in which Securities are Being Offered

Territory	Effective Date

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5. Description of Share Capital

a) Authorised

TYPE/CLASS	No. OF SHARES

b) Issued

TYPE/CLASS	No. OF SHARES

c) Outstanding

TYPE/CLASS	No. OF SHARES

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6. OFFICERS AND KEY PERSONNEL OF THE COMPANY

Position: _____

Name: _____ Age: _____

Mailing Address: _____

_____

_____

Telephone No.: ( )

_____

List jobs held during past five years (including names of employers and dates of employment). Give brief description of current responsibilities.

_____

_____

_____

_____

Education (degrees or other academic qualifications, schools attended, and dates):

_____

_____

_____

Also a Director of the company [ ] Yes [ ] No

If retained on a part-time basis, indicate amount of time to be spent dealing with company matters:

_____

Use additional sheets if necessary.

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7. DIRECTORS OF THE COMPANY

Position: _____

Name: _____ Age: _____

Mailing Address: _____

_____

_____

Telephone No.: ( )

_____

List jobs held during past five years (including names of employers and dates of employment). Give brief description of current responsibilities.

_____

_____

_____

_____

Education (degrees or other academic qualifications, schools attended, and dates):

_____

_____

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Use additional sheets if necessary.

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8. SUBSTANTIAL SHAREHOLDERS

(a) Principal owners of the company (those who beneficially own more than 5% of the common and preferred shares presently outstanding whether directly or indirectly) starting with the largest common shareholder. Indicate by end note any transaction where the consideration was not cash. State the nature of any such consideration.

SECURITIES NOW HELD:

Name: **Address:**	**Class of Shares:**	**No.** **of Shares:**	**% of Total**

(b) Include all common shares issuable upon conversion of convertible securities and show conversion rate per share as if conversion has occurred.

UPON CONVERSION:

Name: **Address:**	**Class of Shares:**	**Conversion Rate:**	**No. of Shares upon Conversion**	**% of Total***

***** Current holding of shares if conversion option were exercised.

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9. Name and Address of Parent

Name:	Address:	Country of Incorporation:	Countries of Registration (where applicable)	Name of the Exchange(s) on which the company's securities are listed:

10. Name(s) and Address(es) of Subsidiary(ies)

Name:	Address:	Percentage Ownership:	Name of the Exchange(s) on which the company's securities are listed:

11. Name(s) and Address(es) of Affiliate(s)

Name:	Address:	Name of the Exchange(s) on which the company's securities are listed:

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SIGNATURES

A Director, the Chief Executive and Corporate Secretary shall sign this Registration Statement on behalf of the company. By so doing each certifies that he has made diligent efforts to verify the material accuracy and completeness of the information herein contained.

Name of Chief Executive Officer:

_____

_____
Signature

_____
Date

Name of Director:

_____

_____
Signature

_____
Date

Name of Corporate Secretary

_____

_____
Signature

_____
Date

_____

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